

LEADERSHIP LOS ALAMOS BYLAWS

ARTICLE I - NAME AND ORGANIZATION

This Corporation shall be known as Leadership Los Alamos.

ARTICLE II - LOCATION

The general offices of this Corporation shall be located in Los Alamos, New Mexico.

ARTICLE III - VISION STATEMENT

Leadership Los Alamos identifies, enlightens, and encourages leaders of diverse backgrounds, occupations, and cultures for the purpose of broadening the understanding of our community and enhancing the quality of leadership.

ARTICLE VI - PURPOSE

Section 1 - Program Objectives

The objectives of the program are as follows:

- a) Identify and select highly motivated, emerging leaders to participate in the program.
- b) Systematically inform, challenge, and otherwise educate the participants regarding the opportunities and needs of the community as well as the dynamics of social and economic change.
- c) Counsel and educate the participants on management and leadership skills and their application to community leadership positions.
- d) Develop interpersonal relationships and esprit de corps among participants that will enable them to work together on community projects.
- e) Create a dialogue and rapport among the participants and existing community leadership.
- f) Identify organizational and individual opportunities for community involvement and assist with the placement of participants in these positions.

The program is carried out in a series of sessions whose content, frequency, and schedule are determined annually by Leadership Los Alamos' Board of Directors, hereinafter known as "the Board."

Section 2 - No Political, Religious, or Partisan Activities

Leadership Los Alamos shall be non-partisan, non sectarian, and non-political. The words "non-political" and "non-partisan" as herein used shall be construed to mean solely that Leadership Los Alamos shall not engage in any activities favoring or opposing any issue or proposal; the election of any candidate for office; or any political party, group, or faction.

ARTICLE V - PARTICIPATION

Section 1 - Eligibility and Selection

Any person having an interest in the objectives of Leadership Los Alamos, and who is a resident or works in Los Alamos County, shall be eligible to participate. Applications for participation shall be in writing on forms provided for that purpose and signed by the applicant. Selection of participants shall be by the Board. Any applicant so selected shall become an official participant.

Section 2 - Tuition

Tuition fees shall be at such a rate as may be from time to time prescribed by the Board. Tuition may be returned to a participant who notifies the Board of his or her inability to participate before the first class session. Tuition refunds for any other reason shall be determined on a case-by-case basis by the Board. All decisions regarding tuition refunds shall be made by a majority vote of the Board.

Section 3 - Participation Expectations and Graduation Requirements

Graduation from the Leadership Los Alamos Program requires the following significant time commitment: 1) Attending the initial orientation and graduation sessions and miss not more than two (2) of the remaining sessions, 2) Active class participation for a minimum of 52 (fifty-two) total program hours (3 hours per half-day session and 7 hours per full-day sessions), and 3) Participation in a class project or other activities proposed by the Program Committee. Persons interested in participating in the Leadership Los Alamos Program should not apply for the program unless they have a reasonable assurance that they can meet these minimum graduation requirements. The Leadership Los Alamos Board of Directors will review those unusual instances when a class participant does not meet the minimum graduation requirements.

Section 4 - Policy of Non-discrimination

Leadership Los Alamos will not discriminate on the basis of age, sex, race, national origin or religion in the selection of candidates or administration of the program.

ARTICLE VI - FUNDS

All receipts from tuition, grants, and other sources shall be part of the general fund of the Leadership Los Alamos. However, any net receipts raised specifically to support the Alumni, Youth Program or Class Project may be segregated and shall be used exclusively for Alumni, Youth Program or Class Project activities, respectively.

ARTICLE VII - MEMBERS

The Corporation shall not be a membership organization, however, the Board of Directors may provide for one or more classes of non-voting membership, including both individual and organizational membership, and establish the requirements and privileges thereof.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1 - Number, Term, Composition

The affairs of Leadership Los Alamos shall be under the management of the Board of such officers and agents as the Board may elect or employ. The Board shall consist of between eleven (11) and fifteen (15) Directors, including the Alumni and Youth chairs. The Board shall be constituted initially as follows: four (4) Directors to serve five (5) year terms; four (4) Directors to serve two (2) year terms; and three (3) Directors to serve one (1) year terms. Length of term will be determined initially by drawing lots. After the expiration of the initial terms, all Directors shall serve a three (3) year term.

The regular term of Directors shall be from June 1 to May 31. Directors may serve a maximum of six (6) consecutive years. Directors who wish to serve additional terms may petition the Board for a waiver of the two-term limit. The Board can approve a waiver by an affirmative decision made by a super-majority or three fourths majority vote of the quorum present.

Section 2 - Powers and Duties

The Board shall exercise for the Corporation all powers, duties, and authority vested in or delegated to the Corporation by these Bylaws, the Articles of Incorporation, or New Mexico law. The Board has the duty to supervise any officers, agents and employees of the Corporation and to see that their duties are properly performed. Except as otherwise provide herein, the Board decisions at Board meetings shall be made by majority vote of the quorum present.

Section 3 - Removal

Any Director may be removed from the Board, with or without cause (including infrequent attendance at Board meetings) by a majority vote of the Directors. Any Director may resign at any time by giving written notice to the Board.

Section 4 - Board and Other Vacancies

Remaining Board members shall fill vacancies that, for whatever reason, have occurred, for the remainder of the term.

Section 5 - Quorum

A majority of the Board members shall constitute a quorum.

Section 6 - Action without a Meeting

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

ARTICLE IX - MEETINGS

Section 1 - Frequency of Meetings

The Board shall meet at least quarterly per year. The Chair, or any other four (4) members of the Board, may call special meetings of the Board.

Section 2 - Notice of Meetings

Notice of a meeting shall be given in writing by email, telephone, or by personal notice at least twenty-four (24) hours before the meeting.

ARTICLE X - OFFICERS

Section 1 - Offices

The Officers of the Corporation shall be the Chair, Chair-Elect, Secretary and Treasurer, and any such other Officers as the Board may designate.

Section 2 - Qualification of Officers

Following the fifth year of implementation of the Leadership program and upon the expiration or termination of an Officer's term, the Officers shall be graduates of Leadership Los Alamos or another New Mexico based Leadership program.

Section 3 - Election of Officers and Term

The selection of Officers shall occur at the June Board of Directors meeting. The Officers of the Corporation shall serve for one year unless such Officer resigns, is removed or is otherwise disqualified to serve.

Section 4 - Vacancies

A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer so replaced.

Section 5 - Multiple Offices

The offices of Secretary and Treasurer may be held by the same person. No person may simultaneously hold more than one of any of the other offices.

Section 6 - Duties

The duties of officers are as follows:

(a) Chair. The Chair shall preside at all meetings of the Board, shall see that the resolutions of the Board are carried out, shall appoint committees, and shall sign written instruments on behalf of the Board.

(b) Chair-Elect. The Chair-Elect shall act as the Chair in the Chair's absence or inability to act and shall exercise and discharge such other duties as the Board may require of the Chair-Elect. The Chair-Elect shall become the Chair at the conclusion of the Chair's term.

(c) Secretary. The Secretary shall keep record of the votes and keep minutes of the minutes of all meetings of the Board, keep appropriate records of the Corporation, and perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in designated bank accounts all monies of the Corporation and shall disburse such funds as directed by the Board, sign checks and promissory notes of the Corporation, keep proper account, and prepare an annual budget and statement of income and expenditures in coordination with the Finance Committee to be presented to the Board at a regular meeting, and provide a copy for each Board member. Checks and promissory notes over \$500 shall require the signatures of any combination of two of the following officers: the Chair, Chair-Elect or Treasurer.

ARTICLE XI -RECORDS AND BOOKS

The books and records of the Corporation shall be subject to inspection by any Director, his agent or attorney at reasonable times during the business day for any proper purpose upon receipt of reasonable advance notice. Copies of the Articles of Incorporation and the Bylaws shall be given to any Director upon request.

ARTICLE XII - COMMITTEES

Section 1 - Committees

The incoming Board Chair shall appoint the members and chairs of the Board's four (4) committees - Finance, Program, Nominating, and Selection. Committee Chairs shall serve for one (1) year but may be re-appointed to additional terms. The Board Chair shall serve as an ex-officio (non-voting) member of each committee. The Board Chair shall appoint such other ad hoc committees as may be necessary from time to time. The Board Chair may appoint individuals who are not Directors to serve on committees.

Section 3 - Executive Committee

The Board shall have an Executive Committee consisting of the Chair (who shall chair the committee), the Chair-Elect, and the four (4) standing committee chairs. The Executive Committee shall review the program's budget and submit a proposed slate for any vacant Board or officer position and undertake such other responsibilities as the Board shall determine.

Section 4 - Standing Committee Responsibilities

- a) The Program Committee shall recommend the subjects and format of the program each year. It shall recommend program changes so that, overall, Leadership Los Alamos will change as necessary to meet the anticipated needs of the community. Periodic reviews of all phases of the program shall be conducted, and the Board shall approve appropriate changes.
- b) The Selection Committee shall recommend all Leadership Los Alamos participants to the Board for acceptance. The committee shall recommend to the Board how applicants are solicited, what information is required of each applicant, and the conditions of acceptance.
- c) The Finance Committee shall be responsible for proposing the budget and developing sources of funding. The committee shall recommend the number of full or partial scholarships and the funding of said scholarships each year.
- d) The Nominating Committee shall recommend members to the Board to fill the at-large seats and shall recommend a slate of officers to the Board.
- e) The full Board shall decide by majority vote on committee recommendations.

ARTICLE XIII - INDEMNITY

The Corporation will indemnify each Director and Officer of the Corporation, and their heirs and assigns, against expenses, costs and attorney fees actually and reasonably incurred in connection with defense of an action, suit or proceeding, civil or criminal, in which the Director or Officer is made a party by reason of being or having been a Director or Officer. The indemnification may include amounts paid to pay a judgment or settlement. The Director or Officer will not be indemnified if such Director or officer is adjudged to have been guilty of willful misconduct or recklessness in the performance of duty to the Corporation. Advance indemnification for expenses in defense of such proceeding may be allowed of a Director or Officer, provided that the Director or Officer agrees in writing to reimburse the Corporation if it is determined subsequently that the Director or Officer was not entitled to such indemnification.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end the 31st day of December of the same calendar year, except for the first fiscal year shall begin on the date of incorporation.

ARTICLE XV - ALUMNI

Leadership Los Alamos graduates are recognized as an alumni program and the program shall operate within the structure of Leadership Los Alamos. It may meet periodically to study community issues, to consider ways of supporting the educational programs for current and future Leadership Los Alamos participants, and to consider community projects the organization might undertake as a group.

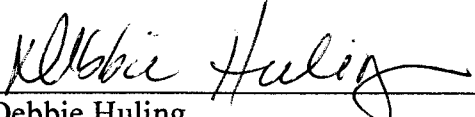
ARTICLE XVI - YOUTH PROGRAM

In addition to its adult leadership program, Leadership Los Alamos may sponsor a youth oriented program or a series of programs designed to instill in local youth participants, principles of leadership and community service consistent with the objectives of Leadership Los Alamos. This program may be sponsored solely by Leadership Los Alamos or in partnership with other community-oriented organizations.

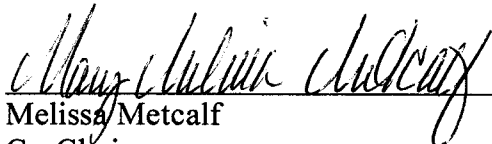
ARTICLE XVII - AMENDMENTS

These bylaws may be amended or altered by the Board by a majority vote of the quorum present. Any proposed amendments or alterations shall be submitted, in writing, at least seven (7) days before the Board meeting at which time the amendments shall be acted upon.

Bylaws of Leadership Los Alamos have been reviewed and approved by the Board of Directors of Leadership Los Alamos on the 11th day of March, 2014.



Debbie Huling
Co-Chair



Melissa Metcalf
Co-Chair