



# JUNIOR LEAGUE OF ALEXANDRIA

## Bylaws

Updated October 2017

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### **ARTICLE I NAME AND MISSION**

#### **SECTION 1. NAME**

The name of this organization shall be the Junior League of Alexandria, Inc. (hereinafter sometimes referred to as “the League” or “this League”), a corporation formed under the not-for-profit corporation law of the State of Louisiana.

#### **SECTION 2. MISSION**

The League is an organization of women committed to promoting voluntarism, developing the potential of women, and improving communities through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable.

### **ARTICLE II POLICIES AND MEMBERSHIP IN THE ASSOCIATION**

#### **SECTION 1. POLICIES**

The policies of the League shall be in harmony with the policies of The Association of Junior Leagues International, Inc. (hereinafter referred to as “the Association”) of which the League is a member (members of the Association are hereinafter referred to individually as “a Junior League” or collectively as “the Junior League” or “Junior Leagues”). These policies of the League include, but are not limited to, the policies specified below:

- (a) No Discrimination. The League does not discriminate as defined in applicable laws and ordinances in its jurisdiction.
- (b) Meeting Facilities. All meetings and functions of the League shall be held at facilities which do not discriminate as defined in applicable laws and ordinances in its jurisdiction.

#### **SECTION 2. MEMBERSHIP POLICIES OF THE ASSOCIATION**

Except as otherwise provided in these Bylaws, the Board of Directors of the Association shall, from time to time, adopt or amend written policies governing the privileges of membership in a Junior League, including transfer, inter-League, seasonal inter-League non-resident and non-resident transfer privileges. Such policies shall be subject to the approval of the Junior Leagues.

### **ARTICLE III MEMBERSHIP IN THE LEAGUE**

#### **SECTION 1. MEMBERSHIP CATEGORIES**

- (a) Provisional. Provisional members are new members who are engaged in training established by the League to prepare them for effective community and League involvement.
- (b) Active. Active members are members who have completed Provisional training and justify Active membership by demonstrating volunteer service to the community and the League, as defined by the League.
- (c) Sustaining. Sustaining members are members who have fulfilled the Active membership requirements, as defined by the League, and who continue to support the League and its community.

(d) Active PROS. Active Postponing Right of Sustainership members are Active members that continue to demonstrate volunteer service to the community and the League, as defined by the League.

(e) Emeritus. Emeritus members are Sustaining members who have reached the age of eighty (80) years old of age and fulfilled the Active membership requirements, as defined by the League, and who continue to support the League and its community.

## **SECTION 2. CRITERIA FOR ADMISSION TO MEMBERSHIP**

The Junior League is a network of women developed as community and civic leaders creating community impact. Women who have an interest in being engaged in community and civic leadership and who seek the opportunity to engage in work through the Junior League that results in meaningful and sustained community impact are welcome.

(a) A prospective member must be twenty-one (21) years of age by May 31st of the proposal year.

(b) A prospective member must currently reside in the central Louisiana area unless otherwise herein.

## **SECTION 3. MEMBERSHIP POLICIES OF THE LEAGUE**

The Board of Directors of the League shall, from time to time, adopt or amend written policies regarding the rights, roles and responsibilities of members in the League ("Membership Policies"). Before taking effect, Membership Policies shall be approved by at least a two-thirds (2/3) affirmative vote of the membership entitled to vote thereon.

## **SECTION 4. LIMITATIONS ON MEMBERSHIP**

No person shall at any time be a member of more than one Junior League.

## **SECTION 5. MEMBERSHIP IN GOOD STANDING**

A member shall be considered in good standing if she fulfills all membership obligations to this League, as defined by the Board of Directors, including, but not limited to, the timely payment of dues, fulfillment of volunteer responsibilities and participation in League activities, as defined in Section 1 of the League's Membership Policies.

## **SECTION 6. VOTING**

(a) Only Active members in good standing may vote at meetings of members of the League.

(b) Except as otherwise provided by statute or these Bylaws, the affirmative vote of a majority of the members represented and voting, if a quorum is present at such time, shall be the act of the membership of the League.

(c) Absentee voting shall be permitted for those items about which the membership has received prior notice. If by mail, absentee ballots must be delivered to each member at least fourteen (14) calendar days prior to the day of the meeting at which the relevant vote will be taken. If by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non transitory form which provides for instantaneous delivery, such notice must be delivered to each member at least fourteen (14) calendar days prior to the day of the meeting. Absentee ballots must be returned to the League office within seven (7) days prior to the meeting. If the proposal on which the vote will be taken is amended or changed in any way during the meeting, all absentee ballots shall be deemed null and void.

## **SECTION 7. TRANSFERS BETWEEN JUNIOR LEAGUES**

Any Provisional, Active, or Sustaining member in good standing of a Junior League may transfer membership to another Junior League. A member who transfers to another Junior League shall be granted the status consistent with the specifications of membership categories of the receiving Junior League. A Provisional member who

transfers has the right to complete the training for effective community and Junior League involvement as determined by the receiving Junior League.

**SECTION 8. RESIGNATION AND TERMINATION OF MEMBERSHIP**

(a) A member may resign at any time. The resignation of a member does not relieve the member from any obligations she may have to the League as a result of obligations incurred or commitments made prior to resignation.

(b) A member who has not met all her membership obligations may have her membership terminated upon fifteen (15) days prior written notice from the Board of Directors. A member that receives such notice is entitled to a hearing before the Board of Directors to determine the conditions, if any, under which her membership might remain in force, provided the member makes a request for such hearing before the effective date of her membership termination.

**SECTION 9. REINSTATEMENT OF MEMBERSHIP**

(a) A member who resigned in accordance with these Bylaws may be reinstated by following the League's reinstatement policies, as defined in Article I, Section 4 of the League's Operating Policies.

(b) An individual whose membership was terminated for non-fulfillment of her membership obligations may be reinstated by following the League's reinstatement policies, as defined in Article I, Section 4 of the League's Operating Policies.

**SECTION 10. NO RIGHTS OR TRANSFERABILITY**

No member shall have any right, interest or privilege from or to the assets, functions, affairs or franchises of the League. No right, interest or privilege of membership in the League may be transferable or inheritable.

**SECTION 11. DUES**

The Board of Directors, in its authority to govern and manage the League, from time to time shall set the amount for membership dues and other fees. Such fees shall be subject to the approval of the membership, and are specified in the Membership Policies.

**ARTICLE IV**

**MEMBERSHIP MEETINGS**

**SECTION 1. GENERAL MEMBERSHIP MEETINGS**

Regular meetings of the membership, also known as General Membership Meetings, shall be held at regular intervals throughout the year. The dates of such meetings shall be determined by the Board of Directors and communicated to the membership as in Section 4(a) of this Article.

**SECTION 2. SPECIAL MEMBERSHIP MEETINGS**

Special meetings of the membership may be called by the President or the Board of Directors. Special meetings also may be called by a minimum of (thirty-three) 33% members of the League, by written request to the President. Notice of time, place and purpose of a special meeting shall be communicated to the membership as set forth in Section 4(b) of this Article.

**SECTION 3. ANNUAL MEETINGS**

The Annual Meeting of the League shall be held in the month of May on a date and at a time designated by the Board of Directors. The purpose of the Annual Meeting shall be the installation of elected members of the Board of Directors and Nominating Committee and such other business as shall be determined by the Board of Directors.

**SECTION 4. NOTICE OF MEETINGS**

(a) Notice of General Membership Meetings. Written notice of the time and place of each General Membership Meeting shall be given by the Secretary or, in the Secretary's absence, by any other Officer of the League, to each member as follows:

(i) If by mail, such notice must be sent to each member at least seven (7) calendar days prior to the day of the meeting; or

(ii) If by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be sent to each member at least seven (7) calendar days prior to the day of the meeting.

(b) Notice of Special Membership Meetings. Notice of special membership meetings shall be given by the Secretary or, in the Secretary's absence, by any other Officer of the League, to each member, and must be sent at least twenty-four (24) hours prior to the time at which such meeting is to be held. Such notice may be, and shall be deemed given when:

(i) delivered by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery; or

(ii) left on a voice mail system or answering machine.

(c) Notice of Annual Meetings. Written notice of the time and place of the Annual Meeting shall be given by the Secretary or, in the Secretary's absence, by any other Officer of the League, to each member as follows:

(i) If by mail, such notice must be sent to each member at least fourteen (14) calendar days prior to the day of the meeting; or

(ii) If by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be sent to each member at least seven (7) calendar days prior to the day of the meeting.

(d) Waiver of Notice. Notice of a meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to or at its commencement, the lack of notice to her. No notice need be given of any adjourned meeting.

#### **SECTION 5. QUORUM**

The quorum for all meetings of the League shall be (thirty-three) 33% of the members eligible to vote, as defined in Article III, Section 6. If, at any membership meeting there shall be less than a quorum present, the members present may adjourn the meeting until a quorum is obtained.

#### **ARTICLE V DELEGATES**

The President shall be the voting delegate of the League at the Annual Meeting of the Association. The President-Elect or, if there is no President-Elect, the Executive Vice-President shall serve as the alternate delegate of the League and shall only be entitled to vote in the absence of the President. Replacement voting delegates shall be selected and approved by the Board of Directors if the President and/or President-Elect or, if there is no President-Elect, the Executive Vice-President are unable to attend or vote at the Annual Meeting of the Association.

## **ARTICLE VI BOARD OF DIRECTORS**

### **SECTION 1. COMPOSITION**

(a) The number of Directors constituting the entire Board of Directors shall be not fewer than five (5) and not greater than thirty (30). The required minimum and maximum number of Directors may be increased or decreased by a majority vote of the Directors then in office provided that no decrease shall shorten the term of any Director in office at the time of such vote.

(b) The Board of Directors shall consist of the Officers of the League, the Directors or At-Large Directors and any other members in good standing who may have been elected to the Board of Directors.

### **SECTION 2. ELECTION AND ELIGIBILITY**

Directors shall be elected by the membership from a slate prepared by the Nominating Committee. All candidates for directorships must be members of the League in good standing, as defined by these Bylaws, at the time of their application for consideration and must maintain this status throughout their directorship if elected.

### **SECTION 3. TERM**

The term of office for Directors shall be two (2) years and Directors may serve until their successors have been duly elected.

### **SECTION 4. DUTIES**

The Board of Directors has authority and responsibility for governance and management of the League. The Board of Directors shall have full power and authority to:

(a) Guide the League's compliance with the Junior League Mission, Vision and Reaching Out Statement and the Association of Junior Leagues International, Inc.;

(b) Ensure that the League is in compliance with all legal regulations, rules and ethical standards, maintains its accountability to the community and operates for the public good, in accordance with the purposes and limitations set forth in the Certificate of Incorporation of the League and in these Bylaws;

(c) Set policies and goals, direct planning and oversee the implementation of plans so as to enhance the effectiveness of the League's programs, promote the achievement of established goals, and further the work and impact of the League. Those policies which impact the rights, privileges and responsibilities of the members of the League shall require approval of the membership entitled to vote before they are carried into effect. All other policies shall be approved by the Board of Directors, except as may otherwise be required by law;

(d) Determine the management structure necessary to carry into effect the operations and plans of the League, including determining the number and duties of those designated to lead the management structure;

(e) Ensure that the League has adequate resources to fulfill its Mission and goals;

(f) Execute prudent financial oversight, including ensuring appropriate financial controls are in place and that the League responsibly budgets, invests and uses the funds at its disposal; and

(g) Perform its duties in ways that will enhance the League's reputation in the community.

### **SECTION 5. RESIGNATIONS**

Any member of the Board of Directors may resign from office at any time. Such resignation shall be made by written notice and shall take effect at the time specified therein and, if no time is specified, at the time of its delivery to the President of the League. The acceptance of a resignation by the Board of Directors shall not be

necessary to make it effective, and no resignation shall discharge any accrued obligation or duty of a Director as a member of the Board or as a member of the League.

#### **SECTION 6. REMOVAL**

The Board of Directors may suspend one of its members with cause. A Director may be removed at any time with or without cause by a majority vote of the voting membership.

#### **SECTION 7. MEETINGS**

(a) The Board of Directors shall hold meetings as may be necessary to transact the business of the League. Meetings shall be held at such time and place as the Board of Directors shall determine.

(b) Special meetings of the Board of Directors may be called by the President or, upon written request, by one (1) or more members of the Board of Directors.

#### **SECTION 8. NOTICE OF MEETINGS**

(a) Written notice of the time, place and purpose of each regular meeting shall be given by the Secretary or, in the Secretary's absence, by any other Officer of the League to each Board member as follows:

(i) If by mail, such notice must be sent to each Board member at least seven (7) calendar days prior to the day of the meeting; and

(ii) If by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be sent to each Board member at least seven (7) calendar days prior to the day of the meeting.

(b) Notice of special meetings must be sent by the Secretary or, in the Secretary's absence, by any other Officer of the League to each Board member at least twenty-four (24) hours prior to the time at which such meeting is to be held. Such notice may be, and shall be deemed given when:

(i) delivered by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery; or

(ii) left on a voice mail system or answering machine.

#### **SECTION 9. WAIVER OF NOTICE**

Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to or at its commencement, the lack of notice to her. No notice need be given of any adjourned meeting.

#### **SECTION 10. QUORUM**

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at all regular and special meetings of the Board of Directors. If, at any meeting of the Board of Directors, there is less than a quorum present, a majority of those present may adjourn the meeting by announcing another time and place. The adjourned meeting may be held at such time and place without further notice or waiver.

#### **SECTION 11. VOTING**

The vote of a majority of the members of the Board of Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors.

#### **SECTION 12. ACTION WITHOUT A MEETING**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing such action. In

such cases, the document containing the resolution shall be circulated to Directors in advance. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of Directors.

**SECTION 13. MEETING BY TELECOMMUNICATIONS**

Any member of the Board of Directors or all of the members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of a telephone conference or similar communications 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 14. VACANCIES**

Vacancies occurring within the Board of Directors shall be filled from a single slate submitted by the Nominating Committee to the Board of Directors, as indicated in Article VIII of these Bylaws.

**ARTICLE VII  
COMMITTEES**

**SECTION 1. COMMITTEES OF THE BOARD**

The Board of Directors, in its authority to govern and manage the League, shall determine, from time to time, the number and composition of committees of the Board (other than the Nominating Committee) as may be needed to execute the League's operations and activities. Committees shall have the power and authority delegated by the Board of Directors.

**SECTION 2. NUMBER, MEETINGS, NOTICE AND QUORUM**

Each committee of the Board shall have at least three (3) Directors. Bylaw provisions herein that govern meetings, actions without a meeting, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of the Board as well.

**ARTICLE VIII  
NOMINATING COMMITTEE**

**SECTION 1. COMPOSITION**

The Nominating Committee shall consist of a minimum of three (3) members of the League. The Chair of the Nominating Committee shall be elected by the membership from a slate prepared by the Nominating Committee. The Chair shall facilitate the process and shall serve with voice or vote.

**SECTION 2. ELIGIBILITY AND TENURE**

Active members in good standing, as defined in these Bylaws, may be elected to the Nominating Committee, and may serve until their successors are duly elected.

**SECTION 3. DUTIES**

The duties of the Nominating Committee are:

- (a) To ensure that the Board of Directors possesses the competencies necessary for effective governance and management of the League;
- (b) To prepare a slate of Officers, Directors, and Nominating Committee members to be elected by the membership eligible to vote. Such slate shall consist of League members identified through an objective process that ensures transparency and accessibility to all who are eligible and qualified to serve on the Board of Directors, as Officer or on the Nominating Committee. Details of the nominating process are set forth in the Operational Policies of the League; and

(c) To transmit the slate to the membership at least thirty (30) calendar days before the date on which the membership will be required to vote on the slate.

#### **SECTION 4. ADDITIONAL CANDIDATES**

(a) Independent nominations for additional candidates may be made by any Active member in good standing for vacancies in the positions of Officer or on the Board of Directors or Nominating Committee. Such nominations shall be in writing, bear the signatures of at least five (5) members entitled to vote and be accompanied by the written consent of the nominee.

(b) Independent nominations must be received by the Nominating Chair within fifteen (15) calendar days after the slate in Section 3(c) of this Article has been sent to the membership. The Nominating Chair must notify the membership of the content of such independent nominations no later than five (5) days after the independent nomination has been received.

(c) If there is more than one candidate for a position that position is removed from the slate and is voted on by separate ballot.

#### **SECTION 5. VACANCIES**

Vacancies occurring among the Board of Directors and Nominating Committee members shall be filled from a single slate submitted by the Nominating Committee to the Board of Directors. The only exceptions shall be Officers who are ex-officio members of the Board of Directors, who shall be replaced in accordance with Article IX.

### **ARTICLE IX OFFICERS**

#### **SECTION 1. COMPOSITION**

The Officers of the League shall be the President, President-Elect (during the last year of the President's term), Secretary and the Treasurer.

#### **SECTION 2. ELECTION AND ELIGIBILITY**

Officers (other than the President) shall be elected by the membership from a slate prepared by the Nominating Committee. All candidates for Officer positions must be members of the League in good standing, as defined by these Bylaws, at the time of their application for consideration and must maintain this status throughout their term of office if elected.

#### **SECTION 3. TERM**

(a) Other than the President-Elect, the term of each office shall be two (2) years and each Officer may serve until her successor is duly elected. The President-Elect shall serve a one-year term in the last year of the President's term and then assume the office of President.

(c) A member may serve more than one term in the same office, which terms may not be consecutive.

#### **SECTION 4. DUTIES**

(a) President. The President shall be the chief elected Officer of the League. She shall:

- (i) Preside at meetings of the League and the Board of Directors;
- (ii) Be a voting ex-officio member of all committees, except the Nominating Committee;
- (iii) Be responsible for assuring the integrity of Board operations;
- (iv) Be the chief spokesperson of the League and of the Board of Directors; and



(v) Perform such other duties as may be required by the Board of Directors.

(b) President-Elect. In the absence of the President during the term of the President-Elect, the President-Elect shall preside as President and shall perform the duties and exercise the powers of the President. The President-Elect shall perform such duties as may be assigned by the Board of Directors.

(c) Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the League and the Board of Directors, in accordance with these Bylaws and applicable law. The Secretary shall be responsible for the keeping of all minutes of such meetings. The Secretary shall be responsible for the custody of the seal of the League, if any, and the affixing of same. The Secretary shall be in general charge of the records of the League, other than financial records, and shall perform such other duties as may be assigned by the Board of Directors.

(d) Treasurer. The Treasurer shall be the elected financial officer of the League and shall be responsible for

(i) overseeing the Board's process for monitoring fiscal performance against criteria embodied in the League's Governance Policies, and

(ii) Board development in the area of financial policymaking. This shall include an annual examination of the books of record and, from time to time, such other examinations as the Board of Directors shall deem appropriate. The Treasurer shall cause to be kept and maintained full and accurate accounts of receipts and disbursements of the League. The Treasurer shall cause to be maintained deposits of all moneys, evidences of indebtedness, and other valuable documents of the League in the name and to the credit of the League in such banks or depositories as the Board of Directors may designate. At the first meeting of the Board of Directors subsequent to the completion of the annual compilation of the League's financial statements for such fiscal year and whenever else required by the President, the Board of Directors or applicable law, the Treasurer shall render a report of the League's accounts in such form as may be required by applicable law and/or as may be requested at the discretion of the Board of Directors. Such report may consist of a verified or certified copy of any report by the League to the Internal Revenue Service or the State of Louisiana. Such report shall be filed with the minutes of the meetings of the Board of Directors. The Treasurer shall, at all reasonable times, exhibit the League's books and accounts to any member of the Board of Directors who may request the same. The Treasurer shall perform such other duties as shall, from time to time, be assigned by the Board of Directors.

## **SECTION 5. RESIGNATIONS**

Any Officer may resign from office at any time. Such resignation shall be made by written notice and shall take effect at the time specified therein and, if no time is specified, at the time of its delivery to the Board of Directors. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective. Resignation by an Officer shall not discharge any accrued obligation or duty of such Officer as an officer or member of the League.

## **SECTION 6. REMOVAL**

The Board of Directors may suspend an Officer with cause. An Officer may be removed at any time with or without cause by a majority vote of the voting membership.

## **SECTION 7. VACANCIES**

A vacancy in the position of President shall be filled by the President-Elect, who shall serve the balance of the unexpired term of the vacating President and then serve a full term as President. A vacancy in the position of President when there is no President-Elect shall be filled by the Secretary, who shall serve the balance of the unexpired term of the vacating President. A vacancy in the position of President-Elect shall be filled from a single slate submitted by the Nominating Committee to the membership. A vacancy in any other Officer position shall be filled by the membership by election from a slate prepared by the Nominating Committee. The replacement Officer shall serve the remainder of the term of the office vacated and may serve until her successor has been duly

elected. Service in an office by a replacement Officer shall not be counted when calculating term limits unless the term served by the replacement Officer is greater than six (6) months.

## **ARTICLE X FISCAL POLICIES**

### **SECTION 1. FISCAL YEAR**

The fiscal year of the League shall commence on June 1st of each calendar year and end on the succeeding May 31st.

### **SECTION 2. BANKS AND AUTHORIZED SIGNATORIES**

The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the League. The Board of Directors shall determine who shall be authorized on the League's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and other documents and instruments.

### **SECTION 3. INVESTMENTS**

The funds of the League may be retained, in whole or in part, in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including, without limitation, stocks, bonds or other securities, consistent with parameters set by, and subject to review and approval of the Board of Directors.

### **SECTION 4. ANNUAL FINANCIAL REPORT**

The books and accounts of the League shall be kept in accordance with generally accepted accounting principles in the jurisdiction where the League is located and shall be compiled or reviewed annually by a certified public accountant or the international equivalent at the end of each fiscal year of the League.

### **SECTION 5. DISSOLUTION**

In the event of the dissolution of the League, the assets remaining after payment of, or the provision for payment of, all debts and liabilities shall be distributed to such corporations that are organized and operated exclusively for charitable purposes and that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or the laws governing the Canada Revenue Agency, the Tax Administration Service of Mexico or the Charity Commission of the United Kingdom, as the Board of Directors shall determine.

## **ARTICLE XI CHANGE OF CHARITABLE STATUS**

The League shall immediately inform the Association, and send to the Association evidence, of any change in its status as a tax-exempt organization under Section 501(c)(3) of the United States Internal Revenue Code.

## **ARTICLE XII INDEMNIFICATION, REIMBURSEMENT AND INSURANCE**

### **SECTION 1. INDEMNIFICATION AND REIMBURSEMENT**

(a) Directors and Officers. The League shall, to the fullest extent now or hereafter permitted by applicable law, indemnify, defend and hold harmless any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that she, or her testator or intestate, is or was a Director or Officer of the League (each such Director or Officer, testator or intestate being an "Indemnified Party"), against judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees. The League shall, from time to time, reimburse or advance any Indemnified Party the funds necessary for payment against such judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees, referred to in this Section 1, upon receipt of a written undertaking by or on behalf of such

Indemnified Party to repay such amount(s) if a judgment or other final adjudication adverse to such Indemnified Party establishes that:

- (i) her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated;
- (ii) she personally gained a financial profit or other advantage to which she was not legally entitled; or
- (iii) her conduct was otherwise of a character such that applicable law would require that such amount(s) be repaid.

(b) Employees and Agents. In addition, the League may also, to the fullest extent now or hereafter permitted by applicable law, indemnify any employee or agent of the League, or the testator or intestate of any such person, in the same circumstances and on the same terms, in which case such employee or agent (or the testator or intestate of any such person), shall be an Indemnified Party for all purposes of this Article.

## **SECTION 2. INSURANCE**

The League shall have the power to purchase and maintain insurance to indemnify the League for any obligation or liability which it incurs as a result of its indemnification of an Indemnified Party pursuant to Section 1 of this Article, or to indemnify such Indemnified Party in instances in which they may be indemnified pursuant to Section 1 of this Article.

## **ARTICLE XIII PARLIAMENTARY AUTHORITY**

The rules contained in the most recent edition of Robert's Rules of Order shall govern the League in all cases in which such rules are applicable, and in which they are not inconsistent with the League's Certificate of Incorporation, Articles of Incorporation, and these Bylaws or with the operational policies and procedures adopted by the League.

## **ARTICLE XIV MEMBERSHIP LISTS**

The League's mailing list of League members is for the use of the League only and cannot be used for the promotion of any activity unrelated to the League. It shall not be used by League members or other individuals for personal gain or made available for political, commercial or solicitation purposes. The use of the League's membership list is not allowed without the express consent of the Board of Directors.

## **ARTICLE XV AMENDMENTS**

### **SECTION 1. BYLAWS**

(a) These Bylaws may be amended at any regular, special or Annual Meeting of the League by a two-thirds (2/3) majority of affirmative votes cast by members entitled to vote, provided that the proposed amendment has been transmitted to each voting member at least seven (7) calendar days prior to the date of the meeting.

(b) Amendments to these Bylaws may be proposed by the Board of Directors or any (thirty-three) 33% of eligible voting members of the League. In the event of amendments proposed by eligible voting members of the League, the amendment shall be presented to the Board of Directors at least seven (7) calendar days prior to the meeting at which the matter would be voted on.

**SECTION 2. POLICIES**

(a) Policies that require membership approval (e.g., Membership Policies) may be amended by a two-thirds (2/3) majority of affirmative votes cast by members of the League entitled to vote at any regular or special meeting of the League, provided that the proposed amendment has been mailed to each voting member at least seven (7) calendar days prior to the date of the meeting.

(b) Amendments to the Membership Policies may be proposed by the Board of Directors or any (thirty-three) 33% of eligible voting members of the League.

(c) Governance Policies may be amended by a two-thirds (2/3) majority of affirmative votes cast by members of the Board of Directors, except as otherwise provided by statute or these Bylaws.

**SECTION 3. PROCEDURES**

The Board of Directors shall, from time to time, adopt such procedures as are required to manage the affairs of the League. Such procedures shall take effect upon approval by a simple majority of the members of the Board of Directors.

**ARTICLE XVI**

**REFERENCES TO THE CERTIFICATE OF INCORPORATION**

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically accepted. If there are any conflicts between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation shall govern.