BYLAWS
OF
NATIONAL YOUTH LEADERSHIP COUNCIL

Article I
Name, Purpose, Offices

Section 1. Name. The name of the organization shall be National Youth Leadership Council (NYLC).

Section 2. Purpose. The National Youth Leadership Council is organized for charitable, scientific and educational purposes, more specifically to increase the capacity of schools and communities to engage young people in active learning and service.

Section 3. Offices. The registered office of the corporation in the State of Minnesota shall be as provided in the Articles of Incorporation. The principal office of the Corporation shall be located at Saint Paul, Minnesota, or at such other locations as might be designated by the Board of Directors. The Corporation may have such other offices, either within or without the State of Minnesota as the business of the Corporation may require and the Board of Directors may designate.

Article II
Board of Directors
Section 1. Board Role, Size and Composition. The Board of Directors of NYLC is responsible for overall policy, direction, business and property of the Corporation. The Board shall consist of at least eight (8) and not more than twenty (20) members who are not employed officers of the Corporation, plus the Chief Executive Officer who shall be an ex-officio, voting member, plus no more than three (3) Youth Members.

Section 2. Qualification and Nomination of Directors. There shall be no limitation or discrimination in the selection of the Board of Directors on the basis of race, color, creed, religion, national origin, sex, sexual orientation, marital status, physical or mental disability, receipt of public assistance, age, or Human Rights Commission Activity. Nominations for Directors shall be made by a Nominating Committee of at least three (3) Directors elected by the Board. The Board may designate Director positions among such geographical regions, age groups and/or other constituencies as it shall determine to be appropriate.

Section 3. Election of Directors. Election of Directors shall take place whenever a vacancy occurs and/or for those whose terms expire at each Annual Meeting. The Nominating Committee shall consider eligible Directors for re-election, and shall propose replacement names for those who have resigned or who are ineligible. No more than three (3) Youth Members may serve on the Board at any time, who shall not be eligible for re-election as a Youth Member at the end of one term. Criteria and eligibility for Youth Members shall be set at the discretion of the Nominating Committee. Each Board member shall have one vote for each Director position and no member shall cumulate votes.

Section 4. Terms of Office. Each regular term shall begin January 1 following the Annual Meeting and end on December 31 following the date of the third succeeding Annual Meeting, or until a successor is duly elected and qualified. Three (3) classes (years) of Directors shall be established, with one-third of the membership elected or re-elected at each Annual Meeting. The term of a Director filling a vacancy shall begin on election and expire on December 31 following the date of the third succeeding Annual Meeting. The maximum number of continuous three (3) year terms shall be three (3).

Section 5. Resignation and Removal. A Director may resign at any time by giving written notice to the Chair of the Board or the Chief Executive Officer of the Corporation. A Director may be removed at any time, with or without stated cause, by a majority vote with quorum present, provided that the topic of removal is on the agenda mailed beforehand. Directors who have not participated in a at least 66% (sixty-six percent) of regularly-scheduled meetings over a two-year period within the member’s term will not be eligible for re-election, except as approved by the Executive Committee.

Section 6. Vacancies. An unscheduled vacancy may be filled at any Board Meeting, provided that the Nominating Committee has mailed the name and qualifications of one or more nominees to Board members at least five (5) days in advance, with the meeting notice and agenda. A vacancy that will occur at a specified later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

Section 7. Organization of Board Meetings. At meetings of the Board of Directors, the Chair of the Board shall act as chairperson, and in his/her absence the Vice Chair shall act as the chairperson. In the absence of a Secretary of the Board, a person appointed by the Chief Executive Officer shall act as secretary for the meeting.
Section 8. Regular Meetings and Annual Meeting. Regular meetings of the Board of Directors shall be held at least quarterly, with one meeting per calendar year being designated as the Annual Meeting of the Board.

Section 9. Special Meetings. Special or other meetings of the Board of Directors shall be called by the Chair of the Board or by the Chief Executive Officer or held upon written demand of any two (2) Directors, addressed to the Chair of the Board or the Chief Executive Officer, stating the purpose or object thereof, and five (5) days’ notice to all Directors shall be given. Notice of such meeting shall be mailed to each member of the Board of Directors, addressed to each Member’s residence or usual place of business. Every such notice shall state the time, place and purpose of the meeting. No business other than that so stated in the notice shall be transacted at said meeting without the consent of the majority of all the members of the Board of Directors.

Section 10. Notice. Written notice of time and place of any meeting of the Board of Directors shall be given to each director entitled to vote at least five (5), but not more than thirty (30) days before the date of such meeting.

Section 11. Waiver of Notice. Notice shall be given to each Director of the time and place of each meeting of the Board of Directors, but any Director may in writing, either before or after the meeting, waive notice; and without notice any Director by attendance at such meeting in person shall be deemed to have waived notice, and any meeting of the Board of Directors shall be a legal meeting without any notice having been given if all the members of the Board of Directors shall be present.

Section 12. Quorum. A quorum shall not be less than one-third of all members of the Board of Directors who hold office at a given time. A quorum shall be present if the business of the Corporation is to be transacted without subsequently obtaining signatures of Board members. Members of the Board of Directors may participate in a meeting of the Board by electronic communication, which constitutes presence at the meeting for the purposes of establishing a quorum.

Section 13. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent which pertains to the item in question is signed by majority of all Board Members holding office at the time. Such action shall be effective on the date on which the last signature is placed in the explanatory documents or at an earlier date if specified in such documents.

Section 14. Proxies. No member of the Board of Directors shall have the power to appoint a proxy or vote by proxy.

Section 15. Executive Committee. The Board of Directors may, by majority vote, designate an Executive Committee, the membership of which shall be the Board’s officers. The Executive Committee may act only during intervals between meetings of the Board of Directors. During such intervals, and subject to the control and direction of the Board, the Executive Committee may exercise the powers and authority of the Board, subject to limitations which the Board of Directors may have imposed. The Executive Committee shall not have the power and authority to appoint Directors or Officers, to adopt a plan of merger or consolidation, to authorize the sale or other disposition of property or assets of the
Corporation, to authorize a voluntary dissolution or revocation of the Corporation, or to amend these Bylaws.

Section 16. Presumption of Assent. A Director who is present at a meeting of the Board when an action is approved by the Board is presumed to have assented to the action approved, unless the Director: (1) Objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting, in which case the director is not considered to be present at the meeting for the purposes of this chapter; (2) votes against the action at the meeting; or (3) is prohibited by the Articles or Bylaws from voting on the action.

Section 17. Honorary Members of the Board Role and Term. The Board of Directors may appoint, by majority vote, one or more Honorary Board Members (“Honorary Director”). An Honorary Director will act as a non-voting member of the Board of Directors. Presence of an Honorary Director will not count toward a quorum. There are no attendance requirements for an Honorary Director. There will be no financial compensation for service as an Honorary Director. At the third Annual Meeting after appointment and at each Annual Meeting every three years subsequent, each Honorary Director must confirm their continued interest and stand for re-election to the role. The Honorary Director may resign at any time by giving written notice to the Chair of the Board or the CEO of the Corporation, and may be removed at any time with or without cause by a majority vote of the Board of Directors, provided that the topic of removal is on the agenda mailed beforehand.

Section 18. Honorary Members of the Board Privileges and Responsibilities. An Honorary Director will be invited to attend the official Board business portion of each regular, special and annual Meetings of the Board, and receive materials and updates regarding NYLC programs and organizational accomplishments at the discretion of the Executive Committee. Official Board documents will be shared when an Honorary Director attends a Board Meeting. An Honorary Director may not attend any executive or closed sessions of Board Meetings. An Honorary Director is responsible to hold NYLC confidential information in trust and use provided materials solely for the benefit of the NYLC. An Honorary Director will act for NYLC in a formal capacity only when specifically requested in writing by the Board of Directors or Chief Executive Officer.

ARTICLE III

Officers

Section 1. Number and Term of Office. The officers of the Corporation shall be the Chair of the Board, the Vice Chair, and the Chief Executive Officer. The Chair of the Board, and the Vice Chair shall serve until the next succeeding Annual Meeting of the Board of Directors or until their respective successors have been duly elected and qualified. There shall be a six (6) year maximum for continuous service in offices other than Chief Executive Officer

Section 2. Qualification and Nomination of Officers. Each person nominated to serve as an Officer of the Board shall be a Director of the Corporation. Nominations for elective officers shall be made by a nominating committee of at least three (3) Directors appointed by the Board of Directors. The
list of nominations shall be mailed to each Director of the Corporation. Election of Officers will be made at the Annual Meeting or whenever a vacancy occurs.

Section 3. Election of Officers. The Board of Directors of the Corporation, at the appropriate annual meeting of Directors, shall elect the Chair of the Board and the Vice Chair. Each Director of the Corporation shall have one (1) vote for each officer position to be elected. Each officer shall be elected by a vote of the majority of the Directors casting ballots at such meeting.

Section 4. Other Officers and Agents. The Board of Directors may elect one or more Vice Chairs, Secretaries, Assistant Secretaries, Treasurers and Assistant Treasurers, and such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors.

Section 5. Compensation. No compensation or payment shall ever be made or paid to any officers of the Corporation except as reasonable allowance for actual expenditures or for services actually rendered, as determined by the Board of Directors.

Section 6. Removal and Vacancies. At any regularly scheduled or special meeting of the Board of Directors of the Corporation, any officer elected by the Board may be removed with or without cause at any time by affirmative vote of a majority of the Directors casting votes at such meeting; provided, however, that no officer shall be removed unless notice of such meeting at which removal is considered states consideration of such removal as the purpose or one of the purposes of the meeting. Any officer may resign at any time by giving written notice to the Chair of the Board or to the Chief Executive Officer. In the event of a vacancy in the office of the Chair of the Board or the Vice Chair, such vacancy shall be filled by a special election of the Board of Directors. All persons elected to fill vacant officer position shall serve the unexpired term of such position or until their successor is elected and qualified. The Board of Directors shall have the authority to call special elections for the purposes of filling vacancies in any elected office, and such special election shall follow the same procedures as regular elections for such position. Upon determination by a majority vote of the Board of Directors that any officer is incapable of fulfilling the obligations of his position, whether by geographical restriction, illness, or other cause, the Board of Directors shall declare such position vacant, and the vacancy shall be filled according to provisions described herein.

Section 7. Chair of the Board. The Chair of the Board shall be nominated by the Nominating Committee and elected or re-elected at the Annual Meeting by a majority of all Board Members holding office; is not a salaried officer of the Corporation. The Chair of the Board (1) presides at meetings of the Board of Directors; (2) issues notice and agenda for each Board meeting, after consulting with the Chief Executive Officer; (3) is the Chief Executive Officer’s primary contact with other Board members between meetings, (4) appoints any committees which include Board members; (5) in the absence of a Board Secretary, carry out the duties of the Secretary as prescribed in the Bylaws; and (6) in the absence of a Board Treasurer, carry out the duties of the Treasurer as prescribed in the Bylaws. The Vice Chair shall have similar qualifications.

Section 8. President/Chief Executive Officer. The Chief Executive Officer of the Corporation shall be the primary salaried officer of the Corporation, an ex-officio and voting member of the Board with an indefinite term; and shall be evaluated annually by the Board. The Chief Executive Officer,
however designated by title, (duties adapted from MN Statutes, Ch. 317A.305, Subd. 2), shall: (1) have
general active management of the Corporation; (2) carry out the Board’s orders and resolutions; (3) sign
and deliver in the name of the Corporation deeds, bonds, contracts, etc.

Section 9. Treasurer. The Treasurer shall: (adapted from MN Statutes, Chapter 317A.303,
Subd.3) (1) Keep accurate financial records for the Corporation; (2) deposit money, drafts, and checks in
the name of the Corporation in banks and depositories designated by the Board; (3) endorse for deposit,
notes, checks, and drafts received by the Corporation; (4) disperse Corporate funds and issue checks and
drafts in the name of the Corporation; and (5) provide to the Board accounts of transactions and of the
financial condition of the Corporation. The Chair of the Board may serve as Treasurer.

Section 10. Secretary. The Secretary shall: (1) take minutes, maintain accurate records of Board
proceedings, and disseminate same to Board; (2) mail an agenda, and other notices as may be prescribed
by the Board, prior to Board meetings; (3) monitor Board Proceedings and Corporation activities as to
compliance with the Bylaws; (4) maintain and revise Bylaws as Board actions are taken which pertain to
Bylaws; and (5) communicate with members who participate by mail. The Chair of the Board may serve
as Secretary.

ARTICLE IV
Committees

Committees not having or exercising authority of the Board of Directors may be designated by resolution
of the Board of Directors. The Chair of the Board shall appoint Board members, and others as may be
appropriate, to such committees, which upon arriving at recommendations shall report to the Board as a
whole. The Chair of the Board shall appoint members to serve and to represent the Corporation on
committees formed by other organizations. The membership of all committees shall terminate upon
completion of the Annual Meeting of the Board of Directors.

ARTICLE V
Fiscal Affairs

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from October 1 to September
30 of the following year.

Section 2. Contracts. The Executive Committee of the Board of Directors shall approve the
substance of significant contracts, and designate the officer, officers or staff members authorized to
negotiate each contract.

Section 3. Loans. The Board of Directors shall approve in advance the seeking of loans, and
designate the officer or officers authorized to negotiate each loan.
Section 4. Checks, Drafts, Deposits, Investments. All funds of the Corporation shall be managed by officers and designees, as defined by the Board of Directors and in accordance with current laws.
ARTICLE VI

Amendments of Bylaws

These Bylaws may be amended as follows: (1) A proposed amendment shall be presented at a Board meeting prior to the meeting at which action is taken; (2) An affirmative vote of a majority of all Board members holding office at the time is required for approval; and (3) the Secretary of the Board shall revise the Bylaws to incorporate the amendment.

This edition of the NYLC Bylaws was approved by the Board of Directors on September 19, 2012. This edition incorporates or replaces all previous Bylaws and amendments to Bylaws.

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Signature