

**CU Boulder**  
**Center for Leadership**  
**Board of Advisors**  
**By-laws**

(August 2021)

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## **CENTER FOR LEADERSHIP**

### **Board of Advisors**

#### **By-laws**

### **ARTICLE I**

#### **ORGANIZATION NAME**

The name of this organization shall be the CU Boulder Center for Leadership Board of Advisors; in these By-laws it shall be referred to as the "Board."

### **ARTICLE II**

#### **PURPOSE & MISSION**

*Section 1. Purpose.* The Board is organized to be an association of people of all ages, abilities, ethnic groups and religious affiliations who are united in a common value of developing tomorrow's leaders for the University of Colorado Boulder.

*Section 2. Vision.* The Center for Leadership will be the best Center For Leadership in the world, empowering graduates to be society's most impactful leaders. CU Boulder will be nationally recognized as a preeminent leadership University in the nation.

*Section 3. Mission.* The Center for Leadership is the nexus of cutting-edge research, world class experiential education, and innovative approaches to leadership to develop holistic leaders.

### **ARTICLE III**

#### **MEMBERSHIP**

*Section 1. Membership Classes.* The Board shall have no membership classes.

*Section 2. Eligibility for Membership.* Any person who is in general support of the mission and purpose of the Center for Leadership may become a member of the Board.

*Section 3. Notice of Meeting.* Notice of the date, time and place of quarterly meetings shall be provided to the Board via the normal communications methods being used at that time by the Board, not less than thirty days prior to the date of such meeting.

*Section 4. No Voting Rights.* The membership shall not have any vote or decision-making authority, or any similar right, as to any matter raised or discussed, and shall have no authority to speak for or make decisions on behalf of the University. Board meetings are to serve as a forum for members to express their views on Center for Leadership matters.

### **ARTICLE IV**

#### **BOARD OF ADVISORS**

*Section 1. Governance of the Board.* The Board shall be governed by the board chair, referred to in these By-laws as the "Chair," which shall have the authority to manage all the affairs of the Board with the assistance and subject to the decision-making authority of the Executive Director, except to the extent limited by statute, or these By-laws and any governing principles as approved by the board. All powers not delegated by the Chair are reserved to it.

*Section 2. Eligibility.* Any person who is in general support of the mission and purpose of the Center may be a member of the Board of Advisors. Board members shall serve as volunteers, without any expectation of compensation from the Board or the University. Board members are expected to monetarily donate annually to the Center for Leadership without expectation of any reciprocal benefit from the Center, and to a level that is significant and appropriate for the member.

*Section 3. Number.* The number of board members shall be at least fifteen (15) and not more than *forty-five* (45) persons. Within such limits, the exact number of board members shall be determined by the Board. In addition, the board may consist of up to (3) ex officio voting members at the discretion of the Board.

*Section 4. Nomination and Election.* Board members shall be elected from a slate of nominees submitted by the Nominating and Governance Committee in the last Board meeting of the academic year. The slate may include sufficient nominees to fill vacant or additional positions as of the first day of the first month of the succeeding fiscal year. The Board shall vote on such slate at the last regularly scheduled Board meeting of each academic year.

*Section 5. Term.* Each board member shall hold office for a term of three (3) years, or until their successors have been elected and commenced service. Subject to the term limits stated below, a board member whose term is expiring may be considered by the Nominating and Governance Committee for a consecutive term. No board member may hold office for more than three (3) consecutive terms (i.e., nine (9) years); provided that, under special circumstances and upon recommendation by the Executive Director of the Center for Leadership, the Board may vote to extend the term of any board member for a specific period not to exceed the duration of the special circumstances necessitating such extension.

(a) Director terms shall be staggered so that approximately one third of the number of directors will end their terms in any given year.

(b) The term of office shall be considered to begin July 1st and end June 30th of the third year in office, unless the term is extended until such time as a successor has been elected.

(c) A board member that has served three (3) consecutive terms, including any extension thereof, may be considered by the Nominating and Governance Committee for the Board after having not served for a twelve (12) month period.

*Section 6. Removal.* A board member may be removed by a majority vote of the Board; provided that the Nominating and Governance Committee has recommended such removal based on non-compliance with the then extant description of a board member's duties, or such other conduct counter to being a board member as determined by the Center's Executive Director or contrary to standards of conduct imposed by law or policy. Lack of attendance or engagement by board members may be cause for removal.

*Section 7. Vacancies.* Whenever the number of Board Members is less than the total allowed by these By-laws, such vacancy may be filled at any time, upon vote of the remaining board members at a regular or properly convened special meeting. A board member elected to fill a vacant Board position shall hold office for the unexpired term of its predecessor, or until the next election of board members if the vacancy was created by an increase in the number of board members.

*Section 8. Regular Meetings.* The Board will normally meet in each of the four quarters the academic year (July-September; October-December; January-March; April-June). Regular meetings of the Board may be held at such times and places as the Board designates, provided that the first regular meeting of the Board each academic year shall be held in the first academic quarter beginning July 1st.

*Section 9. Special Meetings.* Special meetings of the Board may be called by the Board Chair or the Center's Executive Director. Special meetings may be held at such time and place within Boulder County, Colorado as may be designated in a written notice (which may be sent electronically) sent to each Board member not less than two (2) calendar days prior to such special meeting. Such notice shall set out the date, time, and place of the meeting and the purposes for which it is to be held. No business other than that set forth in the notice shall be conducted at the special meeting. Special meetings may be held by telephone or video teleconference.

*Section 10. Conduct of Meetings.* The Board Chair, or in the absence of the Board Chair, the senior officer of the board in attendance, shall preside at any meeting of the Board.

*Section 11. Attendance.* Board members are required to attend a minimum of three (3) meetings per academic year. Board meetings will be in-person with remote attendance options available (video teleconference).

*Section 11. Quorum.* One half or more of the number of the elected board members holding office at the time of a meeting of the Board shall constitute a quorum for transacting business at such meeting.

## **ARTICLE V OFFICERS**

*Section 1. Officer Positions.* The officers of the Board shall include, in order of seniority, a Board Chair, a Board Vice-Chair, a Secretary/Treasurer. The Board may create such other officer and assistant officer positions as it deems necessary to carry out the purposes and mission of the Board. The officers will collectively comprise the "Executive Committee."

*Section 2. Eligibility.* Officers shall serve as volunteers, without any expectation of compensation from the Board or the University for their service as an officer.

*Section 3. Term.* Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office.

*Section 4. Duties and Responsibilities.* Officers shall have such duties and responsibilities as are stated in these By-laws, as may be assigned by the Board or the Board Chair, as required by law, and as may be set forth from time to time in a job description published by the Nominating and Governance Committee.

*Section 5. Board Chair.* The Board Chair shall (a) have general responsibility for the governance of the Board (which responsibility may be delegated as appropriate), (b) have authority (together with the CFL Executive Director or either of their designees) to sign or countersign such instruments and documents as may be authorized by the Board or these By-laws, or as may be necessary in the ordinary course of the Board's business, (c) make such reports to the Board as that body may require, (d) recommend to the Board the appointment of chairs of standing and special committees, and (e) perform such other additional duties as may be assigned by the Board; except that the Board Chair shall have no authority to speak for or make decisions on behalf of the University.

*Section 6. Board Vice-Chair.* The Board Vice-Chair shall carry out the responsibilities of the Board Chair in the absence of the Board Chair. In addition, the Board Vice-Chair shall serve as the chair of the Nominating and Governance Committee and have such other duties and responsibilities as may be assigned by the Board or the Board Chair.

*Section 7. Secretary/Treasurer.* The Secretary/Treasurer 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/Treasurer shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board Chair. The Secretary/Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The Secretary/Treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. The Secretary/Treasurer shall perform all duties properly required by the board of directors or the Chair.

*Section 8. Removal.* Upon the recommendation of the Executive Committee, any officer may be removed at any regular or special meeting of the Board by a majority vote of the board members holding office at the time of such meeting when, in their judgment, the best interests of the Center for Leadership will be served by such removal; removal may also occur when the Center's Executive Director determines in their sole discretion that the best interests of the Center for Leadership will be served by removal.

*Section 9. Vacancies.* Officer vacancies arising for any reason may be filled by the Board at any regular or special meetings of the Board. Any person elected to fill a vacancy in the middle of a term shall serve for the remainder of such term until its successor is elected and commences service.

## **ARTICLE VI COMMITTEES**

*Section 1. Standing Committees.* The standing committees of the Board shall be (a) Executive Committee (b) Nominating and Governance Committee; (c) Finance Committee (d) Diversity, Equity, and Inclusivity Committee (e) Community Partnership Committee and (f) Fundraising Committee. Unless otherwise stated in these By-laws, each standing committee shall have at least two board members, one of whom shall be the chair of the committee. The Center's Executive Director and Board Chair will be non-voting, ex-officio members of each committee. The standing committee chairs will provide an update on committee activities and way ahead at full board meetings, as appropriate. All committees will have a board approved committee charter and update as appropriate annually.

*Section 2. Other Committees.* The Board, by resolution adopted by a majority of the board members, may designate such other committees as the Board deems necessary for the effective management of the Center for Leadership. The designation and composition of any such other committee and the scope of its authority shall be as determined by the Board.

*Section 3. Reservation of Duties.* The delegation of authority to any committee shall not operate to relieve the Board or any individual of any responsibility imposed by law.

*Section 4. Executive Committee.* The Executive Committee may act for the Board between its meetings when consistent with the policies previously established by the Board. A majority of the Committee shall constitute a quorum. The Chair shall be the Chair of the Executive Committee and it shall include the Chair, Vice Chair, Secretary/Treasurer and Executive Director.

*Section 5. Nominating and Governance Committee.* The Nominating and Governance Committee shall have a minimum of three members, including the Board Vice-Chair and the Secretary/Treasurer. The Board Vice Chair will chair the Nominating and Governance Committee. The Committee shall be responsible for development and presentation to the Board a slate of candidates for Board consideration (as set forth in Article IV, Section 4, above). The Nominating and Governance Committee shall have the responsibility of presenting changes as appropriate to the Board for the bylaws and governing guidelines and other responsibilities as the Board may establish from time to time.

*Section 5 Finance Committee.* The Finance Committee is charged with overseeing the finances of the Board and working with the CU Foundation regarding the status and management of funds. The Finance Committee shall consist of the Secretary/Treasurer and no less than two additional members. The committee shall operate subject to those duties and procedures as adopted from time to time by the Board, in compliance with all University policies and procedures, and subject to the final decision-making authority of the Executive Director.

*Section 6. Diversity, Equity, and Inclusivity Committee.* The DEI Committee is charged with ensuring the values of CU Boulder are practiced by everyone involved with the Center for Leadership. The committee shall ensure all aspects of the Center make anti-racism, diversity, equity and inclusion cornerstones of all experiences and environments related to the Center. The goal is to continuously transform the climate and culture of the CU Boulder leadership community by fostering educational and personal success and justice for all.

*Section 7. Community Partnership Committee.* The Community Partnership Committee is charged with establishing relationships with organizations external to CU Boulder which share the values and vision of the CU Boulder Center for Leadership.

*Section 8. Fundraising Committee.* The Fundraising Committee is charged with the transparent and ethical operations of supporting fundraising in support of the Center for Leadership. The committee will support the CU Boulder advancement staff and remain in communication with advancement professionals.

*Section 8. Eligibility.* Subject to the requirement that each standing committee have at least three members who are board members, committees may be comprised of board members, faculty, staff, students of CU

Boulder, affiliated members of the Center for Leadership and members of the community. All Board members are encouraged to participate in at least one committee.

*Section 9. Meetings.* Meetings of a Committee shall be held at such time, place, and at a frequency as determined by the Committee Chair.

*Section 10. Vacancies.* Committee vacancies may be filled at any time by the Board Chair, the Committee Chair, and the CFL Executive Director.

*Section 11. Quorum.* For all meetings of committees, the number of committee members present at any such meeting shall constitute a quorum for the purpose of conducting business, provided, however, that such number shall not be less than two.

## **ARTICLE VII INDEMNIFICATION and LIABILITY INSURANCE**

*Section 1. Indemnification of Board Members, Employees, Fiduciaries, and Agents.* In their university authorized roles, committee chairs, members of the Center for Leadership Advisory Board, employees, fiduciaries or agents are subject to and controlled by Regent Policy 13.D: Defense and Indemnification of University of Colorado Employees. Regent Policy 13. D states in part that The Board of Regents acknowledges the University of Colorado's obligation to defend and indemnify public employees of the University of Colorado, including officers, employees, servants, and authorized volunteers, in accordance with the terms of the Colorado Governmental Immunity Act.

*Section 2. Rights Not Exclusive.* The indemnification rights stated in these By-laws shall not be exclusive of other rights to which any board member, employee, fiduciary, or agent of the Board may be entitled as a matter of law.

## **ARTICLE VIII MISCELLANEOUS**

*Section 1. Fiscal Year.* The fiscal year of the Board shall begin on July 1st and end on June 30th of the following year.

*Section 2. Nondiscrimination Policy.* The officers, directors, committee members, staff members, and persons served by this Board shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the University of Colorado not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.



**ARTICLE IX  
AMENDMENT OF BYLAWS**

*Section 1. Amendment.* 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

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of CU Boulder Center for Leadership were recommended for approval by the CU Boulder Board of Advisors on Augusts, 17, 2021 and constitute a complete copy of the Bylaws of the Board.

/// *original signed ///*

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Philip P. DiStefano  
Newton Endowed Chair in Leadership  
University of Colorado Boulder

Date: August 17, 2021