

**BYLAWS  
OF  
GREATER NAPLES LEADERSHIP, INC.**

**ARTICLE I OFFICES**

The principal office of the Corporation shall be established and maintained at 1100 Fifth Avenue South, Suite 201, Naples, Collier County, State of Florida, 34102. The Corporation may also have offices at such places within or without the State of Florida as the Board may from time to time establish.

**ARTICLE II PURPOSES**

This Corporation has been organized for the charitable purpose of educating individuals to the issues and needs in Collier County so that these individuals can assist in bettering the community. This process shall involve exposure to local issues, such as education, government, social services, the arts, health care, law enforcement, agriculture, growth and any other area that the Board shall determine as important in enhancing an individual's knowledge with a view to their serving the community.

**ARTICLE III DIRECTORS**

A. MANAGEMENT OF THE CORPORATION.

The Corporation shall be managed by the Board of Directors which shall consist of not less than eleven (11), nor more than twenty-three (23) elected Directors. Directors shall exercise independent judgment and represent the overall interests of the corporation. Duties of directors include preparation for and attendance at required meetings, provide general oversight of GNL operations and compliance with the GNL Bylaws and Operating Guidelines, approve corporate policies, approve an annual budget and perform other duties specified in the GNL Bylaws.

B. ELECTION AND TERM OF DIRECTORS AND OFFICERS.

The Governance Committee shall recruit and recommend to the Board of Directors persons to be elected to Board Membership. Proposed new Board Directors and a slate of nominees for Officers will be provided to the Board at least 30 days prior to the Annual Meeting and to Members at least 14 days prior to the Annual Meeting and will be elected at said Annual Meeting. At each Annual Meeting, the Members shall elect new Directors to take the place of Directors who retire, resign, or whose terms are scheduled to expire; shall add new Directors to the Board; or may retain for an additional term Directors who served less than 18 months of an unexpired term and shall elect Officers. Board Directors shall be elected by a majority vote of all Members present at the Annual Meeting. A quorum shall be 10% of the dues-paying Members. Each Director shall hold office until the expiration of the term for which such Director was elected and until such Director's successor has been elected and shall have qualified, or until such Director's prior resignation or removal. The Board shall elect a Director to fill a vacancy on the Board that occurs during the year and that Director shall be elected to hold office for the unexpired term of such Director's predecessor. All other such elected Directors shall serve for a term of three (3) years. No Director shall be elected more than one (1) consecutive three-year term, unless elected or serving as President, President Elect, or Immediate Past President.

C. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of elected Directors may increase or decrease by a vote of the majority of Directors then in office. No decrease in number of Directors shall shorten the term of any incumbent Director.

D. NEWLY CREATED DIRECTORSHIPS.

Newly created Directorships resulting from an increase in the number of Directors may be filled by a vote of a majority of the Directors then in office, unless otherwise provided in the Articles of Incorporation.

E. REMOVAL OF DIRECTORS.

A Director may be removed, with or without cause, by vote of a majority of the Directors then in office.

F. RESIGNATION.

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. The Board shall elect Directors to replace any who have resigned. Such Directors will complete the unexpired term of the Director being replaced.

G. QUORUM OF DIRECTORS.

Unless otherwise provided in the Articles of Incorporation, a majority of all of the elected Directors then in office shall constitute a quorum for the transaction of business or any specified item of business. A quorum shall consist of Directors participating in person or via electronic means.

H. COMPENSATION.

No member of the Board of Directors, including any Officer, shall be paid any salaries for their services. Reasonable expenses incurred by any Director may be considered for reimbursement by the Board.

I. ACTION OF THE BOARD.

Unless otherwise required by law or these Bylaws, a vote of the majority of the elected Directors present at the time of the vote, if a quorum is present at such a time, shall be the act of the Board. Each Director present shall have one vote. Ex Officio Board Directors shall neither vote nor initiate Board resolutions.

J. ACTION OF THE BOARD WITHOUT MEETING.

Whenever the Board is required or permitted to take any action by vote, such action may be taken without a meeting by written consent, executed in counterparts, setting forth the action so taken, signed by all the Directors entitled to vote thereon. The Executive Committee is authorized to act in absence of the Board under special circumstances with any action taken subject to ratification by the Board.

K. PLACE AND TIME OF BOARD MEETINGS.

The Board may hold its meetings at the office of the Corporation or at such other places either within or without the State of Florida as it may from time to time determine. Members may attend a board meeting electronically.

L. ANNUAL MEETING.

The Annual Meeting held to elect Directors and Officers pursuant to Article III B shall be held within 40 days prior to the expiration of the Corporation's fiscal year, such date to be fixed by the Board.

M. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon two (2) days prior notice to the Directors, either personally, by mail, by email, or by fax; special meetings shall be called by the President or by the Secretary in a like manner upon written request of three (3) elected Directors. Notice of a meeting need not be given to any Director who submits a Waiver of Notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment.

N. PRESUMPTION OF ASSENT.

A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director votes against such action or abstains from voting because of an asserted conflict of interest.

**ARTICLE IV MEMBERS**

A. MEMBERSHIP.

The Members of this Corporation shall consist of those individuals who are alumni of the Masters Program and are current with respect to their dues.

B. VOTING RIGHTS.

Members are not entitled to vote except as conferred by an amendment to the Articles of Incorporation or any provisions of these Bylaws. Members shall not have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation.

C. NOTICE OF MEETING.

The Corporation shall give reasonable notice of any meeting of the Members, including, but not limited to, written notice, oral notice or by electronic means.

## ARTICLE V OFFICERS

### A. OFFICERS, ELECTION AND TERM.

- 1) Unless otherwise provided for in the Articles of Incorporation, the Board will consist of a President, a President-Elect, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Board may determine who shall have duties and powers as hereinafter provided.
- 2) All Officers shall be elected or appointed to hold office until the next Annual Meeting or until their successors have been elected or appointed and qualified, whichever is the later to occur.

### B. REMOVAL, RESIGNATION, ETC.

- 1) Any Officer may be removed by vote of a majority of the Board with or without cause.
- 2) In the event of the death, resignation or removal of an Officer, the Directors upon recommendation of the Governance Committee may elect a successor to fill the unexpired term.
- 3) Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

### C. PRESIDENT.

The President shall be the Chief Executive Officer of the Corporation; the President shall preside at all meetings of the Board; the President shall be responsible for the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. In the President's absence the President-Elect shall preside. The President shall be an ex officio member of all committees except Membership Selection.

### D. PRESIDENT-ELECT.

During the absence or disability of the President, the President-Elect shall have all the powers and functions of the President. Under normal circumstances, the President-Elect shall be the nominee to become President at the next annual meeting. The President-Elect shall oversee the annual review of the Operating Guidelines and present any changes to the Executive Committee.

### E. VICE-PRESIDENTS.

Each Vice-President shall perform such duties as the Board shall prescribe.

### F. TREASURER.

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect; the Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the President; the Treasurer shall also sign all checks, drafts, notes, and orders for the payment of

money; the Treasurer shall upon reasonable notice make available the financial records and accounts of the Corporation during ordinary business hours. At the end of each corporate year, the Treasurer shall present an annual report to the Board setting forth in full the financial condition of the Corporation and its results of operations and cash flows.

G. ASSISTANT TREASURER.

During the absence or disability of the Treasurer, the Assistant Treasurer shall have all the powers and functions of the Treasurer.

H. SECRETARY.

The Secretary shall keep the minutes of the Board of Directors. The Secretary shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; the Secretary shall attend to such correspondence as may be assigned to the Secretary, and perform all the duties incidental to the Secretary's office.

I. ASSISTANT SECRETARY.

During the absence or disability of the Secretary, the Assistant Secretary shall have all the powers and functions of the Secretary.

J. IMMEDIATE PAST PRESIDENT.

The Immediate Past President shall serve on the Executive Committee and be a Member of the Board of Directors until succeeded by the next serving Immediate Past President. The Immediate Past President shall provide continuity to the Corporation and counsel to the President, Executive Committee and the Board of Directors. The Immediate Past President shall serve as Chair of the Governance Committee and shall perform such other duties requested by the President.

**ARTICLE VI 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 SEAL, 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 the payment of money may be facsimile, engraved or printed.

**ARTICLE VII EXECUTION OF INSTRUMENTS**

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.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board.

## **ARTICLE VIII FISCAL YEAR**

The fiscal year shall end on the last day of April in each year.

## **ARTICLE IX NOTICE AND WAIVER OF NOTICE**

Whenever any notice is required by these Bylaws 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 a post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his or her last known post office address, and such notice shall be deemed to have been given the day of such mailing. In addition, such notice can be given by email or fax.

Whenever any notice whatever 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 Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE X COMMITTEES**

### **A. EXECUTIVE COMMITTEE.**

The President, President-Elect, Secretary, Treasurer and Immediate Past President shall constitute the Executive Committee. This Committee shall carry on the business of the Board between Board meetings, subject to the ratification of the Board. A majority of the Executive Committee shall constitute a quorum. The Executive Committee shall keep minutes and a copy thereof shall be furnished to the Board of Directors at or before the next succeeding meeting of the Board.

### **B. GOVERNANCE COMMITTEE.**

The President shall appoint a Governance Committee with at least nine (9) members, consisting of the Immediate Past President, the President Elect and no more than two (2) other Directors of the Board. It shall have as its principal responsibility the recruitment, education and maintenance of the Board. It shall recommend to the Board at least 30 days prior to the Annual Meeting and to the membership at least 14 days prior to the Annual Meeting a list of names of members to be proposed as Directors for approval by the members at such Annual Meeting and shall also recommend a slate of nominees for Officers after having obtained consent from the nominees to serve. The Committee shall also recommend persons to fill vacancies on the Board of Directors if requested. If the President serves as a voting member, he or she shall be as one of the two (2) other Directors of the Board.

### **C. OTHER COMMITTEES**

The President, with the Board's approval, shall be empowered to create such other committees from time to time as may be deemed necessary. The President may also appoint Ex Officio Directors to fulfill specified objectives. Such Ex Officio Directors shall not vote nor propose resolutions. Their terms will expire at the annual meeting.

## **ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. Each Director and Officer of the Corporation now or hereafter serving as such shall be indemnified by the Corporation against any and all claims and liabilities to which such Director has or shall become subject by reason of any action alleged to have been taken, omitted or neglected by such Director or Officer, and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by such Director or Officer in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability, arising out of such Director's own willful misconduct or gross negligence.

B. The amount paid to every Officer or Director by way of indemnification shall not exceed such Director's or Officer's actual reasonable and necessary expenses incurred with the matter involved, and such additional amount as may be determined by a committee of not less than three (3) and no more than five (5) persons appointed by the Board of Directors. Any determination so made shall be prima facie evidence of the reasonableness of the amount determined.

C. The right of indemnification herein above provided for shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law.

The Officers of the Corporation shall be authorized to purchase reasonable amounts of insurance in order to provide the funds which may be necessary to enable the Corporation to provide said indemnification.

## **ARTICLE XII CONSTRUCTION**

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

## **ARTICLE XIII AMENDMENTS**

A. The Articles of Incorporation may be amended by a vote of the majority of the Directors then in office.

B. These Bylaws may be amended or repealed by a vote of the majority of Directors then in office.

C. Any proposed changes in the Articles of Incorporation or these Bylaws must be provided to the Directors at least 30 days in advance of any vote.

## **ARTICLE XIV NOT-FOR-PROFIT OPERATION**

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers without full consideration. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Directors and Officers without violating this provision.

**ARTICLE XV GIFTS AND ENDOWMENTS**

The Corporation may solicit and receive gifts, endowments, bequests, or monies to be expended in achieving the Corporation's goal.

The undersigned does certify that the foregoing is a true and exact copy of the Bylaws of the Corporation adopted on the 2<sup>nd</sup> day of August, 1999 as amended from time to time.

Dated this 11<sup>th</sup> day of January 2010.

GREATER NAPLES LEADERSHIP, INC.

By: \_\_\_\_\_, Secretary