

FORUM35

BYLAWS OF FORUM 35

PREAMBLE

Forum 35 (hereinafter the "Corporation" or "Organization") is a non-profit Louisiana corporation with the following mission:

Forum 35 is a community of young men and women improving Baton Rouge.

ARTICLE 1

MEMBERSHIP

1.1 **Voting Members** of the Corporation shall be individuals who have paid dues in an amount to be determined by the Board of Directors, or whose dues have been paid by a Non-Voting Corporate Member (the "Voting Members").

1.2 **Non-Voting Corporate Members** of the Corporation shall be businesses which sponsor their employees as members of the Corporation by paying corporate membership dues in an amount to be determined by the Board of Directors (the "Non-Voting Corporate Members").

1.3 **Non-Voting Sustaining Members** shall be any individual chosen by the Board of Directors in its discretion as Non-Voting Members of the Corporation based on their showing of good will to the Corporation (the "Non-Voting Sustaining Members").

ARTICLE 2

BOARD OF DIRECTORS

2.1 **Powers of Board and Number of Directors.** The business and affairs of this Corporation shall be managed by a Board of Directors consisting of not more than twenty-three (23) Voting Members, all of whom shall be volunteers. The number of directors shall be the number selected from time to time by the Board of Directors; provided, however, such number shall not be less than nine (9) (the "Active Directors"). Directors of this Corporation shall not be paid for their services as directors. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors of this Corporation may exercise such powers and do such lawful acts and things as are allowed by statute, or by these Bylaws, not required to be exercised by the members or officers.

2.2 **Board Composition.** The Board of Directors shall be comprised of the Immediate Past President and those elected by the Voting Members in accordance with the procedure described in Article VII of these Bylaws.

2.3 **Term of Directors.** Members elected to three designated at large positions on the Board of Directors shall serve one year terms. All other members elected to the Board of directors shall serve two-year terms. All members of the Board shall be placed in a group as follows:

Group A - Up to 10 positions elected in December of even calendar years. Group A Directors serve two year terms.

Group B - Up to 10 positions elected in December of non-even calendar years. Group B Directors serve two year terms.

Group C - Three at large positions. Group C Directors serve one-year terms.

2.4 **Term Limits.** Except as set forth in Article 7.6, members of the Board may serve no more than two (2) consecutive terms, unless during those two terms the member is elected to the Executive Committee in which case the member may serve a total of three (3) consecutive terms.

2.5 **Board Vacancies.** In the event there is a vacancy (or vacancies) on the Board of Directors, other than President or Immediate Past President, the Board may fill the vacancy (or vacancies) with any Voting Member(s) in accordance with the follow: The Nominating Committee shall prepare Nominations for the vacant Director position(s). Such nominations shall be submitted by the Chairman of the Nominating Committee at any regular or special meeting of the Board of Directors. This action shall serve as a recommendation from the Nominating Committee to the Board of Directors. The active Board of Directors shall elect a single Director for each vacancy by a majority vote. A Voting Member so elected shall complete the unexpired term of the Director whose vacancy is being filled. If at the time the vacancy occurs, the remaining term is less than one year, then the service of the unexpired term will not be considered for purposes of Section 2.4. If at the time the vacancy occurs, the remaining term is greater than one year, then the service of the unexpired term shall be considered a full term for purposes of Section 2.4.

In the event there is a vacancy in the office of the President, the President-Elect shall complete the remaining term as President, in accordance with Article 5.6, and shall serve as President the following administrative year.

In the event there is a vacancy in the office of the Immediate Past President, the Board of Directors shall assign the duties of the office to a current Director.

2.6 **Resignation of Directors.** Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time of receipt or at such later time as therein specified, not to exceed thirty (30) days. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

2.7 **Board Qualifications.** In order to become a member of the Board of Directors, one must:

2.7.1 Meet the criteria of a Voting Member; and

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2.7.2 Have actively served on a Forum 35 committee; and

2.7.3 Be nominated and elected in accordance with Article VII of these Bylaws.

2.8 **Age Limit.** If a member of the Board turns forty (40) anytime during his or her term, he or she shall complete the full term and shall remain a Voting Member until the end of that term.

2.9 **Contracts and Employees.** The Board of Directors shall have the authority to engage independent contractors, outside vendors, hire full or part-time staff or to otherwise engage services as it deems appropriate to meet the needs of the Corporation as limited by the provisions of Article 14.

2.10 **Committees.** The Board of Directors may delegate authority to carry out activities to committees, committee chairmen, and individual Board Members or Voting Members as it deems appropriate.

2.11 **Project Applications.** The Board shall vote upon, and shall have final approval of all project applications submitted by the Executive Committee.

2.12 **Operation of Projects and Committees.** The Board of Directors shall have the ultimate authority over all aspects of the operation of committees and projects which have been adopted or approved, including but not limited to approval of committee chairmen.

2.13 **Fiduciary Relationship of Directors.** Directors and officers of the Corporation shall be deemed to stand in a fiduciary relationship to the Corporation and its Members, and shall discharge the duties of their respective positions in good faith, and with that diligence, care, judgment and skill which ordinarily prudent men would exercise under similar circumstances in like positions.

2.14 **Responsibilities of Directors.** In addition to their fiduciary responsibilities, Directors shall have the following responsibilities:

2.14.1 Attendance at no less than 60% of the regular meetings of the Board of Directors as well as all special meetings of the Board of Directors, as required.

2.14.2 Participating at a high level in activities of Forum 35 including but not limited to attendance at membership meetings, involvement in project and development work and service on committees as needed.

2.14.3 Work to promote the goals and purposes of Forum 35.

2.15 **Advisory Board.** The Advisory Board of Forum 35 is established to provide direction, guidance and historical perspective to the Board of Directors in accordance with the mission and Bylaws of Forum 35.

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- 2.15.1 The Advisory Board shall consist of no more than ten (10) people. The Previous Immediate Past President will serve on the Advisory Board during their term. Any other vacancies on the Advisory Board, if filled, will be filled by the President-Elect. Members of the Advisory Board shall serve one-year terms, which terms are renewable.
- 2.15.2 The members of the Advisory Board shall possess the following attributes:
- 2.15.2.1 Former Board Members and/or Executive Officers;
 - 2.15.2.2 Community Leaders; and/or
 - 2.15.2.3 Members of Forum 35 with a distinguished record of service with in excess of three (3) years membership in the organization.
- 2.15.3 Members of the Advisory Board may, at their option, attend Forum 35 Board meetings and Executive Committee meetings. The Advisory Board, however, shall have no voting rights in either Board of Directors meetings or Executive Committee meetings. Such persons serving on the Advisory Board shall not exercise any of the powers granted to the Board of Directors by law or in these Bylaws or in the Articles of Incorporation of the Corporation. Rather, the Advisory Board shall offer advisory opinions, counsel and guidance as to the historical perspective of the organization and directional assistance in accordance with Forum 35 principles.
- 2.15.4 The Executive Committee of Forum 35 shall invite the Advisory Board to meet with them at least annually.

ARTICLE 3

MEETINGS, NOTICES AND QUORUMS OF THE BOARD OF DIRECTORS

3.1 **Board Meetings.** Regular meetings of the Board of Directors of this Corporation shall be held at least monthly or otherwise as may be approved by the Board of Directors and notices of such meetings shall identify the meeting as a regular meeting. Any special meetings may be held on the call of the President or, if he or she is absent or unable or refuses to act, by any officer, or by a majority of the Active Directors through written request to the Secretary.

3.2 **Notice of Directors' Meetings.** Notice of any meeting of the Directors stating the time when and the place where the meeting is to be held shall be served personally, by electronic mail, facsimile transmission, or by mail, postage prepaid, upon each Director not less than two (2) days before the meeting. Business transacted at all regular meetings shall not be confined to the subjects stated in the call and matters relevant thereto. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters relevant thereto.

3.3 **Directors' Waiver of Notice.** Any director may waive notice of any meeting in writing at any time, either before or after the time notice would have been required and the waiver

need not specify the purpose of the business to be transacted at the meeting. Directors present at a meeting shall be deemed to have received due, or to have waived, notice thereof, except where a director participates in the meeting for the express purpose of objecting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened. Except as specifically required by the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the waiver of notice, of such meeting.

3.4 **Quorum.** The presence in person of not less than a majority of the Active Directors shall constitute a quorum of the Board of Directors. Once present, said quorum shall be deemed to remain in effect until adjournment of the meeting. The presence of a proxy on behalf of any member of the Board shall not satisfy the requirements for a quorum. Action by a majority of directors present and voting at a meeting where a quorum is present shall be the action of the Directors of this Corporation, unless specifically provided otherwise elsewhere in these Bylaws.

3.5 **Proxy.** Voting by proxy at any meeting of the Board of Directors is permitted subject to the following:

3.5.1 The proxy must be dated and signed and delivered in writing by hand delivery, mail, facsimile or electronic mail;

3.5.2 If the Director will not be present at the meeting, the proxy must be delivered to the President or Secretary of the Corporation prior to the convening of the meeting at which the proxy is to be exercised. If the Director is present at the meeting, the proxy must be delivered to the President or Secretary prior to the vote to which the proxy applies.

3.6 **Electronic Mail Meetings.** Upon agreement of the President, President-Elect and Secretary, special meetings may be held via electronic mail and without the normally required two day notice. Such a meeting must involve the participation via electronic mail response, by not less than a majority of the active directors to constitute a quorum. For a motion to be submitted to the Board for a vote during the electronic mail meeting, a deadline for voting must be set.

ARTICLE 4

MEETINGS, NOTICES AND QUORUM OF THE MEMBERS

4.1 **Meetings of the Members.** Meetings of the Members for any purpose or purposes may be called by the President of the Corporation, by resolution of the Board of Directors, or by a majority of the Voting Members.

4.2 **Annual Meeting.** The annual meeting of the Voting Members of this Corporation shall be held in the month of December at such place, on such date, and at such hour as the Board of Directors may determine.

4.3 **Notice of Members' Meetings.** Written notice stating the place and time of any meeting of the Members, and the general nature of the business to be considered, shall be given to

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each Voting Member, at his or her last known address or via his or her last known email address, at least five (5) days prior to the meeting.

4.4 **Acts of the Members.** Unless specifically provided for otherwise in these Bylaws or the Articles of Incorporation, any proposal presented to the voting Members by the Board of directors at a properly noticed meeting may be approved by a majority of Voting Members present.

4.5 **Proxy Prohibited.** Voting by proxy at any meeting of the Voting Members is prohibited.

ARTICLE 5

OFFICERS

5.1 **Officers, Election and Term of Office.** The officers of this corporation shall be a President, President-Elect, Secretary, Treasurer, Vice President for Projects, Vice President for Corporate Membership, Vice President for Individual Membership, Vice President for Development, and Vice President for Communications, all of whom shall be members of the Board of Directors. All officers shall hold office for one year. Officers shall be elected in accordance with the Executive Committee criteria set forth in Article 6 and the election of Directors set forth in Article 7.

5.2 **Resignation of Officers.** Except as otherwise required by law, any officer may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time of receipt or at such later time as therein specified, not to exceed thirty (30) days. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

5.3 **Removal of Officers.** Any officer may be removed by seventy-five percent (75%) vote of the Active Board of Directors with or without cause at any time. Election or appointment of an officer or agent shall not of itself create any contract rights.

5.4 **Vacancies in Office.** A vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors at any meeting of the Board.

5.5 **President.** The President, or in his or her absence, the President-Elect shall preside at all meetings of Voting Members, the Board of Directors and Executive Committee and shall perform the duties usually devolving upon a presiding officer, including but not limited to the following:

5.5.1 Function

5.5.1.1 As President of the Board, ensure that the Board of Directors fulfills its responsibilities for the governance of the Organization.

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- 5.5.1.2 Work with the Board and staff to establish goals, priorities, policies and programs to carry out the mission of the Organization.
- 5.5.1.3 Serve on the Executive Committee.

5.5.2 Responsibilities

- 5.5.2.1 Preside at all meetings of voting members, the Board of Directors and Executive Committee.
- 5.5.2.2 Ensure that the Board functions effectively, interacts with management optimally, and fulfills all of its duties. Develop agendas.
- 5.5.2.3 Recommend composition of the Board Committees.
- 5.5.2.4 Recommend committee chairpersons with an eye toward future succession.
- 5.5.2.5 Assist in recruiting Board and other talent for volunteer assignments.
- 5.5.2.6 Present to the Board an evaluation of the pace, direction and organizational strength of the Corporation.
- 5.5.2.7 Annually focus the Board's attention on matters of institutional governance that relate to its own structure and role. Be assured that the Board is satisfied it has fulfilled all of its responsibilities.
- 5.5.2.8 Represent the Corporation at community meetings and at fund-raisers.
- 5.5.2.9 Network/consult with civic, business and community leaders.
- 5.5.2.10 Play a leading role in identifying and soliciting financial and in-kind support.
- 5.5.2.11 Support, inspire and lead the Board, focus officers, committee chairs and project leaders.
- 5.5.2.12 Ensure that decisions are made that reflect the best interests of the Organization.

5.6 **President-Elect.** The President-Elect shall assume the duties of the President in his or her absence and shall automatically succeed to the Presidency.

5.6.1 Function

- 5.6.1.1 Assist the President in achieving the goals and objectives of the organization.
- 5.6.1.2 Serve on the Executive Committee.

5.6.2 Responsibilities

- 5.6.2.1 In the absence of the President, preside over meeting of voting members, the Board of Directors and Executive Committee.

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- 5.6.2.2 Observe actions of the President with an eye towards development of skills necessary to lead the organization in the future.
- 5.6.2.3 Perform those duties asked of him or her by the President to aid the President in leading the organization.
- 5.6.2.4 Advise the President regarding composition of board committees.
- 5.6.2.5 Advise the President regarding committee chairpersons.
- 5.6.2.6 Serve on the Nominating Committee.
- 5.6.2.7 Serve on the budget committee.
- 5.6.2.8 Coordinate Forum 35 Advisory Board.
- 5.6.2.9 Serve as the investigating official in the event of a breach in information security, as required by financial assurance policies.

5.7 **Vice President for Projects.** The duties of the Vice President for Projects shall include, but shall not be limited to the following:

5.7.1 **Function**

- 5.7.1.1 Ensure fulfillment of the Corporation's mission through meaningful service opportunities and events.
- 5.7.1.2 Serve on the Executive Committee.

5.7.2 **Responsibilities**

- 5.7.2.1 Coordinate all existing and proposed projects.
- 5.7.2.2 Make recommendations to the Executive Committee on projects and events based on the overall commitments of the Corporation.
- 5.7.2.3 Determine and recommend focus areas and recruit project leaders in partnership with the President.
- 5.7.2.4 Motivate and support project leaders.
- 5.7.2.5 Work with project leaders to engage the membership in projects.
- 5.7.2.6 Provide for safety of members at projects/events and bring all risk management issues in relation to projects and events to the attention of the Executive Committee.

5.8 **Vice President for Corporate Membership.** The Vice President for Corporate Membership will coordinate all functions for the Organization related to Corporate Membership. The duties of the Vice President for Corporate Membership shall include, but not be limited to the following:

5.8.1 **Function**

- 5.8.1.1 Assume the lead role in recruiting and retaining corporate members and sponsors.
- 5.8.1.2 Serve on the Executive Committee.

5.8.2 Responsibilities

- 5.8.2.1 Develop strategies for recruiting and retaining corporate members and sponsors, including obtaining benefits for corporate members and sponsors, and educating those members and sponsors about such benefits.
- 5.8.2.2 Be familiar with, understand and assist in compiling and updating the corporate membership database.
- 5.8.2.3 Assist with tracking and recognizing corporate member participation.
- 5.8.2.4 Organize new corporate member orientation sessions.

5.9 **Vice President for Individual Membership.** The Vice President for Individual Membership will coordinate all membership functions for the Corporation. The duties of the Vice President for Individual Membership shall include, but not be limited to the following:

5.9.1 Function

- 5.9.1.1 Assume lead role in recruiting and retaining individual members.
- 5.9.1.2 Serve on the Executive Committee.

5.9.2 Responsibilities

- 5.9.2.1 Develop strategies for recruiting and retaining individual members, including obtaining benefits for individual members and sponsors, and educating those members and sponsors about such benefits.
- 5.9.2.2 Coordinate all membership meetings of the Corporation.
- 5.9.2.3 Be familiar with, understand and assist in compiling and updating the individual membership database.
- 5.9.2.4 Assist with tracking and recognizing individual member participation.
- 5.9.2.5 Organize new individual member orientation sessions.

5.10 **Secretary.** The duties of the Secretary shall include, but shall not be limited to the following:

5.10.1 Function

- 5.10.1.1 Ensure effective communication with the Board of Directors and staff.
- 5.10.1.2 Serve on the Executive Committee

5.10.2 Responsibilities

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- 5.10.2.1 Keep a record of minutes and votes for all Executive Committee and Board of Directors meetings.
- 5.10.2.2 Assist the nominating committee in determining and keeping track of terms of Board of Directors.
- 5.10.2.3 Keep original copies of Bylaws and all amendments.
- 5.10.2.4 serve on the Nominating Committee.

5.11 **Treasurer.** The duties of the Treasurer include, but shall not be limited to the following:

5.11.1 Function

- 5.11.1.1 Manage the Board's review of, and action related to the Board's financial responsibilities.
- 5.11.1.2 Ensure proper fiscal management of the Organization.
- 5.11.1.3 Serve as a member of the Executive Committee.

5.11.2 Responsibilities

- 5.11.2.1 Chair the Budget and Finance Committee and prepare agendas for the meetings.
- 5.11.2.2 Work with the Budget and Finance Committee to prepare and present annual budget and issue reports as needed to Board of Directors, committee chairs and project leaders regarding their expenditures.
- 5.11.2.3 Ensure that the Corporation's investment portfolio is reviewed and reported to the Board at least once each year.
- 5.11.2.4 Ensure the preparation and timely submission of all required local, state and federal payments and reports.
- 5.11.2.5 Develop and implement financial procedures and systems.
- 5.11.2.6 Prepare monthly and annual balance sheet and income statement and present them to the Board of Directors.

5.12 **Vice President of Development.** The duties of the Vice President of Development shall include, but shall not be limited to the following:

5.12.1 Function

- 5.12.1.1 Assume lead role in fund-raising to ensure the sustainability of the Corporation.
- 5.12.1.2 Serve on the Executive Committee.

5.12.2 Responsibilities

- 5.12.2.1 Coordinate fundraising functions of the organization. Work closely with event chairs to foster success of fundraising endeavors.

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- 5.12.2.2 Chair the Development Committee. Set the agenda for and call regular meetings of this Committee for continuous improvement of the Organization.
- 5.12.2.3 Work with the Committee and President to determine and implement an overall fundraising strategy and innovative fundraising events. Work with the Committee to engage the membership in fundraising events.
- 5.12.2.4 Revise and update all fundraising manuals as necessary.
- 5.12.2.5 Work with the President and Vice President of Corporate Membership in recruitment of corporate members.

5.13 Vice President of Communications

5.13.1 Function

- 5.13.1.1 Effectively Communicate to Forum 35's primary target audiences: Forum 35 members and the Baton Rouge Community.
- 5.13.1.2 Serve on the Executive Committee.

5.13.2 Responsibilities

- 5.13.2.1 Work closely with other members of the Executive Committee, with other Members of the Board of Directors, and with project chairs or committees to effectively communicate to Forum 35 members and the Baton Rouge Community on the various activities of Forum 35.
- 5.13.2.2 Primarily responsible for the newsletter of Forum 35; frequency and format of distribution to be determined by the Board of Directors. This responsibility includes collecting the information necessary for the newsletter and providing it to whomever has been contracted to design, print, and distribute the newsletter.
- 5.13.2.3 Primarily responsible for the Forum 35 Website, including managing and updating its content.
- 5.13.2.4 Primarily responsible for public relations, including writing press releases and managing the flow of information to the local media and Baton Rouge Community.

5.14 **Immediate Past President.** The Immediate Past President remains a member of the Board of Directors for one year. Term limit restrictions do not apply to this year of Board membership. The Immediate Past President does not serve as an Officer on the Executive Committee. The duties of the Immediate Past President shall include, but shall not be limited to the following:

5.14.1 Function

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5.14.1.1 Give guidance and support to the President of the Board of Directors.

5.14.2 Responsibilities

5.14.2.1 Work with Nominating Committee to identify talent and resources needed on the Board of Directors.

5.14.2.2 Ensure that the Nominating Committee procedure is followed and reviewed on an annual basis to reflect the best interest of the Organization.

5.14.2.3 Serve on or chair ad hoc committees as needed.

5.15 **Fiduciary Relationship of Officers.** Officers of the Corporation shall be deemed to stand in a fiduciary relationship to the Corporation and its Members, and shall discharge the duties of their respective positions in good faith, and with that diligence, care, judgment and skill which ordinarily prudent men would exercise under similar circumstances in like positions.

ARTICLE 6

COMMITTEES OF THE BOARD OF DIRECTORS

6.1 **Executive Committee.**

6.1.1 Executive Committee Members. There shall be an Executive Committee comprised of the Officers.

6.1.2 Chairman and Quorum. The President shall serve as chairman of the Executive Committee. The Executive Committee shall have power to make rules and regulations for the conduct of its business. A majority thereof shall constitute a quorum. The Secretary shall record the minutes of each Executive Committee meeting.

6.1.3 Powers. Those powers and responsibilities which are specifically granted to the Executive Committee and are not to be construed as exclusive or restrictive in any manner, are as follows:

6.1.3.1 The Executive Committee shall set the agenda for all Board of Directors meetings.

6.1.3.2 The Executive Committee shall screen all project applications and shall make a recommendation to the Board as to whether the application should be approved by the Board.

6.1.3.3 The Executive Committee may make recommendations concerning any proposal that comes before the Board; however, in the event that it does so, it must present the Board with all alternatives discussed before reaching that decision.

6.1.3.4 The Executive Committee shall oversee and monitor all of the committees formed as part of the Corporation. This charge includes meeting regularly with committee chairmen to insure the smooth operation of each committee and having the authority to recommend to the Board such action as may be required to assure proper operation of all committees.

6.1.4 Authority. The Executive Committee shall have and exercise all the powers which the laws of the State of Louisiana or resolutions of the Board of Directors permit or impose and shall have the power to affix the seal of the Corporation to all papers it may deem to require it.

6.2 Nominating Committee.

6.2.1 Nominating Committee. There shall be a Nominating Committee consisting of the Immediate Past-President, the President, the President-Elect, the Secretary and a general board member appointed by a majority vote of the Board of Directors. The Nominating Committee shall hold its initial meeting each year no later than September 1st.

6.2.2 Chairman. The chairman of the Nominating Committee shall be the President-Elect.

6.2.3 Procedure. The Nominating Committee shall operate as described in Article 7 of these Bylaws.

6.3 Budget and Finance Committee.

6.3.1 There shall be a Budget and Finance Committee comprised of the President-Elect, Treasurer, Vice-President for Development, Vice President for Projects, and one Director, to be chosen by the President-Elect.

6.3.2 The Budget and Finance Committee shall meet and prepare a budget for the following year prior to November 30 each year.

6.3.3 The Budget shall be submitted to the Board of Directors for approval.

ARTICLE 7

NOMINATIONS AND ELECTIONS

7.1 Open Nominations Notice. Not later than October 1st, the Secretary of the Corporation shall send to each Voting Member, either via ordinary mail, facsimile, or email, a notice including that:

7.1.1 Nominations are open for members of the Board of Directors.

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- 7.1.2 The number of open Director positions, the category of each open Director position, and the term of each open Director position.
- 7.1.3 All Voting Members are eligible for consideration and may nominate themselves or any other Voting Member.
- 7.1.4 All proposed nominations must be in writing dated, signed and delivered to the Secretary no later than October 21st.
- 7.1.5 All proposed nominations must be made on a form to be approved by the Nominating Committee and should include activities performed on behalf of the Corporation as well as professional work and community activities.

7.2 **Director Notice.** Not later than October 1st the Secretary of the Corporation shall provide to each member of the Board of Directors, either by mail, facsimile, or email, a notice including:

- 7.2.1 The status of each member of the Board of Directors regarding whether the Director's term is expiring, and whether the Director is eligible for re-election.
- 7.2.2 A request that each Director, whose term is expiring, respond in writing via mail, facsimile or email to the Secretary, stating whether he or she is interested in standing for re-election. Such written response must be received by the Secretary no later than October 21st.
- 7.2.3 A request that each Director respond in writing via mail, facsimile, or email to the Secretary, stating whether he or she is interested in serving as an Officer, and if so, which office(s). Such written response must be received by the Secretary no later than October 21st.

7.3 **Meetings.** The Nominating Committee shall conduct such meetings as they deem appropriate including such meetings with proposed nominees as may be deemed appropriate.

7.4 **Election of Group A and Group B Director Positions and Officers.** The Election of Group A and Group B Director Positions and Officers will be made as follows:

- 7.4.1 **President-Elect** The Nominating Committee shall prepare Nominations for the office of the President-Elect. Such nominations shall be submitted by the Chairman of the Nominating Committee to the Board of Directors no later than the September board meeting. This action shall serve as a recommendation from the Nominating Committee to the Board of Directors. The Active Board of Directors shall approve a single nominee for President-Elect by a majority vote.
- 7.4.2 **Slate of Candidates** The Nominating Committee shall prepare Nominations for the Board of Directors positions in Group A if it is an even calendar year

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or Group B if it is a non-even calendar year, and all officer positions with the exception of the President-Elect from those nominations received in accordance with this Article, notwithstanding the provisions of Article 5.6. Such nominations shall be submitted by the Chairman of the Nominating Committee to the Board of Directors no later than the November board meeting. This action shall serve only as a report from the Nominating Committee. The Board of Directors shall have no authority to change or otherwise modify such nominations.

- 7.4.3 **Elections.** The nominations prepared by the Nominating Committee will be presented by the President at the annual meeting and such nominees shall be elected by a majority vote of those Voting Members present. Failure to elect the nominees as submitted shall result in a special meeting of Voting Members to be scheduled and the process noted in Paragraphs 7.1 through 7.5 is to be repeated with the exception that any deadlines will be reset by the Nominating Committee.

7.5 **Group C Director Positions.** The election of Group C Director positions will be made as follows:

- 7.5.1 All persons for whom a proposed nomination was received pursuant to Section 7.1 and all Directors who responded that he or she was standing for re-election pursuant to Section 7.2, but who were not nominated by the Nominating Committee are automatically nominated for a Group C Director position. Each such person will be permitted to post information about themselves on Forum 35's website, subject to forms and limitations to be set by the Nominating Committee.
- 7.5.2 The Secretary will send a ballot with those persons described in Section 7.5.1 via mail, facsimile, or email to each Voting Member no later than November 21st. Each Voting Member is eligible to vote and may vote for any number of nominees not to exceed three. Each Voting Member may cast his or her designated ballot by mail or facsimile or by personal delivery to the Secretary no later than December 1st.
- 7.5.3 The three nominees with the greatest number of votes cast are elected to the Board of Directors.

7.6 **Board Authority.** In the event that at least seven (7) of the members of the Board of Directors whose terms are expiring are also not eligible for re-election, the Nominating Committee shall have the authority to select three (3) of the seven (7) to stand for re-election regardless of any other prohibition based on age or consecutive terms served.

ARTICLE 8

FISCAL YEAR & ADMINISTRATIVE YEAR

The fiscal year of the Corporation shall commence on January 1 and shall end on December 31. The administrative year of the Corporation shall commence on April 1 and shall end on March 31.

ARTICLE 9

REMOVAL OF A VOTING MEMBER, NON-VOTING CORPORATE MEMBER, NON-VOTING SUSTAINING MEMBER OR MEMBER OF THE BOARD OF DIRECTORS

9.1 **Nonpayment of Dues.** Any Voting Member and any Non-Voting Corporate Member who fails to pay dues within a reasonable time after sufficient notice of the delinquency has been given to the member shall be removed from the membership roster without any further action by the Board or Executive Committee and any employee members of the Non-Voting Corporate Member shall likewise be removed.

9.2 **Removal of Members.** Actions detrimental to the goals and purposes of Forum 35 are grounds for removal of a member (Voting Member, Non-Voting Corporate Member, or Non-Voting Sustaining Member) by the Board of Directors. Only the Executive Committee may move that a member be removed. The member in question must be notified via mail, facsimile or email ten (10) days in advance of the meeting at which a removal vote will take place. Removal of a member requires a majority vote of the Directors present.

9.3 **Removal of Directors.** Removal of a Director may be with or without cause. However, no Director may be removed except by a seventy-five percent (75%) vote of the Active Board of Directors, excluding the Director being considered for removal. No Director may be removed except on motion of the Executive Committee or on written motion of seven (7) Directors. The Director in question must be notified via mail, facsimile or email ten (10) days in advance of the meeting at which removal discussions and/or voting will take place. The Director being considered for removal shall be excused from and ineligible to vote in the removal proceedings.

9.4 **Procedure.** The Executive Committee shall be responsible for overseeing the Removal of Members and Directors as set forth in Sections 9.2 and 9.3 and will recommend to the Board of Directors any Voting Members, Non-voting Corporate Members or Directors to be considered for removal.

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ARTICLE 10

NONDISCRIMINATION

The members, officers, directors, committee members and employees of the Corporation shall not discriminate against any person on the basis of sex, race, color, national origin, sexual or affectional preference, disability, or political or religious opinion or affiliation in any of its policies, procedures, or practices.

ARTICLE 11

AMENDMENTS

The Bylaws of the Corporation may be adopted, amended, or repealed by a two-thirds (2/3) vote of the Active Board of Directors. The notice of any regular or special meeting to consider such amendment shall be distributed to each Member of the Board of Directors at least ten (10) days prior to such meeting and shall set forth the proposed amendment or a summary of the changes to be made. By a vote of two-thirds (2/3) of the Members of the Board of Directors, this ten (10) day notice requirement may be waived.

ARTICLE 12

PROCEDURES

Robert's Rules of Order Revised shall be the parliamentary authority for all matters of procedure not specifically covered by or not inconsistent with these Bylaws.

ARTICLE 13

INDEMNIFICATION AND INSURANCE

13.1 The Corporation may, to the extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that he 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 nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated

expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

13.2 To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

13.3 Any indemnification under Section 13.2 (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable or a quorum of disinterested directors so directs, by an independent legal counsel, or (iii) by the Members.

13.4 Expenses incurred in defending such an action, suit or proceeding may be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 13.3 above, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article 13.

13.5 The indemnification provided by this Article 13 shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, authorization of Members or disinterested directors or otherwise, both as to action in his 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 his heirs and legal representative.

13.6 The Corporation may procure 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 nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the law.

13.7 If any part of this Article 13 shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

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ARTICLE 14

ADMINISTRATIVE

14.1 **Contracts and Payments.** The Board may, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, authorize the President of the Corporation or any other Director to enter into any contracts or to execute and deliver any instrument or document on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

14.2 **Approval of Expenditures.** A majority vote of the Directors present is necessary for the approval of expenditures over \$1,000 or the expenditure of funds for the purchase of ongoing services. Expenditures for fund-raisers falling under the authority of the Vice President of Development are not subject to the provisions of Section 14.2 but are subject to all other provisions of these bylaws.

14.2.1 For purposes of Section 14.2, any group of related expenditures are considered to be one expenditure.

14.2.2 With the exception of expenditures for the purchase of ongoing services, the Treasurer has authority to approve expenditures up to \$250. However, if such expenditure is being proposed by the Treasurer, then approval of the President must be obtained.

14.2.3 With the exception of expenditures for the purchase of ongoing services, the President has authority to approve expenditures up to \$500. However, if such expenditure is being proposed by the President, then approval of the Executive Committee must be obtained.

14.2.4 With the exception of expenditures for the purchase of ongoing services, the Executive Committee has authority to approve expenditures up to \$1,000.

14.2.5 Any expenditures approved under Section 14.2.2 through 14.2.4 must be reported to the Board at the next regularly scheduled Board Meeting.

14.3 **Obtaining Proposals.** When the Board of Directors approves spending over \$1,000 on a single expenditure or makes the decision to hire an outside person or company to provide a service on an ongoing basis regardless of cost, a written proposal must be obtained.

14.4 **Reimbursement of Directors Limited.** Neither Directors nor Directors' businesses may be paid for services provided to the Corporation by the Director or the Director's business. However, out of pocket expenses may be reimbursed.

14.5 **Payment to Members for Services.** Members of Forum 35 who are not Directors may be paid for services provided. However, any such expenditure of \$2,500 or less must be approved by a majority of the Board present at a Meeting. Any such expenditure in excess of \$2,500 must be approved by 75% of the Board present at a Meeting.

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14.6 **Checks, Drafts, Loans, Etc.** All checks, drafts, and loans in the name of the Corporation shall be signed by two of the following officers: President, President-Elect, and Treasurer.

14.7 **Loans to Directors, Officers, Employees and Agents.** No loans shall be made by the Corporation to any of its directors, officers, employees or agents.

14.8 **Regulations.** These Bylaws shall operate merely as regulations among the directors, officers and Members of the Corporation, and shall not affect contracts or other dealings with other persons, unless such persons have actual knowledge of these Bylaws.

Secretary

Date