

Generation Change Bylaws

ARTICLE 1 - NAME, VISION, MISSION

- Section 1: The name of the organization shall be **Generation Change, Incorporated**.
- Section 2: PURPOSE: To provide leadership, social responsibility and civic training to underserved communities.
- Section 3: VISION: **Generation Change** envisions the unification of young leaders who are dynamic and resilient in their individual leadership efforts to empower future generations while creating an environment that transcends the lines of race, politics, religion, sex, and creed.
- Section 4: MISSION: The mission of **Generation Change** is to apply collective leadership approaches that revolutionizes political, educational, social and economic issues faced by neglected parts of society while drawing on the creative insight of each young leader who actively promotes and pursues change that will enhance our local, national, and international communities; and maintain our civic responsibility which amplifies the voice of change.

ARTICLE II - MEMBERSHIP

- Section 1: Application for membership shall be open to any leader who supports the purpose statement in Article 1, Section 2, and the vision statement in Article 1, Section 3, and the mission statement in Article 1, Section 4.
- Section 2: Membership shall be granted upon the recommendation of a State Director and approval of the Vice President of Operations.
- Section 3: Upon the approval of the Vice President of Operations, new members recognized as **Generation Change** Leaders shall receive an official welcome letter from the President.

ARTICLE III- ORGANIZATIONAL STRUCTURE

- Section 1: The Board of Directors shall serve as the governing body of **Generation Change**.
- Section 2: The President of **Generation Change** shall be appointed by the Board of Directors; and serve as an ex-officio member of the Board and non-voting member of the Board Executive Committee.
- Section 3: The President shall appoint five Vice Presidents: Marketing, Community Relations, Operations, Research Development, and Programming.
- Section 4: The Board shall appoint six Regional Directors:
- **WESTERN REGION:** Washington, Oregon, California, Idaho, Nevada, Utah, Montana, Wyoming, Colorado, North Dakota, South Dakota, Hawaii, and Alaska
 - **MID-ATLANTIC REGION:** Ohio, West Virginia, Maryland, Delaware, New Jersey, and Pennsylvania.

- **SOUTHWESTERN REGION:** Texas, Oklahoma, Arkansas, Louisiana, New Mexico, and Arizona.
- **MIDWEST REGION:** Nebraska, Kansas, Minnesota, Iowa, Missouri, Wisconsin, Illinois, Michigan, Indiana, and Kentucky.
- **NORTH EASTERN REGION:** Maine, New Hampshire, Vermont, New York, Massachusetts, Rhode Island, Connecticut, Virginia.
- **SOUTHERN REGION:** Tennessee, North Carolina, Mississippi, Alabama, Georgia, South Carolina, Florida, and Puerto Rico.

Section 5: Regional Directors shall appoint State Directors and Assistant State Directors in each state of their region.

Section 6: State Directors shall assemble the following state committees: Marketing, Community Relations, Operations, Research Development, and Programming.

ARTICLE IV - MEETINGS OF THE BOARD OF DIRECTORS

Section 1: The Board of Directors shall meet quarterly: February, May, August and November. The Board of Directors shall set the meeting, time, place, and agenda.

Section 2: Special Meetings. The Chairperson, Executive Committee, a majority vote by the members of the Board of Directors, or a petition signed by ten percent of Board voting members may call a special meeting to order.

Section 3: Notice. The Secretary shall notify Board members of quarterly meeting times by mail, email, or telephone, not less than ten days before the meeting. Board members shall notify the Secretary not less than seven days before the meeting to confirm.

ARTICLE V – MEETINGS OF THE EXECUTIVE CABINET

Section 1: The Executive Cabinet shall include: President, Vice Presidents, Secretary, Treasurer, and Regional Directors.

Section 2: The Executive Cabinet shall meet at least bi-weekly. Meeting agendas shall be set by the President who shall also set the time and place.

Section 3: Special Meetings. Special meetings may be called by the President at his/her own discretion, or by the recommendation of Executive Cabinet Members.

Section 4: Notice. The Secretary shall notify each member of Executive Cabinet meetings by mail, email, or telephone, not less than two days before the meeting.

ARTICLE VI- BOARD OF DIRECTORS

Section 1: Board Role, Size, Composition. The Board of Directors shall assist **Generation Change** with achieving its mission, by providing resources, advice, and analysis. The Board shall comprise of thirty members that include the two Co-Founders, twelve Board Members representing six regions, nine At-Large Members, the President, and six Regional Directors.

Section 2: Board Elections. The Electoral Body of **Generation Change** shall elect nominees to fill any vacancies for twelve Regional Board Member seats at the fourth quarterly Board of Directors meeting in November. Excluding the President’s vote, the Electoral Body shall

consist of the Executive Cabinet and six Regional Directors for a total of thirteen votes. The Secretary of the Executive Cabinet shall accept and forward nominations from **Generation Change** Leaders to the Electoral Body.

- Section 3: Board Nominations. The Board of Directors shall vote on the approval of nine At-Large Board Member nominees, nominated by the Board Nominating Committee at the fourth quarterly meeting in November. The Board Chair shall contact newly elected Board Members and send an official welcome package from the Co-Founders and the Board Chairs upon acceptance.
- Section 4: Regional Board Members. Regional Board Members shall serve two-year terms beginning in January and be eligible to serve three consecutive terms.
- Section 5: At-Large Board Members. At-Large Board Members shall serve one-year terms beginning in January and are eligible for cycling terms as approved by the Board.
- Section 6: Quorum. The presence of at least forty percent of the Board Members shall make a quorum; and business transactions and motions cannot be made or passed unless there is a quorum. A member shall be considered part of the quorum by physical presence, conference calls, video conference, and/or computer presence.
- Section 7: Vacancies. A vacancy on the Board shall require a special meeting to be called to order and standard election and/or nomination procedures apply. Reference Article VI Sections 2 and 3 for election/nominating procedures.
- Section 8: Resignation, Termination and Absences. A) A resigning Board Member shall submit a letter of resignation to the Board Secretary at least two weeks in advance of resignation. B) A Board Member shall be removed from the Board of Directors if there are two unexcused absences from Board meetings in one given year. C) The Board of Directors and/or the Electoral Body shall have the right to remove a Board Member provided that each entity has 2/3 votes of its eligible voters.
- Section 9: The Board shall set dues schedules for membership.

ARTICLE VII- STANDING BOARD COMMITTEES

- Section 1: Board Committees. There shall be five Board Committees: Executive, Budget & Finance, Nominating, Programming, and Regional Leadership.
- Section 2: Committee Chairs. The Board Chair shall appoint all committee chairs who must be members of the Board.
- Section 3: Executive Committee. The Executive Committee shall review the performance of the President. Excluding the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. Members of the Executive Committee:
- The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for the other members of the executive committee to preside at each

meeting in the following order: Co-Founders, first Vice-Chair, second Vice-Chair, Secretary, and Treasurer.

- The **Vice-Chair** shall chair committees on special subjects as designated by the Board.
- The **Secretary** shall be responsible for keeping records of all Board meetings, minutes, and Board actions; sending out announcements and copies of meeting minutes; and distributing meeting agendas to each Board Member. The Secretary shall also ensure that internal records are maintained.
- The **Treasurer** shall issue a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
- The **Co-Founders** shall serve as advisors to the Board while maintaining the vision of serving underrepresented communities and ensuring that the purpose, vision, and mission are executed.

Section 4: Board Nominating Committee. The Board Nominating Committee shall be responsible for developing nominees for Board Member elections, and Board Committees. The Board Nominating Committee shall consist of seven Members: two Co-Founders, five Board Members, and the President as a nonvoting member.

Section 5: Budget/Finance Committee. A) The Treasurer shall chair the Budget/Finance Committee that includes four other Board Members. B) The Finance Committee shall develop and review fiscal procedures, communicate the needs of the organization to the Fundraising Committee, and annual budget with staff and other Board Members. C) The Board shall approve the budget in which all revenues and expenditures must be included. D) The Board and/or Executive Committee shall approve any major change to the budget. E) The fiscal year shall be the calendar year. F) Quarterly reports shall be submitted to the Board showing all revenues, expenditures, and anything financially pending. G) All financial records shall be made available to the entire membership and general public.

Section 6: Fundraising Committee. The Fundraising Committee shall work closely with the Budget/Finance Committee and President to create plans to meet the financial needs of the organization. Funds raised by the Fundraising Committee shall be transferred to the Treasurer who also serves on the Budget/Finance Committee. The Fundraising Committee shall also develop strategies to fund **Generation Change** capital campaigns and initiatives.

Section 7: Programming Committee. The Programming Committee shall develop the national initiatives, programs, and projects of **Generation Change**.

Section 8: Regional Leadership Committee. The Regional Leadership committee shall represent the opinions and views of **Generation Change** Leaders from their respective regions.

ARTICLE VIII - PRESIDENT AND STAFF

Section 1: President. A) The President shall be nominated by the Board. B) The President shall execute day-to-day responsibility for **Generation Change**, which includes carrying out the Regional Leadership goals and Board policy. C) The President shall attend all Board

meetings and provide progress reports. D) The President shall answer all questions the Board might have regarding GC. E) The President shall appoint Vice Presidents of Marketing, Operations, Community Relations, Programming, and Research Development. F) The President works closely with Vice Presidents and Regional Directors to further define their roles and responsibilities. G) The President shall serve as the official spokesperson of GC.

- Section 2: Vice President of Marketing. The Vice President of Marketing shall develop strategies to promote national capital campaigns, projects and initiatives.
- Section 3: Vice President of Operations. The Vice President of Operations shall maintain all records of **Generation Change** active Leaders and have superb skills in organization, record keeping, creating databases, and developing new organizational objectives.
- Section 4: Vice President of Community Relations. The Vice President of Community Relations shall serve as a liaison to the community and various media outlets by developing press releases; and serving as a community spokesperson about **Generation Change** programs, initiatives, projects, and announcements with the approval of the President and the Board of Directors Chair.
- Section 5: Vice President of Programming. The Vice President of Programming shall help develop, execute and monitor **Generation Change** national initiatives, projects, and programs.
- Section 6: Vice President of Research Development. The Vice President of Research Development shall regularly disseminate up-to-date research regarding regional and national issues and concerns.
- Section 7: Regional Directors. The Regional Directors shall serve as regional advisors and points of contact for their respective State Directors. Regional directors shall also perform as liaisons between State Directors and the Executive Cabinet; and provide monthly reports to the President.
- Section 8: State Directors. The State Directors shall ensure regular recruitment and community projects to carry out national initiatives, projects, and programs in local communities. State Directors shall report monthly to the Regional Directors on all state activities.

ARTICLE IX - AMENDMENTS

- Section 1: These Bylaws shall be amended when necessary by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

8/01/05