

# 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, Youth Leadership Pasco Program, and Leadership Pasco Alumni.

### 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

Section 3. FISCAL YEAR: The fiscal year of the Corporation shall be July 1 to June 30.

### 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 foster an issues-oriented learning environment for those leaders and the citizens of Pasco County 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 and Youth Leadership Pasco Programs; and to facilitate participation, discussion, and solutions in community leadership activities, issues, and concerns by graduates of the Program.

### ARTICLE IV - MEMBERSHIP

Section 1. LEADERSHIP PASCO PROGRAM: The Board of Directors grants Membership in the Leadership Pasco Program through an application and interview process.

Section 2. YOUTH LEADERSHIP PASCO PROGRAM: The Youth Leadership Pasco Committee grants Membership in the Youth Leadership Pasco Program through an application process.

Section 3. LEADERSHIP PASCO ALUMNI – MEMBER IN GOOD STANDING: Leadership Pasco Program Graduates who pay their annual dues are considered members in good standing during the fiscal year that dues are received.

### 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. Any President who is in their ninth year or greater, will be granted an additional year on the Board to preside in the Immediate Past President Officer position. 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/she may seek re-election to the Board for a new term. This does not preclude the term-limited Board member from being named Director Emeritus, as set forth herein. However, if a Director Emeritus is re-elected to the Board, their Director Emeritus status is suspended and their full rights as a board member are re-established. Director Emeritus status automatically reestablishes upon termination of their board position.

Section 3. DUTIES OF THE BOARD OF DIRECTORS: The affairs of the Leadership Pasco Program, Youth Leadership Pasco Program, and Leadership Pasco Alumni shall be managed by the Board of Directors. The responsibilities of the Board includes, but is not limited to, establishing the policies of the organization, approving budgets, and creating committees to manage the programs.

- Each Director shall serve on at least one Standing Committee of the Board of Directors or chair a program day.
- The Board may employ key staff, fix his/her salary, and other conditions of employment.
- The Board may contract with external parties/organizations to help manage and support the activities of the Board or Leadership Pasco.

Section 4. VACANCIES: Annually, by May, or as needed to meet the minimum number of board members required herein, the Nominating Committee shall present to the Directors a slate of applicants recommended to fill board vacancies. The process for advertising, interviewing, and recommending applicants is contained in the policies and procedures of Leadership Pasco.

Section 5. REMOVAL FROM BOARD:

- A Director may be removed from the Board upon a two-thirds vote of the Directors.
- A Director who, without reasonable cause, as determined by the Executive Committee, fails to attend 75% or more of the meetings in a rolling twelve-month period shall be considered as having resigned. The absentee Director may provide the Executive Committee a written explanation of the cause as to why they were not able to meet the attendance requirements. After considering the written explanation, and upon majority vote of the Executive Committee, the absences may be forgiven.
- Any Director charged with conduct unbecoming or with any act prejudicial to the best interest of the organization, and against whom such charges are sustained by the Board of Directors after an opportunity to appear before the Board of Directors in his or her own defense, may be expelled from membership at the discretion of the Board of Directors.

Section 6. **DIRECTOR EMERITUS:** A Director Emeritus is a former member of the Board of Directors who has completed their service as director but continues to be associated with the organization as an adviser. Emeritus status is an honor conferred by the Board of Directors upon recommendation of the Past President's Counsel. Directors who served on the Board with distinction and excellence may be considered for Director Emeritus status. A Director Emeritus shall be entitled to receive agendas and minutes of Board meetings, attend all Board of Directors meetings, participate in meetings of committees in which they serve, and are encouraged to attend all other events. A Director Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting. A Director Emeritus may seek re-election to the Board of Directors as set forth herein.

A. Eligibility:

- Must be a past Board member for nine years
- Headed a program day, chaired a board committee, or served on the executive committee

B. Election: Annually in June, with the recommendation of the Past President's Counsel, the Directors shall consider potential candidates. A majority vote of the Board at which a quorum is present is sufficient to approve the recommendation.

ARTICLE VI. OFFICERS

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

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.

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 or at a general board meeting. A vacancy occurring in any office shall be filled for the unexpired term upon the recommendation of the Nominating Committee to the Directors and by majority vote of the Board of Directors.

Section 4. **DUTIES OF OFFICERS:**

A. President: The President shall:

- Preside at all Board of Director meetings and at Executive Committee meetings.
- Vote only to break a tie at a Board or Executive Committee meeting.
- Appoint a Chairman of any standing or special committees and counsels, and develop the objectives and work descriptions for the Committees.
- Perform further duties to conduct the business of the Board of Directors.
- Act as the ex-officio member of all committees.

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 these meetings.

D. Treasurer: The Treasurer shall:

- Keep a full and accurate account of receipts and expenditures, reporting the financial position of the organization at each meeting of the Board of Directors.
- Present the proposed budget at the Annual Meeting.
- Present prior year budget to actuals to the Board by the end of the first quarter of the new fiscal year.
- Provide the Board with the monthly Bank and Financial Statements prior to each Board meeting.

E. Immediate Past President: The Immediate Past President shall act as an adviser to the President. In the absence or disability of the President and Vice-President to act, the Immediate Past President shall perform the duties of the President.

#### ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. MEMBERSHIP: The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and Immediate Past President. The actions of the Executive Committee shall be binding on the Board of Directors.

Section 2. DUTIES:

- 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.
- Ensure that the annual financial audit is conducted by the Finance Committee or an independent external auditor.
- Conduct an annual review and performance evaluation of the Administrative Assistant.

#### ARTICLE VIII – MEETINGS

Section 1. NOTICE OF BOARD MEETINGS: If a schedule of Board meetings has not been previously provided, a notice of Board meetings must be provided by email within five calendar days of the meeting, and may be provided by posting to the Leadership Pasco website or mail.

Section 2. ANNUAL BOARD MEETING: The Annual Meeting of the Board of Directors shall take place in June of each year. At the Annual Meeting, the Board shall:

- Renew expiring members' terms.
- Approve slate of officers
- Approve new board members

- Approve budget for upcoming fiscal year

Section 3. BOARD MEETINGS: Including the Annual Meeting, the Board of Directors shall hold in-person meetings at least quarterly. Date, time, and place shall be fixed by the President. Any other board meetings may take place at the President's discretion in person or with the use of electronic means, such as: conference calls, video meetings, web meetings, etc.

Section 4. EXECUTIVE COMMITTEE: The Executive Committee shall meet as necessary at a date, time, and place fixed by the President.

Section 5. SPECIAL MEETINGS: Special meetings may be called at any reasonable time by 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 shall describe the purpose of the meeting, and shall be given to each member at least five days prior to the special meeting. A Director's absence from a special meeting will not be counted against their attendance requirements.

Section 6. 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 lack of notice prior to the meeting or at its commencement, shall have conclusively waived notice of such meeting.

Section 7. QUORUM: The presence of one-third of the Board of Directors at any 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 is not present, the directors present may adjourn the meeting until such time as a quorum is present.

Section 8. VOTING: At the President's discretion, voting by the board for any purpose may be conducted by email, in-person, through the use of an electronic survey that captures the identity of the person who voted, on a conference call (with a roll call vote), through video meetings, or any other method available that captures the vote and the identity of the Director that voted.

#### ARTICLE IX – COMMITTEES AND COUNSELS

Section 1. COMMITTEES AND COUNSELS: An Active Committee is any Standing Committee or Counsel currently active, and/or, any Special Committee appointed by the President or the Executive Committee. Standing Committees shall include: Nominating, Program Days, Recruitment, Finance, Marketing, Sponsorship, Website and Technology, Alumni, Strategic Planning, Leadership Pasco Program Scholarship, and Youth Leadership Pasco College Scholarship. Counsels shall include the Past Presidents' Counsel.

Section 2. **NOMINATING COMMITTEE:** The Nominating Committee is charged with annually presenting, in May, to the Board a list of Director renewals for expiring terms, a slate of officers, and a slate of candidates to fill board vacancies.

- A. Call to Order: The Board of Directors shall call to order the Nominating Committee in February to begin the process of filling board vacancies and presenting a slate of officers. The Chair shall oversee all nominating committee activities, including selecting committee members. The Nominating Committee shall consist of a minimum of three board members, one of whom shall be the Vice President of the Board.
- B. Duties of the Nominating Committee – Director Renewals: In May, the Nominating Committee shall present to the Board of Directors a list of Director renewals for expiring terms. The Board of Directors will vote in June, by a majority vote, to renew Director terms. Renewed terms shall commence on July 1st.
- C. Duties of the Nominating Committee - Officers: In May, the Nominating Committee shall present to the Board of Directors a slate of four officers from the Board of Directors to serve a one-year term. Such officers shall be President, Vice-President, Secretary, Treasurer, and Immediate Past President. Formal election of officers shall take place in June, by majority vote. Board officers shall commence their term on July 1st. A vacancy occurring in any office shall be filled for the unexpired term upon the recommendation of the Nominating Committee and by majority vote of the Board of Directors.
- D. Duties of the Nominating Committee – Vacant Board Positions: In May, the Nominating Committee shall present to the Board of Directors a slate of candidates to fill Board vacancies. The Board of Directors will vote in June by a plurality of the vote to elect new board members. New Board member terms shall commence on July 1st. Any board vacancy occurring during the fiscal year will remain vacant until the formal election in June, unless filled Board positions would drop below the minimum number of Board members as provided herein.

Section 3. **PROGRAM DAYS COMMITTEE:** This committee is responsible for recruitment of program day leaders; coordination of program day schedules and budgets; provide support to program day leaders; use class evaluations to make program day recommendations to the Board; and recognize program day leaders during graduation.

Section 4. **RECRUITMENT COMMITTEE:** This committee is responsible for identifying and recruiting potential leaders in Pasco County for admission into the Leadership Pasco Program. Oversee the annual application, interview, and selection process. Annually, in July, presents a slate of potential class members to the Board for acceptance into the class for the new program year.

Section 5. **FINANCE COMMITTEE:** The Finance Committee shall consist of a

minimum of three Board members, one of whom shall be the Treasurer.

- A. Conduct Annual Internal Audit: During the first quarter of each fiscal year, the Finance Committee shall perform an internal audit of the Board's financials for the prior fiscal year. Audit results shall be reported to the Board before the end of the first quarter.
- B. Review Proposed Budget for Upcoming Fiscal Year: A budget of estimated revenues and expenses for the coming year shall be prepared and submitted no later than May by the Treasurer to the Finance Committee for review. The Treasurer shall present the proposed budget to the Board at the June meeting for review and approval.
- C. Review Prior Year Budget to Actuals: After the close of the fiscal year, the Treasurer shall prepare and submit actual revenues and expenses compared to estimated revenues and expenses for the fiscal year that just closed to the Finance Committee for review. After the Finance Committee has reviewed the prior year budget to actuals, the Treasurer shall present it to the Board of Directors in October for review.

Section 6. **MARKETING COMMITTEE**: This committee is responsible for the promotion of the Leadership Pasco and Youth Leadership Pasco programs through the creation and implementation of a marketing strategic plan and public relations, which shall include, but is not limited to, press releases, newsletters, and promotions (social media, alumni events, etc.). This committee collaborates with the Website and Technology Committee for marketing distribution. This committee also works closely with the Sponsorship Committee to provide value to sponsors.

Section 7. **SPONSORSHIP COMMITTEE**: This committee is responsible for the acquisition of funding to offset the expenses of Leadership Pasco and Youth Leadership Pasco programs and Leadership Pasco Alumni, and the recognition of sponsors during graduation. This committee works closely with the Marketing Committee to provide value to sponsors.

Section 8. **WEBSITE AND TECHNOLOGY COMMITTEE**: This committee is responsible for the management and dissemination of content to the website, alumni database, email distribution, and social media sites. This committee shall review technology needs regularly, recommend technology improvements to the Board, manage licensing fees and renewals, and provide technical support to the Administrative Assistant. This committee collaborates with the Marketing Committee for marketing distribution.

Section 9. **ALUMNI COMMITTEE**: This committee is responsible for the engagement and networking opportunities for Leadership Pasco Alumni.

Section 10. **STRATEGIC PLANNING COMMITTEE**: This committee is tasked with

setting strategic priorities that focus energy and resources, strengthen operations, ensure the future of the organization, assess and adjust the organization's direction, and respond to a changing environment.

**Section 11. LEADERSHIP PASCO and YOUTH LEADERSHIP PASCO PROGRAMS SCHOLARSHIP COMMITTEE:**

- A. Leadership Pasco Program Scholarship: Responsible for awarding up to four scholarships to incoming Leadership Pasco Program class members from non-profit organizations. Scholarships can be to pay part or all of the class year tuition. Scholarships shall not exceed the class year tuition. The committee shall review financial information and the sponsorship application. The process for reviewing and recommending applicants for scholarship is contained in the policies and procedures of Leadership Pasco.
- B. Youth Leadership Pasco Program Scholarship: Financial assistance is available. Financial information and sponsorship application is not required. The applicant submits his/her request to the Youth Leadership Pasco Program chair, co-chair, or any member of the Scholarship Committee. The chair or co-chair presents the request to the Board for recommendation and approval.

**Section 12. YOUTH LEADERSHIP PASCO COLLEGE SCHOLARSHIP COMMITTEE:** This committee acts as a liaison between Leadership Pasco and the Pasco Education Foundation. The purpose of this committee is to provide scholarships sponsored by Leadership Pasco to a graduating senior from a Pasco County Public School who is also a graduate of the Youth Leadership Pasco Program. Working with the Treasurer, this committee recommends to the Board the number of scholarships and amount of scholarships to offer through the Pasco Education Foundation. This committee also informs the Board of the date of the Annual Pasco Education Foundation Scholarship Awards Banquet, which usually occurs in April. The President of the Board will determine who will attend the banquet to present the scholarship(s) to the recipient(s).

**Section 13. PAST PRESIDENTS' COUNSEL:** At the discretion of the President, the Past-Presidents' Counsel shall be available to provide advice to the President and the Board as needed. The Past-Presidents' Counsel may recommend to the Board a past board member for Director Emeritus status as set forth herein.

**ARTICLE X - 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. 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 3. 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 4. MAINTENANCE OF CORPORATE RECORDS: The Corporation shall keep on its intranet or website the original or a copy of the Articles of Incorporation, these Bylaws, and Policies and Procedures 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 5. BOND: The Board of Directors may by resolution require any or 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 XI - 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 XII - 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 XIII - PARLIAMENTARY AUTHORITY

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

ARTICLE XIV - AMENDMENTS

The Board of Directors may adopt, amend, or repeal the bylaws of the organization upon 15-days written notice to the Directors and a majority vote of those attending any special or regular meeting where a quorum approves said changes.

ARTICLE XV – CODE OF CONDUCT

Any person associated with the Leadership Pasco Program, Youth Leadership Pasco Program, or Leadership Pasco Alumni who is charged with conduct unbecoming or with any act prejudicial to the best interest of the organization, and against whom such charges are sustained by the Board of Directors after an opportunity to appear before the Board of Directors in his or her own defense, relations with the organization may be severed at the discretion of the Board of Directors by a majority vote.

Adopted by the Leadership Pasco Board of Directors at a properly noticed meeting on the 11th day of January, 2018.