



NONPROFIT LEADERSHIP ALLIANCE
(formerly American Humanics)

**By-laws of
NONPROFIT LEADERSHIP ALLIANCE
(doing business as American Humanics, Inc)**

Adopted by the Nonprofit Leadership Alliance Board of Directors
August 4, 1990, Revised January 4, 1993, Revised June 23, 1995
-Revised March 30, 2010-

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation shall be Nonprofit Leadership Alliance.

**ARTICLE II
PURPOSE OF THE CORPORATION**

Nonprofit Leadership Alliance enables the preparation of individuals for professional leadership positions with many of the nation's most respected youth and human service organizations.

**ARTICLE III
MEMBERSHIP OF THE CORPORATION**

Section 1 **Institutions** – The membership of the corporation shall consist of institutions of higher learning which operate a Nonprofit Leadership Alliance program in accordance with requirements and standards established by Nonprofit Leadership Alliance and within mutually agrees upon terms of affiliation.

Section 2 **National Agencies** – All nonprofit voluntary organizations who affiliate with Nonprofit Leadership Alliance because of their interest in, and commitment to, professional career development are members of the corporation.

Section 3 **Related Associations** – Associations which have a direct impact on the work of the corporation and those which are impacted by actions of the corporation are deemed to be eligible for membership. These associations may include corporations and foundations which financially support the work of Nonprofit Leadership Alliance, associations which professionally support the work of Nonprofit Leadership Alliance, societies which are formed to honor those who have given significantly on behalf of Nonprofit Leadership Alliance, as well as formal associations which have similar or associated missions.





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Section 4 **Individuals** – Men and women eighteen years of age and older who are interested in the purpose and program of Nonprofit Leadership Alliance, and who pay a membership fee, shall become members of the corporation.

Section 5 **Life** – An honorary membership requires no membership dues, but rather is awarded by the Board of Directors for outstanding service to Nonprofit Leadership Alliance affiliated organizations or institutions or for especially outstanding service in the field of youth and human services.

Section 6 **Membership Privilege and Resignation** – Any member may resign from the corporation upon written notice addressed to the secretary of the Corporation. Whenever, in the judgment of the Board of Directors of the Corporation, a member no longer meets requirements or does not represent the interests of the organization, membership may be cancelled and the privilege of membership may be withdrawn.

Section 7 **Annual Dues** – The annual dues to be paid by any and all members of the Corporation shall be established by the Board of Directors. All dues shall be payable by June 30 of each year. Payment of dues is necessary for the exercise of membership privileges.

Section 8 **Meetings of Members** – An annual meeting of the membership of the Corporation shall be held in conjunction with the annual meeting of the Board of Directors, the purpose of which may be the development and discussion of issues and concerns relevant to action by the Board of Directors. Notice of the time and place of such annual meeting of the membership shall be mailed to each member not less than thirty days before the meeting. Members must be present to vote.

Section 9 **Special Meetings** – Special meetings of the Corporation’s membership may be called by the Board of Directors. The Chair may also call special meetings of the membership upon receiving a request for such meeting signed by members constituting not less than ten percent of the Corporation’s membership.

Section 10 **Quorum** – Five percent of the membership must be present in person to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present at the time and place set for the meeting may take adjournment from time to time until a quorum is present.

ARTICLE IV
THE BOARD OF DIRECTORS

Section 1 **Role** – The policies of the corporation shall be determined by the Board of Directors as provided for in the Article of Incorporation of Nonprofit Leadership Alliance. The Board of Directors shall also establish membership requirements, elect directors and officers, determine annual dues, and act on all matters which may properly come before it. The Board of Directors shall consider the needs and expressed interest of the Corporation’s membership in its deliberation. The Board of Directors shall also elect directors which reflect the diversity of the membership of the Corporation.





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Section 2 **Board Membership** – The Board of Directors shall consist of a maximum of thirty-six members. Membership on the Board of Directors normally should include representation from the various categories of membership in the corporation.

Section 3 **Election** – New members shall be elected at any regular meeting of the Board of Directors.

Section 4 **Terms of Office** – The term of office for members of the Board of Directors shall be three years.

Section 5 **Vacancies** – Vacancies occurring during the term of office of a director shall be filled by the Board of Directors.

**ARTICLE V
MEETING OF THE BOARD OF DIRECTORS**

Section 1 **Regular Meetings** – The Board of Directors shall hold at least two regular meetings a year. One meeting shall be designated the annual meeting of the Board of Directors and shall immediately follow the annual meeting of the Corporation. The annual meetings of the Corporation and the Board of Directors shall be held within three months before or after the end of the fiscal year. Meetings shall be held at such time and place as the Board of Directors may direct. Notice of time and place of such meetings shall be mailed to each member not less than thirty days before the meeting.

Section 2 **Special Meetings** – A special meeting may be called by the Chair or upon written request by seven members of the Board of Directors. Notice of time, place and purpose of a special meeting shall be sent not less than twenty-four days before the meeting to each member of the Board of Directors at the member’s address on file at national headquarters. However, telephonic Board meetings may be called with a notice of seven days.

Section 3 **Quorum** – A majority of Board members must be present to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present at the time and place set for the meeting may take an adjournment from time to time until a quorum is present.

Section 4 **Voting** – Each member of the Board of Directors shall have the right to one vote. Such vote shall be cast in person or by telephone conference call.

**ARTICLE VI
OFFICERS**

Section 1 **Offices and Terms** – The officers of the Corporation shall be the chair of the Board of Directors, two Vice Chairs, a Treasurer, a Secretary (who may not be the president of the Corporation under Missouri Law), Assistant Chairs, Assistant Secretaries and Assistant Treasurers as may be required, who shall be elected by the Board of Directors at its annual meeting and the President who is the chief





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staff officer. Such officers shall serve for one year or until a successor or successors are elected by the Board of Directors. Officers shall come from the membership to the Board of Directors. Ordinarily, two terms in succeeding years shall be considered the term of office for each officer position.

Section 2 **Duties of Officers** – The duties of the officers pursuant to authority conferred by the Board of Directors shall be as follows:

Chair: The Chair shall be the principal officer of the Corporation and shall preside at all meetings of the Corporation and of the Board of Directors, except such meetings as the Chair may delegate to an officer elected by the Board of Directors. The Chair shall perform such duties as are usual to this office and such other duties as are prescribed elsewhere in the Bylaws. The Chair shall be responsible for communicating, interpreting and evaluating policy, budgeting directions through the President and ascertaining the effectiveness of the President on behalf of the Board of Directors. The Chair of the Board of Directors shall also serve as Chair of the Executive Committee.

Vice Chair: The Vice Chair shall perform the duties of the Chair in case of the Chairperson’s absence or disability, and shall assist the Chair in such duties as the Chair shall assign.

Secretary: The Secretary shall be responsible for seeing that notice is given of all meetings of the Board of Directors and Executive Committee and that minutes of such meetings are accurately transcribed and circulated in a timely manner. The Secretary shall be responsible for the seal of the Corporation and its custody. The Secretary shall perform such other duties common to this office.

Treasurer: The Treasurer shall be responsible for all transactions involving the corporation’s finances, causing all things to be done necessary to execute directives of the Board of Directors in connection therewith, including but not limited to the receipt, custody and disbursement of funds; borrowing and pledging of collateral; the receipt, custody and disposal of securities; the execution in the name of the Corporation of all contracts or other instruments authorized generally or specifically by the Board of Directors. The Treasurer shall be an ex officio member of the Development Committee.

President: The President shall be appointed by and responsible to the Board of Directors, through the Chair, for the performance of such duties as may be prescribed by the Board of Directors including corporate management, representation and fiscal operations. The President serves as an ex officio non-voting member of the Board of Directors and of the Executive Committee.

Section 3 **Terms of Office** – The officers shall be installed at the annual meeting of the Corporation at which they are elected and shall hold office for a term of one year or until their successors are elected. An officer completing less than one-half of the unexpired term of office will be eligible to serve one or more full terms subsequent to the unexpired term.

Section 4 **Vacancies** – Vacancies occurring during the term of office of an officer of the Corporation shall be filled by the Board of Directors for the remainder of the unexpired term.





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ARTICLE VII
EXECUTIVE COMMITTEE

Section 1 **Powers** – The Board of Directors shall elect, or authorize the appointment of, an Executive Committee of not less than seven members which shall consist of the Chair, two Vice Chairs, Treasurer, Secretary, Governance Committee Chair and President of the Corporation as an ex officio, non-voting member; such members of the Board shall be appointed by the Chair, subject to approval of the Board, as members-at-large. The Executive Committee shall have all of the responsibility and powers and exercise all of the authority of the Board of Directors during the intervals between meetings of the Board of Directors, except that the Executive Committee shall not have the power to adopt the budget or to take any action which is contrary to, or a substantial departure from, the direction established by the Board. The Executive Committee shall submit to the Board reports of actions taken for affirmation of decisions made.

Section 2 **Terms of Office** – The members-at-large of the Executive Committee shall be appointed annually by the Chairman and the President to serve no more than three one-year terms or two consecutive one-year terms or until they are removed by the Board of Directors. The Chair of the Corporation shall serve as the Chair of the Executive Committee and the terms of the two offices shall run concurrently. An Executive Committee member-at-large serving less than one-half of the unexpired term will be eligible to serve one or more terms within the guidelines stipulated above.

Section 3 **Vacancy** – A vacancy among the members-at-large shall be filled by the Board of Directors for the remainder of the unexpired term.

Section 4 **Meetings** – The Executive Committee shall meet as needed. Notice of time and place of such meetings shall be mailed to each member of the Executive Committee not less than twenty-four days before the meeting. Such meetings shall be called by the Chair of the Executive Committee. Special meetings may be called by the Chair of the Executive Committee or upon written request of five members. Notice of time, place or method and purpose of a special meeting shall be sent not less than forty-eight hours before the meeting to each member of the Executive Committee at the address on file at national headquarters. Notice will be deemed to be duly sent if transmitted by mail, telegraph, fax or telephone, except that a notice of a meeting to be held on less than five days notice shall not be transmitted by mail.

Section 5 **Quorum** – A majority of the members of the Executive Committee must be present (in person or linked by telecommunication by means such that all members participating in the meeting are able to hear one another) to constitute a quorum for transaction of business. In the absence of a quorum, a majority of those present (in person or by telecommunication) at the time and place set for the meeting may take an adjournment from time to time until a quorum shall be present or set a time for another telecommunication linkage to ensure the presence of a quorum.





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**ARTICLE VIII
COMMITTEES**

Section 1 **Establishment** – The Board of Directors shall establish standing committees and such other committees as it deems necessary. The Board shall establish the functions of these committees, which shall operate under the general supervision of the Board of Directors.

Section 2 **Term** – Except where otherwise provided in the Articles of Incorporation and Bylaws, the Chair of committees established by the Board of Directors shall be appointed by the Board Chair, subject to the approval of the Executive Committee, for a term beginning at the time of the approval of the appointment and ending at the close of the next annual meeting.

Section 3 **Appointment of members** – Members of committees established by the Board shall be appointed by the Chair of the Board of Directors, in consultation with the Chair of the respective committee. Terms shall begin at the time of the approval of the appointment and end at the close of the terms of any one committee. Members of committees may be appointed at any regular meeting of the Board but, in the event that the date of such appointment shall be more than six months prior to the next annual meeting, the committee member shall be deemed to have served a full term. Membership on committees is not restricted to members of the Board of Directors. However, only Board members may vote on issues related to actions of the Board of Directors.

Section 4 **Terms of membership** – Members of committees shall have one-year appointments.

Section 5 **Committee Structure** – The following committees shall be established: Academic Partnerships, Development and Communications, Finance, Audit, Nonprofit Partnerships and Campus Expansion, and Governance. Other committees may be formed as deemed necessary by the Board of Directors.

Section 6 **Audit Committee** – Among the duties of the Audit Committee shall be the hiring, retention or termination of the independent accountants (auditors) and setting their compensation for the annual audit.

**ARTICLE IX
TRUSTEES**

Trustees presently existing at the adoption of these Bylaws shall continue in operation as a strong resource for the Corporation by virtue of their experience, support and special skills. Because of unusual interest and contributions to the Corporation, some members have been designated as Trustees for Life. The Board of Directors of the Corporation may appoint new Trustees from time to time.





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**ARTICLE X
FINANCE**

Section 1 **Fiscal Year** – The fiscal year of the Corporation shall begin on July 1 and shall end on June 30.

Section 2 **Independent Audit** – Certified Public Accountants shall be retained to render annually an independent audit report of the financial statements of the Corporation. The Certified Public Accountants shall submit their report to and meet with the Audit Committee annually.

Section 3 **Bonding** – All persons having access to or responsibility for the handling of monies and securities shall be bonded.

Section 4 **Approval** – All checks, drafts, notes and orders for the payment of money or for the sale of securities shall bear the signature of either the Treasurer or of the Treasurer’s nominee, and shall be countersigned by Board designated management officer(s) as appropriate to contemporary control standards and practices.

Section 5 **Securities** – Authority to sell securities received by gift to the Corporation shall require the signature of two persons, namely, the Treasurer and Chair of the Board, or their approved nominees, such nominees having been approved by the Board of Directors.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

Section 1 **Rules of Order** – The latest edition of Robert’s Rules of Order-Revised shall be the parliamentary authority governing the meetings of the Board of Directors, the Executive Committee and all Board committees.

**ARTICLE XII
CONFLICT OF INTEREST**

A fundamental principle of ethics is that any person who exercises discretionary authority on behalf of the Corporation may not use this authority for his or her own benefit.

It is therefore the policy of Nonprofit Leadership Alliance that all members of the Board of Directors or members of any committee thereof, or officers or employees of Nonprofit Leadership Alliance, have a duty to be free from the influence of a conflicting interest when they act on behalf of Nonprofit Leadership Alliance or represent it in negotiations or advise others in Nonprofit Leadership Alliance with respect to dealing with third parties. They are expected to deal with anyone doing business with Nonprofit Leadership Alliance on the sole basis of that which is in the best interest of Nonprofit Leadership Alliance, without favor or preference to third parties based on personal considerations. To this end, the following shall be the policy of Nonprofit Leadership Alliance.





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Section 1 No member of the Board of Directors or member of any committee thereof, or officer or employee of Nonprofit Leadership Alliance, shall accept from any person, directly or indirectly, whether by himself or herself or through his or her spouse or a member of his or her family or through any partner or business or professional association, any gift, favor, service, employment or offer of employment or any other thing of value which he or she knows or has reason to believe is made or offered to him or her with the intent to influence him or her in the performance of his or her duties as a member of the Board or committee thereof or officer or employee of Nonprofit Leadership Alliance.

Section 2 No member of the Board of Directors or member of any committee thereof, or officer or employee of Nonprofit Leadership Alliance who is a partner, officer, or employee of a partnership, firm, or corporation or who owns or controls, directly or indirectly, whether by himself or herself or through his or her spouse or a member of his or her family, more than 10% of the stock of such corporation, or has a significant personal financial interest in such entity, shall represent, appear for, or negotiate on behalf of Nonprofit Leadership Alliance in connection with the acquisition of any personal property or any purchase of services form or to such partnership, firm or corporation.

Section 3 When any conflict of interest as described above is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board, or committee thereof, provide any and all relevant information, and shall not participate in the final deliberation or decision regarding the matter under consideration, not vote on the matter. At the discretion of the disinterested persons present, the person may be required to leave the meeting during the discussion and the voting on the matter.

Section 4 The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed, whether the interested member was present, and such member did not vote. When there is a doubt as to whether a material conflict of interest exists, the matter shall be resolved by a vote of the Board or committee, excluding the member concerning whose situation the doubt has arisen.

Section 5 A copy of this conflict of interest statement shall be furnished to each Director and committee member; this policy shall be reviewed annually for the information and guidance of Directors and committee members.

ARTICLE XIII
INDEMNIFICATION

In addition to the laws of Missouri which serve to protect Nonprofit Leadership Alliance's employees and volunteers from personal liability, this organization is indemnifying those referred to below as follows: Any person who at any time serves or who has served as a Director, Trustee, Officer, Executive Director, employee or agent of Nonprofit Leadership Alliance, or in such a capacity at the request of Nonprofit Leadership Alliance for any other enterprise, shall have a right to be indemnified by Nonprofit Leadership Alliance to the fullest extent permitted by law against; A) reasonable expenses, including attorney's fees, actually and necessarily incurred by him in conjunction with any threatened, pending or completed action, suit or proceedings, whether civil, administrative, or investigative, and whether





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brought by or on behalf of Nonprofit Leadership Alliance, seeking to hold him liable by reason of the fact that he is or was acting in such a capacity, and; B) reasonable payments by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

The Board of Directors of Nonprofit Leadership Alliance shall take all such action as may be necessary and appropriate to authorize Nonprofit Leadership Alliance to pay the indemnification required by this provision, including without limitation, to extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Any person who at any time after the adoption of this Article serves or has served in any of the aforesaid capacities for or on behalf of Nonprofit Leadership Alliance shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of exclusive or any other rights to which such person may be entitled apart from the provision of this Article.

ARTICLE XIV
DISSOLUTION OR FINAL LIQUIDATION

In the event of dissolution of this Corporation or if, for any reason, the purposes of this Corporation should become impossible of performance, all assets of ever kind and nature in whichever fund that may be remaining after all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provision made therefore, shall thereafter be managed by a Board of Directors of not fewer than five persons, to be provided for in the Bylaws of this Corporation, so that the funds will be used for scholarships for college students who expect to serve as career professionals in the youth and human service agencies in the United States, then all such funds shall be distributed in one or more organizations organized and operated for similar purposes or for religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals and which have exemption form Federal income taxes under section 501(c)(3) of the 1954 Internal Revenue Code or such section as may have taken the place of that section by amendment or a corresponding provision of a prior law, or the Federal, State or local government, for a public purpose.

ARTICLE XV
AMENDMENTS

These Bylaws may be amended by two-thirds of the Directors present and voting at any meeting of the Board of Directors present and voting at any meeting of the Board of Directors provided that the text of the proposed amendment shall have been sent out in the notice of the meeting.

