

BYLAWS OF THE LEADERSHIP NETWORK

Effective March 10, 2011

Article I. Mission and Goals

- A. MISSION: Leadership Network enhances community knowledge and involvement by promoting personal and professional development for leaders of Central Iowa through networking, educational and social opportunities.
- B. GOALS: to provide information and relevant programs that address timely management issues and changes in the work environment; to provide a meeting environment conducive to networking and the sharing of ideas and leadership experiences; and to provide scholarship monies to an area college for a student majoring in business management or a related field.

Article III. Membership

- A. Each member must be enrolled in the name of a specific person. Membership may not be requested in the name of a company.
- B. Membership Classifications:
 - 1. Regular Members are actively engaged in the management of a Central Iowa business or organization, or employed in a division or department thereof, and desire to develop and share leadership skills to benefit their organization and the community.
 - 2. Retirees may choose to continue their membership after retiring from paid employment or their own businesses, provided they are members in good standing of the Leadership Network.

Retirees maintain customary voting rights but are not eligible to hold office. The Board of Directors may elect to charge retirees dues at a reduced rate.

- C. Membership Guidelines:

Persons meeting the guidelines under Membership Classifications will be eligible for membership without regard to race, creed, color, sex, disability, age or national origin.
- D. Admissions: Application for initial membership or replacement will be made on an application for Membership form. Any Network member may solicit new members meeting the guidelines in Section B. Applications are to be submitted to the Executive Vice President – Membership. The determination of qualification will be the exclusive responsibility of the Executive Vice President of membership and will be reported to the

Board. If qualified, the applicant will become a member upon payment of dues to the next June 1.

Applications will be maintained by the Executive Vice President – Membership. Dues will be forwarded to the Treasurer for proper handling. Each approved application must be accompanied by payment of either a full year or pro-rated dues amount, whichever applies.

- E. Membership Dues: Dues are set by the Board of Directors and are collected annually. The Treasurer will bill for dues at the beginning of each fiscal year. Members who have not paid their dues within sixty days of the due date will be dropped from the membership.

To avoid delinquencies the Treasurer will provide names of past-due members to the Executive Vice President – Membership. The Executive Vice President – Membership, after making practical efforts to retain or replace a member, will supply status reports to the Board of Directors on any memberships approaching final delinquency. Members dropped from the rolls due to non-renewal will be recorded in the minutes at the next Board of Directors meeting.

All money collection, as provided herein, shall be used to defray the expenses of the Leadership Network.

- F. Substitutions: A company-paid membership may be transferred to another employee within the company who meets the Membership guidelines listed in Article III, Section C. Both of these members' dues will be considered paid in full for the current year. A membership application for the replacement member must be reported to the Board by the Executive Vice President. – Membership.

- G. Resignations: Any member may resign at any time. Those submitting resignations will not be entitled to rebates of dues paid.

- H. Termination of Membership

If, in written and signed communication addressed to the Board, any member of the Network is charged with unprofessional conduct, or with conduct detrimental to the interest of the network or is in violation of its By-Laws, the Board of Directors will consider the matter.

If the Board decides to take further action, it will send a copy of the charges to the accused member, who will be given adequate time to reply. Upon receiving the reply and further consideration by the Board, the Board may exonerate the member or may request resignation, suspension, or expulsion and the member will be removed from the roster.

Any member suspended or expelled will receive notification signed by the Network President.

- I. Reinstatement of Membership

1. A member who has been dropped for non-payment of dues may make application for reinstatement.

- a) Thirty (30) calendar days must elapse before application for reinstatement will be considered; and
 - b) Full payment of dues in arrears at the time the person was dropped must be paid.
2. A member who has resigned in good standing for personal reasons may apply for membership the same as a new member.

Article IV. Officers and Directors

- A. Election of Officers: The officers will be elected by a majority vote of the members present and voting at the May regular meeting. They will take office on the following June 1 and will serve for one year or until their respective successors take office. Officers may be eligible for re-election, however, they are limited to two consecutive terms per office. The only officer eligible for automatic advancement is the Executive Vice President - Membership.
- B. Board of Directors: The Board will consist of the duly elected President, Executive Vice President – Membership, First Vice President, Second Vice President, Vice President – Communications and Programs, and Treasurer, as Officers of the Board. The Immediate Past President will also be a Board member and will serve as Chair of the Nominating Committee and the By-laws Committee. The Board may also include up to two Member(s) “at large” and an appointed Senior Advisor to the President.

The Board of Directors will have full power and authority to make such rules and to adopt such resolutions as they find advisable to effect the best operations of the Network. The officers and Directors will have full voting rights. The affairs and management of the Network, including the control and distribution of its property and funds, will be directed by the Board of Directors. The President and Treasurer are should both be authorized to sign checks by completing a signature card at the bank, as well as maintaining signatures on investment accounts, such as certificates of deposit. Any member of the Board of Directors whose conduct is detrimental to the best interests of the Network or who willfully violates its bylaws or other rules or regulations may be relieved of their Board duties by a two-thirds vote of the Network Board of Directors.

Board of Directors' Meetings:

1. The Board will meet no fewer than six times per year at the call of the President or by three or more members of the Board.
2. Date, time, and place of meetings will be determined by the President who will notify Board members in writing and provide them with an agenda.
3. All Board members are eligible to exercise one vote on all matters presented for a vote at scheduled Board meetings. No Director may vote on any matter by proxy.
4. A quorum to conduct Leadership Network business meetings shall consist of 50% of the Board members.
5. Any Network member may attend a Board of Directors meeting to present a matter of concern to the Network. Advance notice must be given to the President for scheduling purposes. Only members of the Board are eligible to vote at Board meetings.

C. Duties of Board Members

All Board Members will be responsible for attending regular meetings of the membership and Board meetings. In addition to their specific duties, they are responsible for overseeing the business matters, activities and welfare of the Network, for deciding matters of policy, and for reviewing and revising the By-laws. The President and/or the Board of Directors may assign additional duties when appropriate.

D. Duties of the President: The President will be the chief executive officer of the Network and exercise general supervision over the business matters, activities and welfare of the Network including signing, executing, and/or acknowledging all contracts, checks, etc., as may be necessary. The President will:

1. Preside at all meetings of the Network and its Board of Directors and may call such meetings as deemed necessary.
2. Communicate with members of the Board of Directors relative to Leadership matters.
3. Oversee and monitor the work of the Administrative Assistant.
4. Review and/or edit, as needed, all communications to the membership.
5. Serve as an ad hoc member of all committees.
6. Represent the Network in affiliations with other recognized professional association.

E. The Executive Vice President – Membership will be the ranking vice president in the absence of the President, performing all duties and assuming all responsibilities of the President until the Board of Directors revokes such authority. He or she will:

1. Keep apprised of the overall business matters, activities, and welfare of the Network.
2. Select a membership committee and plan and call meetings, as needed.
3. Review and evaluate guidelines for membership and make recommendations to the Board.
4. Greet and welcome members at the monthly meetings, supply name tags, and introduce new members.
5. Review applications for membership, determine qualifications, follow-up with applicant, and notify the Board.
6. Forward dues and information for new members to the Treasurer.
7. Provide new member orientation.

8. Follow-up with the Administrative Assistant to ensure inclusion of new member information on the mailing list and notification to the membership.
9. Plan, recommend, and implement programs to recruit and retain members and to increase attendance at meetings.
10. Maintain a list of meeting attendees and provide a copy to the Board Secretary.
11. Monitor maintenance of the membership list and publishing of the directory.
12. Order name tags.
13. Call members 60 days delinquent to determine their interest.

F. The First Vice President will:

1. Select, oversee, and give general direction to the Audit Committee and arrange for the annual audit.
2. Review and revise the membership brochure content and layout, as needed, and give to Administrative Assistant to prepare for printing.
3. Recommend, plan, and implement special activities and events.
4. Oversee the collecting of historical records.

G. The Second Vice President will:

1. Record the minutes of the Board Meetings and distribute them to Board members prior to the next meeting.
2. Prepare the slate of Officers and Board members and distribute at the May meeting.
3. Retain meeting minutes during their term and pass them to the incoming Second Vice President. Board Meeting minutes will be retained for seven years.
4. Maintain the Network's historical records, consulting with the First Vice President about the selection of records to keep.
5. Recommend historical material to be added to the History page of the website.

H. The Vice President – Communications and Programs will:

1. Ensure that no less than 75% of the chapter's total programs will be of a management/professional development nature.

2. Select a program committee and plan and call meetings, as needed.
 3. Recommend to the Board the amount of money to be budgeted for programming.
 4. Plan the monthly programs for the year, including location, facilities, and other appropriate arrangements.
 5. Schedule presenters and make necessary arrangements.
 6. Prepare the program copy for the Directory and send to the Administrative Assistant.
 7. Prepare a communication plan to include program publicity for the monthly meeting notices, additional events, announcements of board elections and scholarship donations. Forward this information to the Administrative Assistant with appropriate lead time for media outlets.
 8. Oversee changes to the website.
 9. Notify the Administrative Assistant of any audio/visual arrangements to be made with the meeting facility. The equipment charges must have been included in the programming budget beforehand.
 10. Introduce speakers at the monthly meetings and announce the next month's program.
 11. Notify the Treasurer of arrangements for payment of the speakers' fees or honorariums.
 12. Arrange for a photographer, when appropriate.
- I. The Treasurer, as financial guardian of the Network assets, will maintain the necessary financial records for the Network, receive and deposit monies, and disburse funds in accordance with established and approved accounting practices and the Network By-laws which include the following:
1. Record and deposit all monies received as Network income.
 2. Make all disbursements after receiving Board approval and securing proper signatures.
 3. With the assistance of the Administrative Assistant send annual dues notices to the membership by June 1 and follow up with second notices after 30 days, if necessary.
 4. Notify the Executive Vice President – Membership and the President of members who are 60 days delinquent so personal calls may be made.
 5. Collect and deposit money collected for meals at monthly membership meetings and with the assistance of the Administrative Assistant bill

attendees who do not pay at the door and persons who do not cancel their reservations.

6. Prepare and recommend the Annual Budget for Board approval.
7. Prepare monthly financial reports and budget reports for Board review and acceptance and make recommendations regarding trends and variances from the budget.
8. Make recommendations regarding appropriate accounts and financial institutions for deposit of Network monies.
9. Assist the Audit Committee with the annual audit, conducted no later than the last week of July, and with preparation of the annual report.

J. Immediate Past President

1. Select, oversee, and give direction to the Nominating Committee.
2. Call Nominating Committee meetings as necessary.
3. Help select and contact potential Board members.
4. Present the slate of nominees for election to the Board of Directors at the May meeting of the Network.
5. Review the By-laws annually and present to the Board for approval in May.
6. Select, oversee, and give direction to the By-laws Committee.
7. Call By-laws Committee meetings as necessary.
8. Report recommended changes, if any, to the Board of Directors for approval.

K. Officer and/or Director Vacancies

A Board member who has incurred three consecutive unexcused absences is subject to removal from the Board. A vote may be requested at the discretion of the President with the decision made by a majority vote of the Board.

Vacancies or the temporary inability to serve of any Office or member of the Board of Directors will be filled by appointment for the remainder of the affected term by a majority vote of the Board of Directors.

Article V. Committees

The following Committees - Nominating Committee, Audit Committee, and By-laws Committee - will be chaired by members of the Board of Directors.

- A. The Nominating Committee will consist of three (3) members, the Chair and two members of the Network.
 - 1. The Nominating Committee chair will be a duly elected past president of the Network.
 - 2. The Nominating Committee will meet at the call of the Chair to prepare a slate of officers and board members for election by majority vote of the membership at the May meeting.
 - 3. The Nominating Committee will contact and seek the approval of all persons to be nominated.

- B. The Audit Committee will consist of five (5) members including the Chair and two appointees from the membership roster, preferably one of whom is a C.P.A. with an accredited firm and experiences with generally accepted auditing standards. The Committee will be assisted by the Treasurer and the Executive Vice President.
 - 1. The Audit Committee will meet no less than annually to review the financial records of the Network and report and make recommendations to the Board of Directors.
 - 2. The Audit will be conducted no later than the last week of July.

- C. The By-laws Committee will consist of three (3) members of the Board of Directors, including the Chair.
 - 1. The By-laws Committee will review the By-laws annually and make recommendations to the Board of Directors.
 - 2. The By-laws may be amended by majority vote of the Board of Directors.

Article VI. Administrative Assistant

- A. **Hiring Arrangements:** Upon recommendation from the President of the Leadership Network, the Board may approve the hiring of a part-time Administrative Assistant who will serve as the Registered Agent and Registered Office of the Leadership Network and who will handle most of the written communications of the Network, including the Directory, the Brochure, reservations for the monthly meetings, and other duties assigned and agreed upon.

The Administrative Assistant will be paid an agreed upon fee, and will bill the network monthly, sending a detailed account of the time spent, work performed, and expenses for printing, and postage, and supplies. Additional charges which exceed the budget will require prior Board approval.

The President will oversee the quality, professionalism, and timeliness of the work of the Administrative Assistant and will receive and review the billing and dispatch it to the Treasurer for Board approval and payment.

B. Duties:

1. Receives and distributes Leadership Network mail keeping the President and other Board members appropriately informed. Responds to mail, as directed.
2. Prepare and mail the President's monthly Board Meeting agenda to the members of the Board.
3. Assist the Vice President – Communications and Programs in carrying out the annual communication plan.
4. Prepare and mail the President's monthly newsletter/meeting announcement, securing needed information (e.g. from the President, Executive Vice President – Membership, Vice President – Communications and Programs, etc.) and meeting media outlet deadlines.
5. Send print and electronic media, such as The Des Moines Register and The Des Moines Business Record, press releases regarding monthly program meetings and newly elected officers and board members. The list should be periodically reviewed against the Greater Des Moines Partnership's media list for currency of contacts.
6. Receive reservations for meetings and notify the meeting establishment of the number of persons to be served meals, also, request special equipment or arrangements for the speaker, when requested by the Program Chair. Send a list of persons making reservations to the Executive Vice President - Membership, the Treasurer, and the President.
7. Prepare, secure the President's signature, and dispatch the Biennial Report to the Secretary of State.
8. Prepare the annual Directory for printing and distribution to the membership with the September mailing to the Network membership. Information for the Directory will be submitted by the Vice President - Membership and the Vice President - Communications and reviewed by the President.
9. Make revisions to the membership brochure and prepare for reprinting and distribution, as directed by the Executive Vice President – Membership or the President.
10. Prepare other letters, documents, and announcements and research information as requested by the President.
11. Make "follow-up" calls to the membership to remind them of meetings, if requested, and/or to clarify information, as needed.
12. Maintain Leadership Network communication files, membership lists, and records.

Article VII. General Articles of Bylaws

A. Fiscal Year and Meetings

1. The fiscal year and program year of the Leadership Network will be June 1 through May 31.
2. There will be a minimum of nine (9) program meetings per year, usually held September through May.
3. Written notice of meetings will be sent to members at least seven (7) days prior to the meeting.

Special meetings of the Network membership or a common interest segment thereof may be held at any time which does not conflict with other scheduled Network activities. Special meetings will be construed as those of interest and contributing constructive information to the general membership, or a segment thereof, interested in specific areas of management duties or responsibilities.

Invitations to non-Network members are encouraged for regular or special meetings to introduce them to the many privileges and advantages associated with Network membership.

Board of Directors meetings will be held as deemed necessary by the President or as petitioned by a majority of the current membership. Date, time and place will be determined by the President, who will advise Board members and provide them with an agenda for each meeting.

The May meeting of each year will be held for the purpose of electing officers and directors for periods set forth in above Article IV and Section A.

A. Indemnification

The members, directors, and officers of the Network and their private property shall not be liable for Network debts, obligations, undertakings, or liabilities and acting in good faith, will be exempted and indemnified against any personal expense, losses, or liabilities which may accrue in the conduct of the Network affairs.

B. Voting

All Network members are eligible to vote on all matters presented for a vote of membership. Each Network member is eligible to exercise one vote.

C. General

It is the intent of the Network Bylaws to be in harmony with:

1. All State and Federal laws
2. Articles of incorporation for the State of Iowa
3. Generally accepted accounting principles

Officers and Directors of the Network will be provided with a copy of these Bylaws and should become familiar with all sections related to their functional responsibilities.

Approved by the Board of Directors this 10th day of March, 2011, as attested by my signature below as President of the Leadership Network.



Marlena M Bandurski, President