

BYLAWS

Northwest Arkansas Emerging Leaders

Organized: March 30, 2009

Revised: 7/14/2010

Article I: Name

- 1.01 The name of this organization shall be: “Northwest Arkansas Emerging Leaders” further referenced as NWAEL.**
- 1.02 The Rogers-Lowell Area Chamber of Commerce is the sponsoring organization of NWAEL.**

Article II: Area and Further Divisions

- 2.01 The area of NWAEL shall be that geographic area (1) in which it currently has members (2) from which it will accept applications from interested and eligible individuals.**
- 2.02 As of the adoption of these bylaws, this area is generally described as follows: all of Benton County and Washington County, generally referred to as Northwest Arkansas. Additional members may be accepted outside of this defined area upon the recommendation of a member of the NWAEL and subsequently approved by the Steering Committee.**
- 2.03 Changes in area need not require revision of these bylaws, provided that:**
 - 2.03.1 The change proposed has been reviewed by the Steering Committee and is not in conflict with the geographic territories of other related Emerging Leader Groups.**
 - 2.03.2 A description of the change is to be attached to these bylaws.**

Article III: Purpose

- 3.01 The purpose of NWAEL shall be to retain emerging leaders and build a lasting legacy in Northwest Arkansas by providing the resources to infuse new talent with existing leadership. Accomplishment shall be sought through:**
 - 3.01.1 The development and exchange of ideas and experiences on leadership principles and practices through the programs, Workgroups, close personal contacts at NWAEL meetings and through online communication.**
 - 3.01.2 The establishment and maintenance of high standards of ethics in all activities conducted by and/or on behalf of NWAEL through recognition of core values.**

Core values are defined as: Legacy, Education, Advocacy, Diversity, Engagement, Reinvestment, Service, Honesty, Integrity, and Passion.

- 3.01.3 The development of competent Leadership through (a) committee and Workgroup meetings, conferences and other sponsored events, (b) educational programs and (c) partnerships with other organizations as defined in Partnership Policy.**
- 3.01.4 Cooperation with professionals and organizations through (a) establishing channels of communication, (b) studying mutual programs, and (c) seeking practical solutions for leadership challenges as defined in Partnership Policy.**
- 3.01.5 Effective expression of the NWAEL viewpoint to the public directly and in cooperation with the community and associations as defined in Communications Policy.**

Article IV: Membership

- 4.01 Classes of Membership. There shall be four classes of membership.**
- 4.01.1 General Membership. Anyone within the defined geographical area in Article 2.0 who is interested in leadership and agrees to the by-laws, mission statement and core values of the group is welcome to apply for membership.**
 - 4.01.1.1 There are no additional requirements for General Membership.**
 - 4.01.1.2 No election is required for General Members. General Members qualify their status as a member by filling out paper or electronic request to join on NWAEL website.**
 - 4.01.1.3 General Members shall be entitled to attend meetings, to serve alongside workgroup committees on projects, to receive communications, information and selected publications disseminated by NWAEL; and to enjoy all other rights and privileges of association membership, except no General Member shall have any personal right to vote.**
- 4.01.2 Workgroup Committee Membership.**
 - 4.01.2.1 Requirements include: Must have a detailed LinkedIn Profile or provide an acceptable resume via an online form at www.nwalead.com and have been involved in community service within the previous 12 months. It is preferred and highly encouraged Workgroup Committee Members have had some form of leadership training and are registered to vote.**
 - 4.01.2.2 Workgroup Committee Chairs are approved by the Steering Committee based on having met the requirements outlined in Section 4.01.2.1. The Workgroup Committee is responsible for approving other positions on the Committee.**

- 4.01.2.3** In addition to General Member privileges, a Workgroup Committee Member shall be entitled to one vote on behalf of their designated workgroup.
- 4.01.3** Steering Committee Membership.
 - 4.01.3.1** Must have been involved in and or chaired a workgroup committee.
 - 4.01.3.2** Steering Committee Members shall be approved with a majority vote by the existing Steering Committee based on having met the requirements outlined in Section 4.01.3.1.
 - 4.01.3.3** In addition to General Member privileges, a Steering Committee Member shall be entitled to one vote on behalf of the organization at Steering Committee meetings.
- 4.01.4** Advisory Committee Membership.
 - 4.01.4.1** Must have been a past Steering Committee Member or voted in by majority of Steering Committee.
 - 4.01.4.2** All past Steering Committee Members will automatically be elected to the Advisory Committee. In addition, there may be other instances where the Steering Committee may vote to allow new Advisory Committee Members.
 - 4.01.4.3** Privileges of Advisory Committee Members. These members shall be entitled to the same benefits as General Members. Advisory Committee Members shall have no voting privileges; however, these members are charged with providing insight and guidance to the Steering Committee.
- 4.02** Termination of Membership.
 - 4.02.1** Any member may request termination of membership at any time without reason. Violation of any one of the core values defined in Section 3.01.2 may result in the termination of the member. Complaints of core value violations should be directed to the Steering Committee Chair with a written explanation of how a core value was violated. The Steering Committee will then take steps to understand the issue and may issue a warning or ask member to resign if the problem continues without resolution. All disciplinary measures shall be documented, and the decision to act must always be predicated on a clearly evident violation of a core value.

Article V: Meetings

- 5.01** General Membership meetings (meal/speaker type of meeting) open to all associates shall be held at least four times each year on dates and locations approved by the Steering Committee. All other workgroup/committee meetings shall be held at the discretion of the chair and or co-chair.

- 5.02** The Secretary shall keep a record of attendance of each individual member and minutes for all Steering meetings.
- 5.03** The Treasurer shall maintain all financial records, ensure accuracy of and timely payment of invoices, and prepare financial statements in conjunction with the Chamber.
- 5.04** The Chair shall give notice of all meetings at least ten days in advance.
- 5.05** The Officers and Directors shall be elected, on or before January 30th of the election year. The Secretary shall confirm the vote, by tallying the results and verbally communicating the results to the Steering Committee, and document accordingly in the minutes.
- 5.06** Special meetings may be called by the Steering Committee Chair or by no less than 8 Steering Committee members.
- 5.07** A majority of the respective members shall constitute a quorum for voting on Workgroup and Committee matters; members must be present to vote.

Article VI: Workgroups & Committees

- 6.01** Workgroup & Committees. Activities of NWAEL shall be carried on by Workgroups and Committees devoted to various constituents within NWAEL membership and areas of interest with Northwest Arkansas Emerging Leaders statement of purpose.
- 6.02** Terms. All Workgroups/Committees shall meet at the call of the Chair or Vice-Chair. In any event, they shall meet at least 12 times annually.
 - 6.02.1** The Steering Committee shall direct the policies and govern the operations of NWAEL through elected Officers and Directors.
 - 6.02.2** The Steering Committee shall, by a majority vote, create new Workgroups/Committees as necessary to perform the duties necessary to accomplish the goals of the mission. The Steering Committee shall designate the Officers of newly created Workgroups/Committees and reserves the right to discontinue a Workgroup/Committee at any time.
 - 6.02.3** The Chair of the Steering Committee shall be an ex-officio Director of all Workgroups/Committees.

Article VII: Officers and Directors

- 7.01** All Workgroups/Committees shall consist of twelve to fifteen Directors. Officer positions shall include a Chair, Vice Chair, Secretary, and Treasurer. All other members of the committee shall be considered Directors.

- 7.02 All Officers and Directors shall be elected or appointed before the Annual Meeting and shall take office on the first meeting thereafter.**
- 7.03 The Workgroup/Committee Directors shall elect Officers for a term of one year and shall perform the customary duties assigned to their respective office.**
- 7.04 Any vacant Director positions within a Workgroup/Committee may be filled for the unexpired term by the remaining Directors of the Workgroup/Committee.**
- 7.05 Officers and Directors of the Workgroup/Committee must attend a minimum of 60% of their respective meeting to be held annually. If annual attendance falls below 60%, the Officer or Director may be asked or voted to vacate the position. Under certain circumstances, Officers and Directors may be granted a waiver of attendance by a majority vote from the Workgroup/Committee.**
- 7.06 The Steering Committee Directors shall serve terms of two years and number of terms may not exceed three.**

Article VIII: Fiscal Year, Dues and Dissolution

- 8.01 The fiscal year shall begin on February 1 of each year.**
- 8.02 The Steering Committee shall review the need for annual local dues or special assessments. Any fees imposed shall be minimal and not unreasonably restrict participation by the General Membership.**
- 8.03 Any and all funds collected on behalf of NWAEL shall be deposited with the Rogers-Lowell Area Chamber of Commerce and shall be subject to their financial policies and guidelines. Funds deposited with the Rogers-Lowell Area Chamber of Commerce shall be designated specifically for use by NWAEL.**
- 8.03.1 All expenses shall be approved by the Steering Committee prior to incurring the expense.**
- 8.04 For financial reporting purposes, NWAEL shall collect appropriate information from its workgroup committees, if any to be included in NWAEL reports and shall not, as a general rule, prepare financial reports for external distribution. This does not preclude a periodic report to the Steering Committee on the financial condition of NWAEL by the Rogers-Lowell Area Chamber of Commerce.**
- 8.05 Upon the dissolution of NWAEL, the Steering Committee shall after paying or making provision for the payment of all the liabilities of NWAEL, dispose of all the assets of NWAEL exclusively for the purposes of NWAEL in such a manner – or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time**

qualify as an exempt organization under section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal Revenue Law)-as the Steering Committee shall determine.

Article IX: Amendments

- 9.01 Approval and changes to the bylaws are subject to the approval of the Rogers-Lowell Area Chamber of Commerce Board. These bylaws may be amended by majority vote of the Steering Committee members present at the regularly scheduled Steering Committee meeting, or special meeting provided that:**
- 9.01.1 Written notice is given to the individual members at least ten days prior to such meeting.**
- 9.01.2 The notice includes the wording of the section or sections to be revised as it stands before amendment and as it will read if approved.**
- 9.01.3 The amendment as proposed would not bring these bylaws into conflict with Arkansas state laws or Federal regulations.**
- 9.01.4 Minor changes can be approved by the Steering Committee, at the recommendation of the current Chair or Vice Chair. Minor changes shall be recorded and documented as stated in 9.01.2.**