**BYLAWS
OF
*LEADING LATINA, INC.***

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**BYLAWS**

**OF**

**LEADING LATINA, INC.**

**(A FLORIDA NON-PROFIT CORPORATION)**

**ARTICLE I: General**

**Section 1.1. Name and Offices**

The name of the organization is Leading Latina, Inc. (the “Corporation”). The principal office of the Corporation shall be located within the State of Florida as the Board may from time to time determine. The Corporation may also have other offices within the State of Florida as the Board of Directors may from time to time determine or the purposes of the Corporation may require.

**Section 1.2. Purpose**

The purpose of the Corporation is to promote the Leading Latina movement in Southwest Florida through direction, coordination, and the administration of the Leading Latina programs. Leading Latina is a non-formal and cooperative educational resource that promotes women’s personal/professional growth and leadership.

**Section 1.3. Limitation of Methods**

The Corporation shall be nonprofit, nonpartisan and nonsectarian.

**ARTICLE II: Membership**

**Section 2.1. Eligibility for Membership**

1. Individual Membership. Any person having an interest in the purpose and objectives of this organization shall be eligible to apply for membership. Upon approval of the Board of Directors and the payment of proper dues, the applicant becomes a member in good standing subject to these bylaws.
2. Corporate Membership. Any association, corporation, partnership, organization or legal entity in the United States having an interest in the purpose and objectives of this organization shall be eligible to apply for membership (hereinafter referred to as a “Corporate Member”). The Board of Directors may, from time to time, within its discretion designate classes of “Corporate Member.” Upon approval of the Board of Directors, the Corporate applicant becomes a member in good standing when dues are fully paid. The Corporate Member shall designate one representative to act as its voting members to vote on issues to be addressed at a specific or general meeting of the Chamber. The remaining contact members of a Corporate Member, Branch member and/or Professional Office & Travel Agency member shall be considered non-voting “Associate Members.”

**Section 2.2. Annual Dues**

The Board of Directors shall set Membership dues annually. Membership dues shall be waived for any member at the discretion of the Board of Directors. Dues shall be payable annually in advance.

**Section 2.3. Rights of Members**

Each member in good standing shall be entitled to cast one vote in deciding Chamber affairs. A member in good standing must be present to vote. A new member must be a member for thirty-days (30) before being eligible to vote on Corporation affairs.

**Section 2.4. Resignation and Termination**

Any member may resign by giving five (5) days written notice to the President or Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership. Exit Interview to be conducted by the Secretary and a Board Member of choice.

**Section 2.5. Non-voting Membership**

The board shall have the authority to establish and define non-voting categories of membership.

**ARTICLE III. MEETINGS OF MEMBERS**

**Section 3.1. Regular Meetings**

Regular meetings of the members shall be held quarterly, at a time and place designated by the chair.

**Section 3.2. Annual Meetings**

An annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

**Section 3.3. Special Meetings**

Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by sixty five percent (65%) of voting members may also call a special meeting.

**Section 3.4 Notice of Meetings**

Printed notice of each meeting shall be given to each voting member, by mail or email, not less than one week prior to the meeting.

**Section 3.5. Quorum**

A quorum for a meeting of the members shall consist of at least forty percent (40)% of the active membership to include the President and Vice President.

**Section 3.6. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

**ARTICLE IV: BOARD OF DIRECTORS**

**Section 4.1. Powers and Numbers**

The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors (the “Board”) in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in these By-Laws. The number of directors that shall constitute the Board initially shall be three (3). The number of directors shall be at least three (3) but no more than fifteen. Within the specified limits, the number of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent director.

**Section 4.2. Election and Term**

The initial directors shall be the persons named in the Certificate of Incorporation and shall serve until the first annual meeting of the Board. In the election held by the Corporation at the first annual meeting of the Board, there shall be directors elected. To become a director, a person shall be nominated by a director and elected by a majority of the Board. Directors shall hold office for a term of one (1) year and each shall continue in office for such term and until such director’s successor shall have been elected or qualified, or until such director’s death, resignation or removal.

**Section 4.3. Newly Created Directorships**

Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board for any cause, including any vacancy occurring by reason of the removal of any director from office with or without cause, may be filled by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual meeting and until such director’s successor is elected or appointed and qualified or until such director’s earlier death, resignation, or removal.

**Section 4.4. Removal**

Any director may be removed at any time, with cause, at any meeting by a majority of the entire Board or by action in writing signed by all of the other directors.

**Section 4.5. Resignation**

Any director may resign at any time by giving five (5) days written notice to the President or Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Exit Interview to be conducted by the Secretary and a Board Member of choice.

**Section 4.6. Meetings**

The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Regular or special meetings of the Board may be held at any time upon the call of the President or any two directors.

**Section 4.7. Notice of Meetings**

Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board. Notice of each special meeting of the Board must be given to each director not less than two (2) days before such meeting. Notice may be in writing and sent by mail, addressed to such director at his/her address as it appears on the records of the President, with prepaid postage thereon. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Such notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be given by telephone or sent by facsimile transmission, telegraph, courier service, electronic mail (“e-mail”) or hand delivery. Notice of any adjournment of a meeting of the Board to another time or place shall be given to any directors who were not present at the time of the adjournment. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting’s commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

**Section 4.8. Quorum**

At each meeting of the Board, the presence of one-half of the total number of directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting from time to time without notice other than by announcement at the meeting, until such a quorum is present.

**Section 4.9. Manner of Acting**

The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board.

**Section 4.10. Meeting by Conference Telephone**

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 4.11. Action Without a Meeting**

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the Board or such committee shall filed with the minutes of the proceedings of the Board or such committee.

**Section 4.12. Compensation of Directors**

The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. This shall not in any way limit reimbursement of or payment for services provided to the Corporation by the director in any capacity separate from his or her responsibilities as a director, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. The provisions of this section shall not in any way limit reimbursement of or payment for services provided to the Corporation by any organization in which a director is affiliated, subject to the conflict of interest policy.

**ARTICLE V: Advisory Board**

The Board, by resolution adopted by a majority of the entire Board, may designate an Advisory Board. Such Advisory Board shall consist of persons who are interested in the purpose and principles of the Corporation. The advisory Board and each member thereof shall serve at the pleasure of the Board. Any vacancy in the Advisory Board may be filled and the Board may remove any member of the Advisory Board, either with or without cause. The Advisory Board shall advise the Board as to any matters that are put before it by the Board concerning the Corporation. The Advisory Board shall not have or purport to exercise any powers of the Board nor shall it have the power to bind the Corporation in any manner.

**ARTICLE VI: Committees**

**Section 6.1. Nominating Committee**

By resolution of the Board, the Nominating Committee may be appointed consisting of three (3) directors, who shall be elected by a plurality of the votes cast by the directors of the Corporation at each Annual Meeting and shall serve until the next Annual Meeting. The Nominating Committee shall present a slate of nominees for the Board at the next Annual Meeting following its election.

**Section 6.2. Executive Committee and Other Standing Committees**

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees consisting of three (3) or more directors. The standing committees shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: (a) The filling of vacancies in the Board or in any committee. (b) The fixing of compensation of the directors for serving on the Board or on any committee. (c) The amendment or repeal of the By-laws, or the adoption of new By-laws. (d) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repeal able. Any reference in these By-laws to the Board shall include the Executive Committee unless the context or express provision otherwise indicates.

**Section 6.3. Special Committees**

The Board may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 2 of this Article VI.

**Section 6.4. Meetings**

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Corporation or the chairman of the committee or by vote of a majority of all of the members of the committee.

**Section 6.5. Quorum and Manner of Acting**

Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directors of the Board.

**Section 6.6. Tenure of Members of Committees of the Board**

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

**Section 6.7. Alternate Members**

The Board may designate one (1) or more directors as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

**ARTICLE VII: Officers**

**Section 7.1. Officers**

The officers of the Corporation shall at least consist of a President, a Secretary and a Treasurer, and such other officers, if any, including one or more Vice Presidents, as the Board may from time to time appoint. All officers shall be chosen by and shall serve at the pleasure of the Board.

**Section 7.2. Election, Term of Office, and Qualifications**

The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer’s successor is elected and qualified or until such officer’s earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, provided that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board.

**Section 7.3. Removal**

Any officer elected or appointed by the Board may be removed at any time, with or without cause, at any meeting by a majority of the entire Board at which a majority of the directors are present or by action in writing signed by all directors.

**Section 7.4. Resignations**

Any officer may resign at any time by giving five (5) days written notice to the Chairperson. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Exit Interview to be conducted by the Secretary and a Board Member of choice.

**Section 7.5. Vacancies**

A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular appointments to such office.

**Section 7.6. President**

The President shall:

(a) preside at all meetings of the Board;

(b) exercise general charge and supervision of the affairs of the Corporation and shall do and perform such duties as the Board may assign to the President;

(c) keep the Board fully informed about the activities of the Corporation;

(d) have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

**Section 7.7. Vice President**

At the request of the President, or in the event of the President’s absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President, and the Vice President shall have such other powers and perform such other duties as the Board may assign to the Vice President.

**Section 7.8. Secretary**

The Secretary shall:

(a) record and keep the minutes of all meetings of the Board in books to be kept for that purpose;

(b) see that all notices and reports are duly given or filed in accordance with these By-Laws or as required by law;

(c) be custodian of the records (other than financial) and have documents whose execution on behalf of the Corporation under its seal is required by law or duly authorized in accordance with these By-Laws; and

(d) in general, perform all duties incident to the office of Secretary and such other duties as the Chair of the Board may from time to time assign to the Secretary.

**Section 7.9. Treasurer**

The Treasurer shall:

(a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as shall be designated by the Board;

(b) exhibit at all reasonable times the Corporation’s books of account and records to any of the directors of the Corporation upon application during business hours at the office of the Corporation where such books are kept;

(c) render a statement of the condition of the finances of the Corporation at the annual meeting of the Board;

(d) receive, and give receipt for, amounts due and payable to the Corporation from any source whatsoever and, subject to the direction of the Board, authorizing the disbursement of funds of the Corporation;

(e) in general, perform all the duties incident to the office of Treasurer, and such other duties as the Chair or the Board may from time to time assign to the Treasurer; and

(f) if required by the Board, give such security for the faithful performance of the Treasurer’s duties as the Board may require.

**Section 7.10. Employees and Other Agents**

The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

**Section 7.11. Compensation**

The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. This shall not in any way limit reimbursement of or payment for services provided to the Corporation by the director in any capacity separate from his or her responsibilities as a director, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. The provisions of this section shall not in any way limit reimbursement of or payment for services provided to the Corporation by any organization in which a director is affiliated, subject to the conflict of interest policy.

**ARTICLE VIII: Indemnification**

**Section 8.1. Indemnification**

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

**Section 8.2. Insurance**

The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

**ARTICLE IX: Prohibition Against Sharing in Corporate Earning**

No officer, Director, or member of a sub-committee, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.  Upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended; PROVIDED, HOWEVER, that any distributions upon dissolution of this Corporation shall be to and for the exempt purposes of this Corporation as enumerated in the Articles of Incorporation of this Corporation.

**ARTICLE X: Exempt Activities**

Notwithstanding any other provision of these Bylaws, no officer, Director or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

**ARTICLE XI: General Provisions**

**Section 11.1. Funds**

All monies paid to the Corporation shall be placed in a general operation fund. Only Officers of the Corporation shall be authorized to sign drafts against this fund. The Board of Directors may authorize other funds and accounts as considered necessary.

**Section 11.2. Disbursements**

All disbursements and fund transfers exceeding $500.00 will require two authorized signatures. It is the Treasurer’s responsibility to establish internal control procedures to properly record and monitor all expenditures and safeguard the related supporting documentation and checkbook. All disbursements shall be made by check.

**Section 11.3. Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31.

**Section 11.4. Budget**

The Treasurer shall compile the annual budget which shall be submitted to the Board of Directors for approval, not later than the end of the first quarter of the fiscal year.

**Section 11.5. Annual Report**

The accounts and transactions of the Chamber shall be reflected on a full set of financial statements with adequate disclosures to be presented to the Board of Directors not later than the end of 1st quarter of the following year. The general membership shall have access to the said information during the same time period. These records shall remain in the Chamber Office under custody of the President/CEO in accordance with the applicable statutory periods.

**ARTICLE XII: Conflicts of Interest**

Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a director, officer or staff member must be disclosed on good faith or known to the Board, and must be resolved pursuant to the Conflict of Interest Policy adopted by the Corporation (which is annexed to these Bylaws as Exhibit A, and shall be referred to as the “Conflict of Interest Policy”).

**ARTICLE XIII: Amendments**

These By-Laws may be amended or repealed by the affirmative vote of two-thirds of the entire Board present at any meeting of the Board at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

**ARTICLE XIV: Non-Discrimination**

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

**ARTICLE XV: Reference to Certificate of Incorporation**

References in these By-Laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.

**DECLARATION OF CONFORMITY**

I declare that the attached copy of the Bylaws of Leading Latina, Inc. is a complete and accurate copy of the original document, effective as of                                             , 20\_\_\_.

**LEADING LATINA, INC.**

By:

Print Name:

Title: