

BY-LAWS
of
Junior leadership Manatee, Inc.
Effective October 12, 2006
Amendment September, 2009
Amendment July 2011
Amendment June 2020

ARTICLE I

CORPORATION NAME

These are the By-Laws of JUNIOR LEADERSHIP MANATEE, INC. (JLM), (a corporation not-for-profit under the laws of the State of Florida, affiliated with and supported by Leadership Manatee Alumni Association, Inc.)

ARTICLE II

MISSION STATEMENT

The mission of JLM is to develop future community leaders by enhancing their knowledge of community resources, current issues and other factors influencing the direction of our county's future.

ARTICLE III

PRINCIPAL OFFICE

The principal office/meeting place of this Corporation shall be located at Bank OZK: 1901 Manatee Avenue West, Bradenton 34205. The mailing address of the Corporation is P.O. Box 1491, Bradenton, FL, 34206-1491. The Corporation may relocate the principal office and have other offices as determined by the Board of Directors.

ARTICLE IV

PURPOSES OF THE CORPORATION

Section 1. PURPOSES. The purposes of this Corporation are those stated in the Articles of Incorporation.

ARTICLE V

MEMBERSHIP

Section 1. TYPES OF MEMBERSHIP. Junior Leadership Manatee shall have three classes of members, namely:

- a) Junior Leadership Manatee Board of Directors who shall be voting members;
- b) Student Advisory Board Members who shall serve in an advisory capacity to the Board of Directors and therefore, are non-voting members;
- c) Junior Leadership Manatee Student Members in their Junior Year of High School, who have been accepted into the current class of Junior Leadership Manatee, and who shall only vote to select JLM Student Advisory Board Members for the following year.

Section 2. QUALIFICATION OF MEMBERS

Qualifications of members shall be as follows:

- a) The Junior Leadership Manatee Board of Directors shall consist of adults who shall have successfully completed the Leadership Manatee Program, and who have been elected by peers to serve a three-year term on the Junior Leadership Manatee Board of Directors. Board members should be in good standing with the Leadership Manatee Alumni Association and have paid the annual membership fee for Leadership Manatee Alumni Association (LMAA).
- b) Junior Leadership Manatee Student Advisory Board (SAB) Members shall consist of those students who have graduated from the previous year's JLM program and have exemplified superior leadership qualities as promoted by the Junior Leadership Manatee program. These members will self-nominate and be elected by the JLM Board Members.
- c) Junior Leadership Manatee Student Members shall be those students who have been selected by the JLM Board of Directors as members of the current annual class of the Junior Leadership Manatee program. Qualifications of JLM Student Members are:
 - Must be a high school sophomore to apply and a high school junior at the time of participation.
 - Must have been a Manatee County resident for one year, or attend high school in Manatee County for at least one year.
 - Must have a minimum of 2.5 GPA.
 - Must have submitted all necessary documents and fees.
 - Must attend a mandatory Orientation/Team Building session and attend all program days.
 - Absences will be reviewed on a case-by-case bases by the JLM Board.

Section 3. RIGHTS OF MEMBERS

The rights of a member shall be determined by these By-Laws of the Corporation; provided, however, no member shall be entitled to share in any distribution of corporate assets upon the dissolution of the organization's corporate structure.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. MANAGEMENT AND DUTIES OF THE BOARD OF DIRECTORS

The general management of the affairs of the Corporation shall be vested in the Board of Directors. Duties of the members of the Board of Directors include:

- a) Set and approve annual JLM calendar
- b) Attend monthly JLM Board of Director meetings
- c) Serve as the JLM Board Member Coordinator for one (1) JLM Program Day per year (or serve in another leadership position as designated.) Each coordinator has to keep records of his/her assigned program day and deliver a folder of said activities to the secretary for safekeeping to be passed on to the next year program coordinator
- d) Assist with JLM student recruitment by serving as a contact for at least one high school or community group
- e) Select JLM students
- f) Secure and sustain funding sources for Junior Leadership Manatee
- g) Attend JLM orientation and graduation
- h) Promote JLM in the community

Section 2. DUTIES OF THE STUDENT ADVISORY BOARD MEMBERS

- a) Assist with student recruitment for the JLM program
- b) Attend and assist with the JLM Board Orientation Session
- c) Speak about JLM at various community group meetings throughout the year
- d) Be available to meet with the JLM Student Advisory Board Coordinator and give input and assistance as needed
- e) Serve on one (1) JLM Program Day planning committee
- f) Regularly communicate via phone, email or in person with a JLM Board member, or attend JLM Board meetings as school schedule allows
- g) Promptly respond and honor commitments to any requests and/or invitations that the JLM Student Advisory Board Coordinator makes on behalf of JLM

Section 3. NUMBER OF DIRECTORS

- a) The total number of JLM Directors shall never be less than ten (10) nor more than sixteen (16) adult JLM Board members.
- b) The total number of JLM Student Advisory Board (SAB) Members shall never be less than three (3) nor more than seven (7).
- c) The total number of JLM Student Members shall not exceed forty (40) unless a special vote of simple majority rule by the Board of Directors admits more than that maximum.

Section 4. TERM OF SERVICE/ TERM LIMITS

- a) JLM Board Directors shall be elected and serve for a three-year term, which may be extended by one (1) year when such a request is initiated by the JLM Nominating Committee and approved by a simple majority vote of the current JLM Board of Directors. A Board member must step down for at least one year after serving his or her term before he/she is eligible for election again.
- b) Upon completion of service as Chairman, an immediate past Chairman, whose term as a Director would otherwise expire, shall remain on the Board with full voting rights for a term of one (1) year.
- c) JLM Student Advisory Board members shall serve a term of one (1) year.
- d) JLM Student Members shall be admitted to the program in May, and graduate from the program following the last JLM program day at a date set by the Board of Directors. After successful completion of the program Student Members will receive a letter documenting forty-five (45) hours of community service.

Section 5. SELECTION, APPOINTMENT, OR ELECTION OF DIRECTORS, STUDENT ADVISORY BOARD AND STUDENT MEMBERS.

- a) The slate of candidates will be nominated and voted by the current Leadership Manatee class. Names of the new Directors are to be delivered to the Board of Directors prior to the April meeting.
- b) Student Advisory Board members will be self-nominated by the final JLM program day and voted on by the Board of Directors.
- c) JLM Students will be admitted to the current annual class by review and simple majority vote of the Board of Directors.

Section 6. SEATING

- a) All newly elected Directors shall commence official duty at the May meeting of the Board of Directors.
- b) All newly elected Student Advisory Board members shall commence official duty at the June meeting of the Board of Directors.
- c) All newly admitted JLM students shall commence official duty with the mandatory Orientation Day.

Section 7. RESIGNATION OF BOARD MEMBERS

Board members are asked to fulfill the three-year term to which they have committed. However, any Director may resign by giving at least one-month's written notice of such resignation to the Board of Directors.

Section 8. REMOVAL

- a) Any Director may be removed with cause at any time by affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting duly called and noticed for that purpose. Any Director proposed to be removed shall be entitled to at least seven day's written notice by mail or hand delivery of the meeting at which the removal is to be voted upon and shall be entitled to appear before and be heard at that meeting. Any Board member with three consecutive unexcused absences from JLM board meetings or required events may be removed upon a majority vote of the Board.
- b) Any Student Advisory Board member may be removed with cause at any time by affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting duly called and noticed for that purpose. Any Student Advisory Board Member proposed to be removed shall be entitled to at least seven day's written notice by mail or hand delivery of the meeting at which the removal is to be voted upon and shall be entitled to appear before and be heard at that meeting.
- c) Any JLM Student member may be removed with cause at any time by affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting duly called and noticed for that purpose.
- d) **Absence Policy**
JLM Student Members are expected to attend Orientation and all scheduled program days. There is no "absence allowance." However, it is understood that unforeseen circumstances may occur which require a student to miss one half or all of a program day. If this occurs, each absence will be addressed on a case-by case basis. The process for this will be the following:
 1. A student who anticipates missing one half or one full program day must notify that program day's facilitator as soon as possible before the absence occurs. This can be by telephone or e-mail. Notification after the absence occurs **will** not be accepted, except in extremely unusual circumstances.
 2. The student must follow up their request to be excused with a request in writing from either their parent or other responsible adult describing the need for the absence.
 3. The student may be asked to prepare an essay between one and two typewritten pages, addressing any aspect of the topics that were covered by that program day.
- e) If the JLM Student's program day absence constituted an emergency, the JLM Board of Directors would review the circumstances and decide by simple majority vote whether the student missing a second program day would be allowed to continue in the program.

Section 9. VACANCIES

- a) If a member of the Board of Directors cannot fulfill the term of office, the Board of Directors **will** nominate and elect by simple majority vote a successor who meets all necessary qualifications to complete the remaining term of office.
- b) If a member of the Student Advisory Board cannot fulfill the term of office, the Board of Directors will offer the position to the student who received the next highest number of votes in the original vote by the JLM class.
- c) Vacancies within the current JLM student class **will** not be filled once the mandatory Orientation Day has occurred.

Section 10. ADDITIONAL POWERS AND DUTIES OF DIRECTORS

In addition to those powers and duties set forth throughout these By-Laws, the Board of Directors shall have the authority and duty to:

- a) hold meetings at times and places as may be deemed proper and necessary;
- b) appoint committees on particular subjects from members of the Board or from the Student Advisory Board membership of the organization;
- c) review and approve bills and disburse the funds of the organization;
- d) print and circulate documents and any other relevant promotions, including social media;
- e) carry on correspondence and communicate with other associations with the same interest;
- f) employ agents with approval from the Board and/or Officers
- g) devise and carry into executive such other measures as it deems proper and expedient to promote the objects of the organization and protect the interest and welfare of the members;
- h) terminate the contract of any firm, individual, or other entity employed by the organization to perform any and all nature of services to the organization;
- i) employ, train, and terminate any employee of the Corporation; and
- j) exercise any and all rights, responsibilities, or duties consistent with the purposes of the Corporation as stated herein, or in the Articles of Incorporation.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. MEETINGS

The Board of Directors shall hold at least 6 meetings per year. The time and place of the meeting shall be determined by the Chair with input from the Board of Directors. Special meetings of the Board may be called by request of the Chair or Chair-Elect, or by any two (2) members of the Board of Directors.

Section 2. QUORUM, VOTING

At any meeting of the Directors, the following shall constitute a quorum:

- a) The presence of such number of Directors as shall constitute at least fifty percent (50%) of the then elected Board of Directors provided that at least two of such Directors are officers of the Corporation; or
- b) A majority of the then elected Board of Directors;
- c) Unless otherwise stated herein, if a quorum shall exist, the vote of a majority of the Directors present shall constitute the vote of the entire Board of Directors.

Section 3. VOTING OF DIRECTORS

Each member of the Board of Directors shall be entitled to one (1) vote only at any meeting thereof on any issue or matter of business before such meeting. In the event a quorum could not physically be accomplished, an electronic vote is possible. The electronic vote shall be printed and attached to the minutes.

Section 4. COMPENSATION OF DIRECTORS

Directors shall receive no compensation for their services.

Section 5. LIABILITY/INDEMNITY

The Directors and those serving as officers of the Corporation shall not be personally liable for its debts, liabilities, or other obligations. To the fullest extent permitted by Chapters 607 and 617, Florida Statutes (hereinafter referred to as the "statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify, hold harmless, and advance expenses to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian, who was or is a party to any proceeding, as defined in the statutes, by reason of the fact that he or she is or was a director or officer of the Corporation, against liability as defined in the statutes, expenses as defined in the statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof.

ARTICLE VIII

Section 1. OFFICERS

The officers of the Corporation shall be the Chair, Chair-Elect, Secretary, Treasurer, Student Advisory Board Coordinator and such other officers with such powers and duties not inconsistent with these By-Laws as may be elected and determined by the Board of Directors.

- a) The Chair, Chair Elect, Secretary, and Treasurer shall make up the Executive Committee.

Section 2. ELECTION OF OFFICERS

Officers shall be elected by the following method:

- a) A Nominating Committee consisting of the current Executive Committee shall present a single slate of officers to the Board of Directors at the regularly scheduled March meeting of the Junior Leadership Manatee Board of Directors. Voting of officers will occur at the April meeting with duties beginning in May.
- b) Election to each office shall be to the person receiving the majority of votes of those Directors present and voting for each office.

Section 3. TERM OF OFFICE

Officers shall serve for one (1) year. No Director may serve in the same office for more than two (2) consecutive years.

Section 4. INSTALLATION, COMMENCEMENT OF DUTIES

The newly elected officers shall take office at the first Board meeting of the fiscal year in May.

Section 5. REMOVAL, VACANCY OF OFFICERS

Any officer may be removed with or without cause by the affirmative vote of at least two-thirds of the Directors present at any regular or special meeting of the Board for such purpose.

- a) Should the office of the Chair become vacant by reason of death, removal, or resignation during the term of office, the Chair-Elect shall succeed to the office for the unexpired term.
- b) Vacancies in all other elected offices shall be filled for the unexpired term by the Board of Directors in the same manner as originally elected.

Section 6. DUTIES OF OFFICERS

- a) CHAIR. It shall be the duty of the Chair as the chief executive officer to preside at all meetings of the members, Executive Committee and Board of Directors. He or she shall have the power to appoint the Chairman and committee members of all committees. He or she shall call all regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of the Corporation approved by the Board of Directors. He or she shall be authorized to sign checks on the Corporation's bank account to any vendor provided it has been pre-approved by the Board of Directors and be reflected in the minutes. If the Board of Directors has not pre-approved the expense, he or she can write a check not to exceed \$200.00 and it must be co-signed by another officer. In addition, the Chair shall have and perform such other duties as may be delegated to him or her by the Board of Directors. The Chair, or his or her designee, may serve as the representative of the association to the Board of Directors of the Leadership Manatee Alumni Association (LMAA) and may serve as a liaison between the LMAA and Junior Leadership Manatee (JLM). The Chair shall be an ex-officio member of all Junior Leadership Manatee committees with all rights and privileges of any other member of the committee.
- b) CHAIR-ELECT. In absence or disability of the Chair, it shall be the duty of the Chair-Elect to preside at all meetings of the members, Executive Committee, and Board of Directors. He or she shall be authorized to sign checks on the Corporation's bank account to any vendor provided it has been pre-approved by the Board of Directors and be reflected in the minutes. If the Board of Directors has not pre-approved the expense, he or she can write a check not to exceed \$200.00 and it must be co-signed by another officer. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the President of the Board of Directors. The Chair-Elect shall be a member of the Executive Board, Nominating Committee, Budget Committee, and an ex-officio member of all committees with all rights and privileges of other members of that committee.
- c) SECRETARY. The Secretary shall take and keep the minutes of all meetings of the membership and Board of Directors. He or she shall furnish a copy of the minutes to the Chair after each meeting and shall be custodian of all records and papers of the organization. He or she shall receive and file all written reports. He or she shall promptly handle all necessary correspondence of the Corporation as directed by the Chair. He or she shall submit copies of the official communications for the Chair's file. The Secretary shall order and maintain for the organization supplies, stationery, etc., as may be required from time to time. He or she shall receive all written reports of the organization, shall have custody of the corporate seal of the Corporation, and shall serve all authorized notices for the Corporation. He or she shall be authorized to sign checks on the Corporation's bank account to any vendor provided it has been pre-approved by the Board of Directors and be reflected in the minutes. If the Board of Directors has not pre-approved the expense, he or she can write a check not to exceed \$200.00 and it must be co-signed by another officer. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Chair or the Board of Directors. The Secretary shall be a member of the Executive Board and Nominating Committee.

Furthermore, the secretary shall act as the registered agent for the corporation and shall have the duty to file the Uniform Business Report with the FL Division of Corporation. The secretary shall maintain the corporation files in the proper form and be responsible to file the appropriate forms with the Division of Corporation and the IRS if necessary.

At the end of each program day the secretary shall collect the folders with all pertinent data from the activities and hold them secure until passing them on to the next program coordinators.

- d) **TREASURER.** The Treasurer shall receive and deposit all funds in the name of the Corporation in a bank account approved by, or invested as directed by, the Board of Directors. He or she shall be authorized to sign checks on the Corporation's bank account to any vendor provided it has been pre-approved by the Board of Directors and be reflected in the minutes. If the Board of Directors has not pre-approved the expense, he or she can write a check not to exceed \$200.00 and it must be co-signed by another officer. Current financial records shall always be kept and reports submitted at all meetings of the Board of Directors and membership, with copies to be provided for the Chair's file. Further, the Treasurer shall present a written annual statement of receipts and disbursements at each annual meeting of the members and prepare returns and reports to the Internal Revenue Service and other governmental agencies, as required. Books of the Corporation shall be delivered to his or her successor, in proper order, immediately following the termination of the office and the election of a new Treasurer. The Treasurer shall be a member of the Executive Board, the Nominating Committee and the Budget Committee.
- e) **STUDENT ADVISORY BOARD COORDINATOR.** The Student Advisory Board Coordinator shall coordinate all activities which concern the JLM Student Advisory Board members including communication with the student advisory board members, coordination of student advisory board activities and monthly reporting to the Board of Directors regarding any student advisory board activities or issues.

Section 7. REPORTS OF OFFICERS.

All officers are to perform the duties prescribed in the Corporation's parliamentary authority source in addition to those outlined herein and those assigned to them by the President from time to time and deliver to their successor all official materials not later than twenty (20) days following the election and installation of their successors.

Section 8. COMPENSATION

The officers of the Corporation shall receive no compensation for their services.

ARTICLE IX

COMMITTEES

Section 1. OTHER COMMITTEES

Standing committees shall be as follows:

- a) BUDGET COMMITTEE. The standing Budget Committee consisting of the Chair, Chair Elect, The Treasurer, and Treasurer Elect shall prepare and recommend to the Board of Directors a yearly budget, any changes in the financial policy and methods of raising funds;
- b) NOMINATING COMMITTEE. The Executive Committee shall make a recommendation to the Board of Directors as to the number of directors to be elected for the following year; shall present a slate of directors for election at the Jan. meeting; and shall recommend the slate of officers for the following year.
- c) The Chair shall appoint such other standing or special committees as required.

ARTICLE X

PARLIAMENTARY AUTHORITY

Section 1

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order Junior Leadership Manatee may adopt.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall commence on the 1st day of May, and terminate on the 30th day of April.

ARTICLE XII

DISTRIBUTION OF ASSETS

Upon dissolution, liquidation, and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the expenses, debts and liabilities of the Corporation, dispose of such the assets of the Corporation as set forth in Article X of the Corporation's Articles of Incorporation.

ARTICLE XIII

CONTRACTS, CHECKS, DEPOSITS

Section I. CONTRACTS

The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific.

Section 2. DEPOSITS

All funds received by the Corporation shall be deposited to the credit of the Corporation in such federally insured financial institutions or invested in such ways as may be approved and authorized by the Board of Directors.

Section 3. CHECKS

All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by such officers or agents as set forth in these By-Laws.

ARTICLE XIV

SURETY BONDS

Section 1. PERSONS INSURED

Unless otherwise waived by specific affirmative act of the Board of Directors, no persons having access to any cash or negotiable assets of the Corporation shall be required to be bonded for fidelity loss and faithful performance of duty. If required, the amount of such bonds shall be fixed by the Board of Directors.

Section 2. PREMIUMS

The premiums for all bonds required shall be paid by the Corporation.

ARTICLE XV

RECORDS

The Corporation shall maintain permanent, correct and complete written books and records of account and shall keep minutes of all the meetings of the members, Board of Directors, and committees having the authority of the Board of Directors, at the principal office of the Corporation and at such other offices in such form and manner as required by law. All such records may be inspected by any Director, or the agent or attorney of any Director at any reasonable time.

ARTICLE XVI

CORPORATE SEAL

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words "CORPORATE NOT FOR PROFIT, FLORIDA." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or any corporate obligation for the payment of money may be facsimile, engraved or printed. The seal shall be held by the secretary.

ARTICLE XVII

EXECUTION

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate.

ARTICLE XVIII

NOTICE AND WAIVER OF NOTICE

Section 1. NOTICE

Whenever any notice is required by these By-laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his last known post office address.

Persons not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Section 2. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of the Corporation, or these By-Laws: (a) a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, or (b) attendance by such person or persons at such meeting without protesting the lack of notice prior to or at commencement of the meeting, shall be deemed equivalent thereto.

ARTICLE XIX

CONSTRUCTION

Whenever a conflict arises between the language of these By-Laws and the Articles of Incorporation, the Articles of Incorporation shall govern.

ARTICLE XX

BUSINESS

Section 1 CONDUCT OF BUSINESS WITHOUT MEETINGS

Any action of the Directors and committees may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed or communicated electronically by all Directors or committee members who would be entitled to vote on such action at a duly-called meeting and filed with the Secretary of the Corporation as part of the proceedings of the Directors or committees as the case may be.

ARTICLE XXI

AMENDMENT TO THE BY-LAWS

The By-Laws of this Corporation may be amended, repealed, or altered, in whole or in part, by a two-thirds majority vote of the general membership of the Junior Leadership Manatee Board of Directors present at any duly called and noticed meeting of the Board of Directors or via an online form at which a quorum is present. All such amendments or alterations shall be circulated in writing to each member at least ten (10) days prior to the meeting/date at which the amendment or alteration is to be put to vote.