**BYLAWS**

**OF**

**Nonprofit Leadership Center of Tampa Bay, Inc.**

# NAME

The name of the corporation is Nonprofit Leadership Center of Tampa Bay, Inc., hereinafter referred to as the “corporation.”

# LOCATION

## Location. The principal office of the corporation at which the general business will be conducted and where the records of the corporation will be kept shall be located in Hillsborough County, State of Florida, or at such other location as determined by the board of directors.

## Registered Office and Registered Agent. The corporation shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office is identical with such registered office, as required by the Florida Not For Profit Corporation Act (as the same may be amended from time to time, the “Act”). The registered office may be, but need not be, identical with the principal office of the corporation in the State of Florida, and the address of the registered office may be changed from time to time by the board of directors.

## Governing Law. The corporation shall be governed pursuant to the laws of the State of Florida.

# POWERS AND RESPONSIBILITIES

## Indemnification. The corporation will have the power to indemnify and hold harmless any of its directors, officers, or employees from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in her or her capacity as a board member, officer or employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

## Records. The corporation will keep correct and complete books and records of accounts, and minutes for all meetings of the board of directors and committees. Every director shall have the right at any reasonable time, upon not less than forty-eight (48) hours prior written notice to the chief executive officer, to inspect all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the corporation’s Articles of Incorporation, other provisions of these Bylaws, and provisions of applicable law.

## Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney, and shall be attended by the chief executive officer or another officer of the corporation (in addition to the party making such inspection, if such party is an officer or agent of an officer). The right to inspection hereunder shall include the right to copy and make extracts of materials reviewed. At the inspecting director’s request, the corporation shall furnish such party (or his or her agent or attorney) a copy of the records that such director is entitled to inspect (or, at the director’s request, any subset thereof) without charge.

## Fiscal Year. The fiscal year of the corporation will be January 1 through December 31.

## Dissolution. Upon dissolution of the corporation the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets by giving them to one or more corporations organized and operated exclusively for charitable, educational, religious or scientific purposes and that at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as it now exists or as it may hereafter be amended or under a successor statute, as the board of directors shall determine in its sole discretion. Any such assets not so disposed of shall be disposed of as provided by a court of competent jurisdiction.

# AMENDMENTS

The board of directors may amend these Bylaws to include or omit any provision that they could lawfully include or omit at the time the amendment is made. Upon written notice of at least 30 days, any number of amendments or an entire revision of these Bylaws may be submitted and voted upon at a single meeting of the board of directors and will be adopted at such meeting upon receiving a majority vote of the members of the board of directors.

# DIRECTORS

## Responsibilities. The board of directors of the corporation shall establish the policies of the corporation within the framework of the Articles of Incorporation and these Bylaws. The board shall have all authority accorded directors pursuant to the Act, including, without limitation, the authority to establish committees and to delegate authority to those committees as may be necessary to carry out the projects of the corporation and to select members to those committees. The board may set out policy guidelines for use by staff and committees.

## General Standards for Directors.

### A director shall discharge his/her duties as a director, including his/her duties as a member of a committee:

#### In good faith;

#### With the care an ordinary prudent person in a like position would exercise under similar circumstances; and

#### In a manner she/he reasonably believes to be in the best interest of the corporation.

### In discharging his/her duties, a director may rely on information, opinions, reports, or a statement and other financial data, if prepared or presented by:

#### One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

#### Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person’s professional or expert competence; or

#### A committee of the board of directors of which he is not a member if the director reasonably believes the committee merits confidence.

### A director is not acting in good faith if she/he has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

### A director is not liable for any action taken as a director, or any failure to take action, if she/he performed the duties of his office in compliance with this section.

## Authorization. The board of directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and or behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## Approval. The chief executive officer will make the directors aware of all grant applications and contracts outside of the scope of the strategic plan and the budget.

## Tenure. The term of each director of the corporation will be as follows:

### For any person who has not completed a term of service on the board of directors of the corporation within three (3) months of the date of his or her nomination (a “New Director”), such New Director would initially serve a term of between nine (9) and twenty (20) months (depending upon the beginning date of such New Director’s term) (such period, the “Initial Term”), following which such New Director would be eligible to serve an additional term of two (2) years, following which such New Director would be eligible to serve an additional term of three (3) years.

### The Initial Term of each New Director shall, notwithstanding the actual date on which such person was elected, end on December 31 not fewer than nine (9) months nor greater than twenty (20) months from the actual date of his or her election.

### Notwithstanding the foregoing, with respect to any director in office as of January 20, 2017, such director’s term of office shall be automatically extended by up to 364 days so that his or her term ends on December 31 of the calendar year in which such term expires pursuant to Article V, Section 5(a).

### No director will serve for more than six (6) consecutive years on the board of directors. Any director who has served on the board of directors for six (6) consecutive years shall be eligible to rejoin the board of directors not less than one (1) year following the end of such director’s most recent term, provided that such person will thereafter be considered a New Director for purposes of Section 5(a) immediately above.

### Notwithstanding the foregoing, if any director upon the expiration of his or her term in office (on account of the running of an Initial Term, a two (2) year term or a three (3) year term, and not on account of such person’s resignation, removal or disqualification) is at such time or was in the prior three (3) months the chair of the board of directors, the expiring term of such director shall be automatically extended for an additional one (1) year without further action by the board of directors; provided, however, that such past chair cannot, during such one (1) year extension, continue serving as the chair of the board of directors.

## Number. The directors may establish their number by resolution from time to time. The number of directors of the corporation will be not less than three (3) nor more than twenty-one (21).

## Representation. The corporation is committed to a policy of fair representation on the board of directors, which does not discriminate on the basis of race, national origin, or physical handicap, sex, color, religion, sexual orientation, or age.

## Composition. The corporation shall establish and review on an annual basis a policy regarding the composition of members of the board of directors in order to serve the best interests of the corporation.

## Exclusion. No paid employee of the corporation may serve as a voting member of the board of directors. Any board member who seeks employment as a paid staff member of the corporation shall resign from the board prior to making application for that position.

## Vacancies. Any vacancy on the board of directors may be filled, for the remaining term of the predecessor director, by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be. If there is no remaining director, any person may apply to the Circuit Court of Hillsborough County, Florida, for appointment of three directors to fulfill the statutory requirement for three directors, such directors to serve until the election of their successors at the next annual meeting of the board. The directors appointed by the Court may, by majority vote, amend the Bylaws to specify a new number of directors and if they specify more than three, they may fill those vacancies.

## Election. The election of directors to replace those whose terms have expired, or the re-election of directors for an additional term, shall be done promptly (but no more than three (3) months) following the expiration of the term of the director whose seat is being filled (by the re-election of that director or otherwise). Notwithstanding the foregoing, such seats need not be filled following expiration if the board of directors has made a deliberate choice to decrease the size of the board.

## Removal. Any board member who is absent three (3) meetings during the fiscal year without an excuse satisfactory to the board as a whole may be removed by a majority vote of all other directors present and voting at the meeting. Such vote may occur at any regular or special meeting, provided that written notice is sent to all directors not less than seven (7) days before such meeting, and that such notices shall specify that a vote for the removal of a director will be considered at such meeting and shall identify the director whose removal is to be voted upon.

## Compensation. No compensation will be paid to any member of the board of directors for services as member of the board.

# MEETING OF THE BOARD OF DIRECTORS

## Regular Meetings. The board of directors shall meet no fewer than four times per year, but may meet with greater frequency as deemed necessary by the board of directors to conduct the business of the corporation. The annual meeting of the board shall be held within sixty (60) days of the end of the fiscal year.

## Special Meetings. Special meetings of the board of directors may be called at any time by the chair of the board or, in his/her absence, by the vice chair, or upon written receipt of a request signed by a majority of the directors. The board of directors will set the date of the annual meeting of the board.

## Notice of Meetings. Notice of all meetings of the board of directors shall be provided to each director at least seven (7) days prior to the day such meeting is to be held. Whenever notice of a meeting is required, written notice stating the place, day and hour of the meeting shall be delivered to each director, either personally, or by first-class United States mail, email, facsimile or other form of electronic communication, or by private mail carriers handling nationwide mail services, to the director’s business address. If notice is given by first-class United States mail, such notice shall be deemed to be delivered five (5) days after deposited in the United States mail so addressed with postage thereon prepaid or when received, if such date is earlier. If notice is given by facsimile transmission, email or other form of electronic communication or by private mail carriers handling nationwide mail services, such notice shall be deemed to be delivered when received by the director. Any director may waive notice of any meeting, either before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and so states at the beginning of the meeting or promptly upon arrival at the meeting.

## Quorum. Fifty percent (50%) of the filled directors’ positions on the board shall constitute a quorum for the transaction of business at any meeting of the board. The board may take action by a majority vote of those members present and voting unless a greater number is specified by these Bylaws. Each director present will be entitled to one (1) vote.

## Manner of Meeting. Meetings of the board of directors and committees of the board may be conducted by any available means, including electronic forms of communication which allow participants to communicate either simultaneously or within a stated time frame.

## Majority Action of the Board. Every act or decision done or made by a majority of the directors present at the meeting duly held at which a quorum is present is the act of the board of directors. Alternatively, action may be taken without a meeting if the action is taken by all members of the board by expressing consent in writing or electronic mail to the specific action, such action being effective as of the date of the last consent. A director of the corporation who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

### The director, at the beginning of the meeting or promptly upon his/her arrival, objects to holding the meeting or transacting specified business at the meeting; or

### The director votes against or abstains from the action taken.

# OFFICERS

## Officers. The officers of the corporation shall consist of a chair of the board of directors, a vice chair of the board of directors, a chief executive officer, a secretary, and a treasurer.

## Election. All officers shall be elected by the board by a majority vote, at the corporation’s annual meeting.

## Removal. Any officer may be removed with cause by the board of directors by a vote of two-thirds of all of the board members. The matter of removal may be acted upon at any meeting of the board, provided that notice of intention to consider said removal has been given to each board member and to officers affected at least seven (7) days previously.

## Vacancy. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of chair, such vacancy may be filled temporarily by appointment by the chair until such time as the board shall fill the vacancy.

## Term of Office. Each officer will serve a one-year term and may be re-elected to that office for additional terms for so long as she/he is eligible to be a member of the board. Each officer shall hold office until his/her successor has been duly elected.

## Chair. The chair will be the chief voluntary officer of the corporation. The chair will preside at all meetings of the board of directors. The chair will be an ex-officio member of all committees, except that the chair shall be a voting member of the governance committee. The chair shall have such usual authority of supervision and management as may pertain to the office of the chair and perform such other duties as may be designated by the board.

## Vice Chair. The vice chair will have the responsibility of acting in the absence or disability of the chair and will perform such duties as may be assigned to him/her by the chair or the board. In the absence of the chair, the execution of any instrument by the vice chair on behalf of the corporation will have the same force and effect as if it were executed on behalf of the corporation by the chair.

## Secretary. The secretary will be responsible for overseeing the corporation’s records and legal documents relating to the business of the corporation, except those financial records that are the province of the treasurer. The secretary will be responsible for making complete and accurate records of the proceedings at each meeting of the board of directors, and shall transcribe these records in to minutes that reflect those proceedings within ten (10) days following each meeting, and submit them to the chief executive officer for proper distribution by staff. The board of directors may appoint an assistant or recording secretary who need not be a member of the board of directors and who will perform the duties and assume the responsibilities of the secretary as above set forth, under the general direction of the secretary or the chair.

## Treasurer. The treasurer shall assist the chief executive officer with accounting policies and procedures and monitor the fiscal records of the corporation. The treasurer shall be responsible for all duties inherent in that position including overseeing timely reporting to funding agencies and government entities. The treasurer shall present to the board a monthly summary and an annual, itemized report of all records and funds and shall present a summarized report at the annual meeting.

## Chief Executive Officer. The chief executive officer is charged with day-to-day management of the corporation according to policies and procedures established by the board of directors. The chief executive officer will be employed and terminated by the board of directors. The chief executive officer shall be removed only upon a vote of two-thirds (2/3) of the total number of board members.

## Additional Powers. Any officer of the corporation, in addition to the powers conferred upon him/her by these Bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the board of directors.

# COMMITTEES

## Standing Committees. The board of directors will designate standing committees necessary and prudent to the governance and development of the corporation, and charge each committee with its objectives on not less than an annual basis.

## Other Committees. The board of directors will from time to time designate other committees with specific purposes and objectives. The committees may consist of persons who are not members of the board of directors, and will act in an advisory capacity to the board of directors.

## Committee Records. Each committee will prepare written minutes or summaries of each meeting within ten (10) days following each meeting, and submit them to the chief executive officer for proper distribution by staff.

# MEMBERSHIP

The corporation shall not have members, as understood in the Act, but shall be governed exclusively by its board of directors.

# ENDOWMENT FUNDS

The corporation shall have the right to establish an endowment fund. The board of directors or a duly appointed committee thereof must establish, govern, and approve any changes in the use of the endowment funds or administrative procedures for the fund.

# IRS 501(c)(3) TAX-EXEMPT PROVISIONS

## Limitations on Activities. No substantial part of the activities of this corporation will be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(b) of the Internal Revenue Code), and this corporation will not participate in, or intervene in (including the publishing or distribution of statements), and political campaign on behalf of, or in opposition to, any candidate for public office.

## Other Limitations. Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

# CONSTRUCTION AND TERMS

## Conflict of Terms. If there is any conflict between the provision of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

## Enforcement. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.