



BYLAWS

OF

ENTREPRENEURS' ORGANIZATION

LOS ANGELES CHAPTER

EO LOS ANGELES CHAPTER BYLAWS

1. ARTICLE ONE NAME

- 1.1 The name of this Corporation, is Entrepreneurs Organization Los Angeles Chapter, Inc. (referred to herein as the “EOLA”).

2. ARTICLE TWO PURPOSE AND TAX-EXEMPT STATUS

- 2.1 EOLA is a California non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- 2.2 EOLA is associated with the Entrepreneurs’ Organization (“EO”) program of the Entrepreneurs’ Organization (“EO”) (EIN 52-1651248), a nonprofit corporation organized under the laws of the District of Columbia and recognized as tax-exempt under Section 501(c)(3) and described in Section 509(a)(1) and Section 170(b)(1)(A)(vi) of the Internal Revenue Code of 1986, as amended (the “Code”).
- 2.3 EOLA is to be operated in accordance with the rules for chapter operation set forth from time to time by EO, and as a non-profit organization consistent with the requirements of the Washington Nonprofit Corporation Act (RCW Chapter 25.03). Furthermore, subject to the limitations set forth in Article V of EOLA’s Articles of Incorporation, EOLA shall operate exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Code Section 501(c)(3), or any successor provision.
- 2.4 Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, Member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, Officer, Member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

3. ARTICLE THREE MEMBERSHIP

3.1 Member Criteria

- 3.1.1 Membership in EOLA is open to any individual that meets the membership criteria set forth by EO, these Bylaws, and any additions thereto set forth in the then applicable EOLA Policies and Procedures.

3.2 Membership Rights and Obligations

- 3.2.1 The Board of EOLA shall act pursuant to the EOLA Polices and Procedures to determine manner of application, selection, and governance of the members.

3.3 Member Termination

- 3.3.1 Members must adhere to all rules of EO, EOLA, those set forth in the Policies and Procedures then applicable, and any applicable membership agreement (“Rules”). Members are expected to adhere to the highest levels of ethical conduct including respecting the trust reposed in one another as part of the EO mission, honesty, candor, and confidentiality. The Board, by two-thirds vote may expel any member for violation of the Rules or for failure to adhere to the expected level of conduct. The Board’s determination to expel a member is final. Any member who is expelled shall have no further rights, and all dues are forfeited, unless voted otherwise by a supermajority of the board.

3.4 Member Voting Rights

- 3.4.1 Members shall have the right to elect members of the Board pursuant to such processes that are set forth in the Policies and Procedures. This right may, but not necessarily, include the right to directly elect Board members. All other powers are vested in the EOLA Board pursuant to these Bylaws and the Policies and Procedures then in effect.

3.5 Member Meetings

- 3.5.1 Meeting of the Members for the transaction of such other business as may properly come before the meeting, shall be held at a date and time as established by the Board of Directors, or as called by Members having at least 40% of the current membership comprising the votes entitled to be cast at such a meeting
- 3.5.2 A written or printed notice stating the date, place and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered to each Member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, electronically, or by mail, at the direction of the President or the Secretary, or the Members calling the meeting. If mailed, such notice shall be deemed to be

delivered when deposited in the United States mail, addressed to the Member at his or her address as it appears in the records of EOLA, with postage prepaid.

- 3.5.3 A quorum for a Member Meeting shall be constituted by at least a 50.1% representation, including appearance by phone or other means that the Board may approve, of the members of EOLA entitled to vote. The adoption of any matter of business voted upon by the Members shall require a 50.1% simple majority vote of the full membership of EOLA unless otherwise provided in these Bylaws or the Policies and Procedures, which shall govern.
- 3.5.4 Voting by proxy shall not be allowed.

4. ARTICLE FOUR BOARD AND OFFICERS

4.1 Number, Qualifications and Term

- 4.1.1 EOLA shall have a Board of Directors (“Board”) consisting of at least 3 and no more than 15 Directors. The Board, by majority vote pursuant to the processes set forth in the Policies and Procedures, may increase or decrease this number within these limits and may change the title of any office or directorship in its discretion. Board Members must be members of EOLA and EO.

4.2 Corporate Powers

- 4.2.1 The Board shall exercise all corporate powers of EOLA except as otherwise provided by law.

4.3 Election of Officers and Directors

- 4.3.1 The Board, including its officers, shall be determined according to the EOLA Policies and Procedures. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more Officers is required. The initial officers shall be:

- President
- Past President
- President-elect
- Secretary – may be held by President-Elect or any other Chair
- Treasurer – also called Finance Chair

The initial Committee Chairs, who shall also be Directors, shall be:

- Membership Chair
- Forum Chair
- Learning Chair

The Board may appoint as many Directors at large or create other Director Chairs in its direction and pursuant to the Policies and Procedures.

4.4 **Vacancies**

The Board may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled board position, subject to the maximum number of Directors under these Bylaws and the Policies and Procedures. Such an appointment shall be for the balance of the term.

4.5 **Removal of Officers and Directors**

4.5.1 Officers and Directors may be removed by the vote of two-thirds of the Board, for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board. In the event the Board elects to deliberate in executive or closed session then the Director or Officer in question shall leave the room. In the event the Officer or Director in question refuses then that refusal shall be deemed a voluntary resignation of his or her position.

4.6 **Election**

4.6.1 The Policies and Procedures shall provide for the electoral process. Absent any such process, the default rule shall be that the President-Elect shall nominate his or her prospective Board, subject to ratification. In the event no President-Elect exists, the current President shall nominate a candidate, subject to member ratification pursuant to the Policies and Procedures, or, majority vote, in the event no process exists.

4.7 **Meetings**

4.7.1 Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon a minimum of three (3) days' notice by first-class mail, electronic mail, or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, or electronic mail, the notice shall

be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. The President shall have the authority to call a regular meeting in the event that the Board does not, cannot, or will not comply with its obligations under this section.

4.7.2 Special Meetings. Special Meetings of the Board may be called by the President, or any three (3) other Directors of the Board. A Special Meeting must be preceded by at least 2 days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.

4.7.3 Waiver of Notice. Any Director may waive notice of any meeting, in accordance with California law.

4.8 **Quorum for Board Meetings**

4.8.1 Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

4.9 Majority Vote. Except as otherwise required by law or by the articles of incorporation, or these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

4.10 Hung Board-Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the President, then President-Elect, then Treasurer in this order shall have the power to break any tie or impasse.

4.11 Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or Special Meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.12 **Actions by Written Consent**

4.12.1 Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of California, to be taken at a meeting of the Board (or its Committees) of EOLA, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a sufficient number of the Board Members entitled to vote with respect to the subject matter thereof that would otherwise be required to take such action if a

formal meeting and quorum were obtained. Such consent shall have the same force and effect as a regular Board vote, and may be described as such.

4.13 **Committees**

4.13.1 The Board may establish Standing or Select Committees from time to time to operate in the interest of EOLA. Committees must be comprised of one or more Directors.

Any Committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no Committee, regardless of Board resolution, may:

- (a) take any final action on matters which also require Board members' approval or approval of a majority of all members;
- (b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other Committees of the Board of Directors or the members of these Committees;
- (f) expend corporate funds to support a nominee for Director; or
- (g) approve any transaction;
 - (i) to which the corporation is a party and one or more Directors have a material financial interest; or
 - (ii) between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest.

4.14 **Powers, Duties and Qualifications of Specific Offices**

4.14.1 **President.** The President shall have served in two Chair positions prior to taking office. If such a member is not available or qualified, then any member in good standing, may be nominated. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors. The President shall have executive authority to make necessary decisions on behalf of the EOLA Chapter and Board, subject to the Board's approval and

oversight. The President shall not have the authority to take extraordinary transactions without Board approval or to bind EOLA to material financial obligations without Board approval. The Board's failure to overrule a non-extraordinary action of the President within a four month period shall act as a deemed approval of such action.

- 4.14.2 **President-Elect.** The President-Elect will become the President in the next fiscal year. The President-Elect shall become President upon the resignation, expulsion, or incapacity of the President. In the absence or disability of the Board President, the President-Elect shall perform the duties of the Board President. When so acting, the President-Elect shall have all the powers of and be subject to all the restrictions upon the Board President, and shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President.
- 4.14.3 **Secretary.** The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and Committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and Committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The Secretary may appoint, with approval of the Board, a Director to assist in performance of all or part of the duties of the Secretary. The role of Secretary may be held by the President, President-Elect, or any other duly elected Board Member.
- 4.14.4 **Treasurer.** The Treasurer shall be the lead Director for oversight of the financial condition and affairs of EOLA. The Treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results, at least quarterly. In conjunction with other Directors or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board President. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

5. ARTICLE FIVE ADMINISTRATION

5.1 Contracting Authority.

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board subject to approval and oversight of the Board.

5.2 **Salaries, Loans and Payments**

5.2.1 No Director shall receive any compensation.

5.3 **Establishment of Member Dues and Fees**

5.3.1 The Board shall determine dues and fees, including any initiation fee, pursuant to the Policies and Procedures. In the event the Policies and Procedures is silent then the Board shall determine the matter.

5.4 **Books and Records**

5.4.1 The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

5.4.2 Fiscal Year. The fiscal year shall be July 1 to June 30.

5.5 **Insurance**

5.5.1 The corporation shall, at all times, have in place a D & O (Directors and Officers) liability insurance policy with limits of no less than \$1 million.

**6. ARTICLE SIX
FORUM**

6.1 **Creation**

6.1.1 According to EOLA policy new Forums shall be authorized as needed to continue to meet the needs of the membership.

6.2 **Powers**

6.2.1 Forums are intended to be self-governing, subject to their own rules and procedures. They may follow such rules as their members agree, as long as they are not in violation of EOLA and EO Global policy. Forums shall have no power to bind EOLA in any way.

6.3 **Membership in Forum**

6.3.1 Any Member in good standing may join a forum according to EOLA policy established by the Board.

6.3.2 If a Participant in Forum ceases to be a qualified Member of EOLA, the Forum shall comply with EOLA policy regarding Unqualified Forums.

6.4 **Expenses**

6.4.1 Forums shall be responsible for determining and paying their own expenses.

6.5 **Spousal/Domestic Partner**

6.5.1 EOLA may authorize the formation of Forums that will consist only of spouses/domestic partners (SDP) of Members. SDP Forums shall be operated similarly to regular Forums. Participants in SDP are not Members of EOLA.

**7. ARTICLE SEVEN
AMENDMENT**

7.1 These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting or a majority vote of a quorum of the Membership at a duly noticed meeting; and,

(c) that all amendments be consistent with the Articles of Incorporation.

**8. ARTICLE EIGHT
CERTIFICATION**

8.1 These Bylaws were adopted by the Board of Directors on December 8, 2015.

Kevin Ross, President

Jeffrey Smith, Secretary and President-Elect