



EMERGING ARTS LEADERS/LOS ANGELES: BYLAWS

Article I: Name and Purpose

Section 1: The name of the organization is Emerging Arts Leaders/Los Angeles, also referred to as EAL/LA.

Section 2: Emerging Arts Leaders/Los Angeles (EAL/LA) prepares, educates, and inspires the next generation of arts sector leadership.

Section 3: EAL/LA is a fiscally sponsored project of Community Partners and a local chapter of the national Emerging Leaders Network initiated by Americans for the Arts.

Article II: Membership and Voting Privileges

Section 1: EAL/LA members are self-identified “Emerging Arts Leaders” and we welcome anyone who is interested in contributing to, or who will benefit from our programs. Members are typically early in their career or new to the arts field and share a desire to enhance their leadership capacity by developing innovative, effective, and responsible leadership and management practices. They represent organizations from all arts disciplines, in both the for-profit and non-profit sectors, and include artists, administrative coordinators, managers, directors, arts funders, and consultants. There shall be no barriers to full participation in the organization on the basis of gender, race, creed, age, sexual orientation, national origin or disability.

Section 2: All members of EAL/LA shall have the right to vote during annual elections on those items specified in Article III Section 2, as well as to vote on other issues the Leadership Council may choose to bring before the members.

Section 3: All members of EAL/LA shall have the right to propose events and programs through procedures established by the Leadership Council. Members can suggest and propose events through regular surveys of event attendees and participation in the Programming Committee. The Leadership Council will consider supporting all member-initiated and member-submitted events and programs.

Article III: Offices

Section 1: The Leadership Council (LC) comprises the elected officers of EAL/LA: 1-2 Leadership Council Co-Chairs, 1-2 Communications & Marketing Co-Chairs, 1-2 Development Chairs, 1-2 Programming Chairs, and 1-12 At Large Members.

Section 2: Up to 12 At Large Members, depending on annual vacancies. Those who seek elected office shall first submit a written application to the LC in accordance with the guidelines established by the Council. The LC shall have the right to approve or deny applications before announcing candidates to the general membership. The LC will



advance candidates to general election as follows: 1.5 x the number of ALM vacancies, as per the practices of Americans for the Arts.

Section 3: Additional Committees and corresponding Chair positions to head those committees may be added by a majority vote of current LC members. In the event a committee is added mid-year, the chair will be selected following the guidelines outlined in Article IV, Section 6.

Section 4: Additional At Large Member positions may be added if the existing LC identifies the need to do so. Creation of new ALM positions require a majority vote of the existing LC. If the decision is made after elections conclude, vacancies will be filled following the guidelines outlined in Article IV, Section 6.

Article IV: Leadership Council

Section 1: The LC shall consist of the elected officers. Committee members and special guests may be invited to LC meetings and/or quarterly retreats, as requested by the Council.

Section 2: The LC shall oversee EAL/LAs activities, programs, committees, business, and management. Each Co-Chair shall together organize, convene and oversee their respective operational area. The LC may contract for administrative services from an individual or a management firm. The provider of those services shall report directly to the LC, and shall not be a current member of the Council.

Section 3: The LC Chairs shall be elected by currently serving LC members during annual elections at the May meeting. All elected LC Chairs shall serve a non-renewable one-year term. Chairs preserve institutional knowledge and ensure the sustainability of EAL/LA by working closely with and developing the At Large Members. As the Chairs “emerge” or transition from the network, the ALMs progress into Chair roles and a new group of ALMs is elected from the EAL general membership. Chairs may not renew their committee chairship, but may elect to run either for LC Co-Chair or Co-Chair of a different committee.

Section 4: The LC Co-Chairs are elected from the existing Committee Co-Chairs cohort and elected by annual elections at the May meeting. Due to the highly collaborative nature of the LC Co-Chair positions, “tickets” of two co-chairs should be put forward by candidates seeking election.

Section 4: If a Chair steps down, a new Co-Chair is chosen from current ALMs by LC Co-Chair appointment or special election, based on the discretion of the Council. Appointed or elected LC members shall serve until the end of the Co-Chair’s respective term.

Section 5: ALMs serve as critical support for committees and Co-Chairs. They serve a one-year term, renewable without re-election for up to 3 years. At the conclusion of each term, ALMs may run for a Co-Chair position on the LC, remain an ALM for the next year, or



roll off the LC entirely. ALMs are elected by a public vote of the full EAL membership each June and begin serving their term each July.

Section 6: If an ALM steps down, a new ALM may be chosen from the previous round of election results. The next highest voted candidate is offered the position first, and then the next, and so on until the position is filled. In the event that no ALM candidates are available to serve, the LC can invite a general member to join as an ALM by a majority vote by current LC cohort. This process is managed by the LC Co-Chairs and Managing Director.

Section 7: A majority of the elected officers shall constitute a quorum of the LC. Each LC member will have one vote. Voting by proxy is not permitted, but voting remotely via phone or email is allowed, given a voting window of one week.

Section 8: Any LC member may be removed from office, with or without cause, by a majority vote of the Council, or after it is deemed by the Co-Chairs that this member fails to perform the duties outlined, meet minimum participation requirements, or engages in any behavior or activity that is detrimental to the collegial and professional tone of the LC.

Section 9: Any LC member may resign at any time by giving written notice to their Chair or Co-Chair, to the LC Co-Chair, and the Managing Director. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Article V: Committees

Section 1: EAL/LA's committees are as follows: Communications and Marketing, Development, Programming.

Section 2: The LC may create and appoint members to other committees and taskforces as they deem appropriate.

Section 3: Any member of EAL/LA may join one of the aforementioned committees with the approval of the Co-Chair. There shall be no barriers to full participation in committees on the basis of gender, race, creed, age, sexual orientation, national origin or disability.

Section 4: The Co-Chair of each committee may remove any non-elected member of a committee, with or without cause, at his or her own discretion upon further discussion and consultation with LC Co-Chairs & Managing Director.

Section 5: No member of the Advisory Board, LC, or any committee or taskforce, or any designated representative or liaison to another organization, shall incur expenses on behalf of EAL/LA except as previously authorized by the Managing Director.

Section 6: The LC shall authorize the dissolution of a committee, advisory group, taskforce, or appointed position by a two-thirds majority vote when in the opinion of the Council its usefulness has ceased. This decision and the reasons for dissolution shall be reported to the membership.



Article VI: Meetings

Section 1: The LC shall hold regular monthly meetings, which on a quarterly basis will take the form of retreats to engage in strategic planning and in-depth discussions about governance and affairs of the organization.

Section 2: The Co-Chair of each area shall organize and facilitate committee meetings as desired, and will report on committee activities at LC meetings.

Section 3: An annual LC meeting shall be held on a date in July to ratify newly elected LC members.

Article VII: Advisory Board

Section 1: The Advisory Board shall comprise individuals who have completed their terms as Co-Chairs of committees or of the LC. Any LC member may nominate an individual for a position on the Advisory Board. Co-Chairs who resigned their positions mid-term are not eligible to join the Advisory Board.

Section 2: The Advisory Board will convene at least annually with one or more members of the Executive Committee and LC members to provide advice to EAL/LA and to suggest strategies that advance its mission.

Section 3: Advisory Board membership shall be capped at 21 members to include up to 7 immediate past Chairs and up to 14 additional elected members. Immediate past Chairs may serve a 1-year term but may chose to re-join after an absence of 1 year. Additional members may serve a 2-year term but may chose to re-join after an absence of 1 year.

Article VIII: Affiliations and Partnerships

Section 1: Affiliation or disaffiliation with other organizations shall be authorized by the LC as provided below.

Section 2: Formal affiliation with another organization must be approved by a majority vote of the LC.

Section 3: EAL/LA may hold institutional or organizational membership in another organization.

Article IX: Conflict of Interest

Section 1: In the event that any LC member has a conflict of interest that might properly limit such member's fair and impartial participation in LC deliberation of decisions, such member shall inform the LC as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected member, the LC may nonetheless request from the member any appropriate non-confidential information that might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall



not be limited to, any transaction by or with the organization in which an LC member has a direct or indirect personal interest, or any transaction in which they are unable to exercise impartial judgment or otherwise act in the best interests of the organization.

Section 2: No LC member shall cast a vote, nor take part in the final deliberation in any matter in which they, members of their immediate family or any organization to which they have allegiance, have a personal interest that may be seen as competing with the interest of EAL/LA. Any officer who believes they may have such a conflict of interest shall so notify the LC prior to deliberation on the matter in question, and the Council shall make the final determination as to whether any LC member has a conflict of interest in any matter. The minutes of the LC meeting shall reflect disclosure of any conflict of interest and the recusal of the interested member.

Article X: Miscellaneous Provisions

Section 1: The fiscal year of EAL/LA shall be July 1st – June 30th each year.

Section 2: The LC members of EAL/LA shall not be individually liable for EAL/LA debts, payroll taxes or other liabilities, and private property of such individuals shall be exempt from EAL/LA debts or liabilities.

Section 3: EAL/LA shall indemnify to the fullest extent permitted by law, any person who is made, or threatened to be made, a party to or witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was an LC member of EAL/LA or any of its subsidiaries. There shall be no indemnification in relation to any matter as to which such person shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

Section 4: EAL/LA shall indemnify its employees and other agents to the fullest extent permitted by law.

Article XI: Amendment of Bylaws

Section 1: These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a two-thirds majority of the LC at any regular or special meeting of the Council. The notice of the meeting shall set forth a summary of the proposed amendments.

Section 2: The Bylaws shall be reviewed at least every two years or more frequently at the discretion of the LC.

Article XII: Dissolution of the Organization

Section 1: In the event of EAL/LA's dissolution, its assets shall be applied and distributed as follows:

The logo consists of a solid black square with the text "EAL/LA" written in white, bold, sans-serif capital letters in the center.

- A.** All just liabilities and obligations of EAL/LA shall be paid, satisfied, and discharged or adequate provisions shall be made.

- B.** All other assets shall be transferred or conveyed, pursuant to a plan of distribution adopted by the LC to one or more societies or organizations engaged in activities substantially similar to those of EAL/LA and declared by the Internal Revenue Service to be exempt from the payment of federal income tax.