

BYLAWS OF THE AGILE GOVERNMENT LEADERSHIP ASSOCIATION

Amended and Restated Bylaws of The Agile Government Leadership Association

1. Name & Offices

- a. The name of the organization shall be as stated in the Articles of Incorporation sometimes referred to as the “Association” in these Bylaws. The activities of the Association may be conducted under that name or, upon compliance with applicable law, any other name that the Board of Directors deems appropriate or advisable. The Board of Directors shall file, or cause to be filed, any necessary amendments to the Association’s Articles of Incorporation, and any fictitious name certificates, foreign state registrations and similar filings, and any amendments that the Board of Directors deems necessary, appropriate or advisable.
- b. The office of the Association shall be located at 2625 Alcatraz Avenue, Suite 320, Berkeley, CA 94705, or at such other office as may be determined from time to time by the Association’s Board of Directors. The Board of Directors may change the identity or address of the registered agent/commercial registered office provider.

2. Mission & Purpose

- a. The overall purpose of the Association as defined in the Articles is to promote and improve the as a common business interest the successful adoption of the use of agile management methods to manage information technology resources by governments and by persons providing services to the government, and to exercise any and all powers permitted by law within the meaning of Section 501(c)(6) of the Internal Revenue Code.
- b. The Board of Directors may update the initial mission statement. The initial mission statement shall be:

We aim to transform the culture of government by bringing agile and innovative practices to public service delivery through shared knowledge and community.

To accomplish this mission, we will:

Build community and foster connection among professionals, organizations, and agencies that seek to infuse agile and innovative practices into public service.

Foster a spirit of openness and innovation by encouraging the sharing of information, the use of free and open source software, and the demonstration of transparency in government.

Share resources, tools, and practical advice to help those who are working to bring innovative practices to public sector service delivery and IT acquisition.

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Celebrate government innovators and organizations that adopt agile ways of working and thinking, reward creative risk-taking, and demonstrate servant leadership and team empowerment.

Through Agile Government Leadership, we will help create a more responsive, engaged government that is accountable to and effectively serves its citizens.

- c. The Association shall (i) carry on programs and activities and sponsor projects in pursuit of fulfilling its purpose and (ii) to engage in any and all lawful acts and activities permitted to nonprofit corporations under the California Nonprofit Corporation Law. In pursuing such purposes, the Association shall not act in any way act that will impair its eligibility for exemption under 501(c)(6) of the Internal Revenue Code of 1986, as amended.
- d. All policies and activities of the Association shall be consistent with (i) applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and (ii) applicable tax exemption requirements, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.
- e. The Association shall cause all works of authorship created by the Association and distributed to its members or to the public, except for those corporate records and corporate filings or other documents which may be required by law to be distributed, to be distributed or published under a Public License unless prohibited by law or doing so would infringe on the rights of third parties. Public Licenses include free software licenses as classified by the Free Software Foundation and open source software licenses as approved by the Open Source Initiative, or substantially similar licenses including without limitation, GNU General Public License, MIT License, GNU Affero General Public License, or Creative Commons Share-Alike licenses. The Board of Directors may in its discretion distribute specific documents under a non-Public License where the Board of Directors determines by a two-thirds vote of its members it is necessary to protect the legitimate interest and rights of the Association's members and the Association. This section may only be amended or removed by a two-thirds vote of members of the Board of Directors and a two-thirds vote of each class of membership voting separately.

3. Membership

- a. Membership in the Association shall be organized by class and will be open to any individual that meets the criteria for the class. Members of all classes must have demonstrated interested in the field of agile project management of government technology services and operations, and other requirements that may be established by the Board of Directors. All applicants for membership must complete and sign the application form provided by the Association and submit the

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- application to the principal office of the Association.
- b. Admission to membership is by majority vote of the Board of Directors based upon a determination that an applicant has met the Association's criteria for membership for the class. The Board of Director shall be responsible determining eligibility for membership for Voting Members, class membership, and associate membership according to the criteria established in the Bylaws and any additional criteria established by the the Board of Directors.
 - c. Any member may resign by filing a written resignation with the Secretary; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of resignation.
 - d. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion, does not require advance notice to the member or deliberation by the Board. A member is automatically expelled without committee action according to the Dues article of these Bylaws. Any member proposed for expulsion for another reason is given advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Membership and Nominations Committee's decision.
 - e. Members meet annually with notice provided in writing or electronically no fewer than ten nor more than sixty days in advance. Proxy voting is permitted at meetings of members; member voting without a meeting may also occur by U.S. Mail, overnight delivery, or electronic mail. A majority of Voting Members attending the Annual Meeting forms a quorum. A majority of votes is required to carry a matter where a quorum exists unless otherwise provided by these Bylaws or law.
 - f. Membership shall be divided into two classes of members: Public Sector Members and Private Sector Members. Eligibility for class membership will be determined by the Board of Directors. Public Sector Members and Private Sector Members shall be Voting Members of the Association.
 - g. Public Sector Members will be comprised of individuals accepted for membership who are employees of government entities. Government entities are agencies, instrumentalities, or other entities of national, federal, state, or local government recognized by the United States Government. Public Sector Members who are not employed by a government entities at the time their annual membership fee is due, shall cease to be Public Sector Members.
 - h. Private Sector Members will be comprised of individuals accepted for membership who are not eligible to be Public Sector Member.
 - i. Associate Members will be comprised of individuals who are not otherwise eligible to be members of the Association but who have met the qualifications for

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Associate Membership as determined by the Board of Directors. Associate Members shall not be entitled to vote. No Voting Member of the Association shall be an Associate Member. The rights and privileges of Associate Members shall be determined by the Board of Directors.

- j. An individual's class of membership designation shall be determined at time of membership or renewal. Membership shall be assessed annually. Varying dues structure will be maintained at the discretion of the Board of Directors. Membership begins upon acceptance by the Board of Directors and continues for a one-year period. Except as expressly permitted by applicable law, no membership shall be assignable or transferable by any person. In order to maintain membership status, all members shall pay the Association their respective annual membership fee within thirty days of its due date.
4. **Dues.**
- a. Dues are established by the Board of Directors.
 - b. Any member of the Association who is delinquent in dues for a period of thirty days is notified of the delinquency and suspended from membership. If dues are not paid within the succeeding thirty days, the delinquent member forfeits all rights and privileges of membership and is automatically expelled.
 - c. No dues will be refunded.
5. **Committees**
- a. The Board of Directors may from time to time establish, designate and dissolve standing committees of the Board of Directors in accordance, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the Board and shall, for those committees and any others provided for herein, elect a director or directors to serve as the member or members of such committee, designating, if it desires, other directors as alternate members who may replace any absent or disqualified member at any meeting of the committee. The Board of Directors shall be required, at all times, to maintain a Finance Committee, and the Nomination Committee, each as described below.
 - b. The purpose of the Finance Committee is to carry out the Association's financial plan with full disclosure to the Association's Board of Directors and membership. The Committee will monitor and recommend revisions as appropriate in order to ensure revenues and expenses are realistic and flexible enough to meet the needs of the Association. Specific responsibilities of the Finance Committee include working with the Association's President to develop processes to ensure that current, accurate financial information is available to the Board and the Association members, that safeguards are in place regarding separation of fiscal duties and for developing and reviewing fiscal procedures, a fundraising plan and annual budget.
 - i. Regular reports showing income, expenditures and pending income shall be

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- prepared and submitted for Board review. Annual reports are due within first quarter of the calendar year.
 - ii. The Finance Committee may also work with other Committees to develop and implement plans to increase revenues from external sources.
 - iii. The financial records of the Association are public information and shall be made available to the membership during regular business hours at the Association offices.
 - iv. The Finance Committee in consultation with the President shall consider the membership dues structure annually. The Finance Committee will report its recommendations to the Board that will view the recommendations. Changes to the dues structure shall require a majority vote of the Board of Directors. Any such changes shall not be effective until the beginning of the next dues year.
 - v. The Finance Committee shall be chaired by the Treasurer, and shall include the President and other members as shall be appointed by the Board.
- c. The purpose of the Nomination Committee to nominated members to be elected to the Board of Directors. The Nomination Committee is responsible for assessing the needs of the Association leadership, developing a slate of qualified nominees to the Board for review in a timely manner, reviewing ballots, and announcing the results in Association publications. The Nomination Committee shall solicit and accept nominations for new members of the Board, and shall submit a slate of candidates to the Board of Directors including biographical information for election. Only members in good standing are eligible for consideration to serve on the Board of Directors.
 - i. The Nomination Committee shall be selected by the Board of Directors and consist only of directors. The members of the Nomination Committee selected by the Board of Directors shall serve for one-year terms, and may serve for a total of three consecutive years.
 - ii. The Association is strongly committed to a policy of equal opportunity as such the Nomination Committee to the extent permitted by law shall take positive action to reach out to a diverse group of members of the Association and make its recommendations without regard to race, color, religion, gender, sexual orientation, gender identity or expression, national origin, age, disability, genetic information, marital status or any characteristic protected by applicable law.
- d. The Board or the President may create Working Groups consisting of members of the Association and to be chaired by an officer of the Association to assist Officers, the Board of Directors and Committees of the Board in performing their responsibilities. Working Groups are not Committees of the Board and may not exercise the authority of the Board. The President may appoint of members of

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Working Groups created by the President. The Board of Members may appoint members to any Working Group.

6. Board.

- a. The Board of Directors of the Association shall be selected as described in the Bylaws. The Board of Directors shall be made up no more than 9 directors including individuals serving ex officio. Officers of the Association shall be ex-officio members of the Board as specified in these Bylaws below. All members of the Association in good standing may qualify for election to Board membership. The Board shall be divided into three categories each serving staggered three year terms starting on the date they are elected by the Members at a annual meeting. directors appointed by the Board, except for those ex officio members, shall serve out the remaining term of the category of directors with the fewest number of directors in it at the time of the new board member's appointment.
- b. The Board may, at its discretion, appoint special advisors to the Board for a defined period of time to perform specific duties deemed necessary by the Board. Any member in good standing, and the President, may propose agenda items for Board meetings.
- c. At each annual meeting of members of the Association an election is held to choose two (2) members of the Board of Directors. All members of the Board of Directors shall serve three-year terms. The initial directors shall be appointed by the incorporator. The first Board may include members with one and two-year terms as specified by the incorporator to begin staggered terms. If Public Sector Members consist of at least one-third of the Voting Members of the Association or there are at least 100 Public Sector Members, two separate elections will be held: a Public Sector Election and a At-large Election. Each election will be for one of the two board seats. Only Public Sector Members will be eligible to vote in the Public Sector Election. Both Public Sector Members and Private Sector Members will be eligible to vote in the At-large Election. Any member who gathers signatures from at least 5% of the membership eligible to vote in a election, or 200 members eligible to vote in a election, shall appear on the ballot for a election they are eligible to vote in.
- d. Any vacancy on the Board including resulting from a member's death, resignation, removal or disqualification or resulting from an increase in the number of directors on the Board shall be filled by a vote of the remaining directors (even if less than a quorum) after taking into account the recommendation made by the Nomination Committee. If the number of directors serving is reduced as a result of the departure of Public Sector Member leaving the board and the resulting board is composed of less than one third Private Sector Members and the Board has more than two directors the Board may not appoint a person who is not a Public Sector Member to fill any vacancy on the Board. A member appointed to fill an existing

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term shall serve the remainder of the unexpired term of his or her predecessor. Board members shall serve three-year terms, with approximately one-third of the Directors coming up for election each year.

- e. The Board shall work with the President and act for the Association in the administration of established policies and programs, and shall make recommendations on matters of policy and operations. The Board shall report on its activities annually at the Association Annual Meeting.
- f. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum of the Board. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law or these Bylaws.
- g. Any Director may resign by delivering his written resignation to the Association at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
- h. A Director may be removed from office with or without cause by vote of three-fourths of the members of the Board of Directors.
- i. Directors do not receive compensation for their services but may be reimbursed for expenses according to an established reimbursement policy.
- j. Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. A written notice of each regular meeting shall not be required. Special meetings of the Directors may be called at any time by the President, Secretary, or Treasurer of the Association, or by any three (3) members of the Board of Directors, and shall be held at the place designated in the notice or call thereof provided that at least five (5) days prior notice of such meeting has been given to the Directors.
- k. Any action by the Directors may be taken without a meeting if a written consent thereof is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.
- l. The Directors may participate in a meeting of the Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
- m. The Board of Directors may, except as otherwise required by law, exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, including, without limiting the generality of the foregoing, the unqualified power:
 - i. To purchase or otherwise acquire any property, rights or privileges on such

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- terms as it shall determine;
- ii. To authorize the creation, making and issuance, in such form as it may determine, of written obligations of every kind, negotiable or non-negotiable, secured or unsecured, to borrow funds and guarantee obligations, and to do all things necessary in connection therewith;
- iii. To remove any officer of the Association with or without cause, and from time to time to devolve the powers and duties of any officer upon any other person for the time being;
- iv. To confer upon any officer of the Association the power to appoint, remove and suspend subordinate officers, employees and agents;
- v. To adopt from time to time such bonus or other compensation plans for employees and agents of the Association as it may determine;
- vi. To adopt from time to time such insurance, retirement, and other benefit plans for employees and agents of the Association as it may determine; and,
- vii. To adopt from time to time regulations, not inconsistent with these Bylaws, for the management of the Association's business and affairs.

7. Officers and Duties

- a. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The President, Secretary, and Treasurer shall be ex officio members of the Board of Directors. The Board may only appoint a member of the Board in good standing to the offices of President, Secretary, or Treasurer unless the number of Board Members is six or less. Any voting member in good standing may be appointed to serve as an Officer. Other offices may be created at the discretion of the Board. Officers shall be elected by a majority vote of the Board of Directors.
- b. Duties Generally: The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. the Vice President acts in place of the President when the President is not available; the Treasurer is the financial officer of the Association; and the Secretary is responsible for preparing or supervising the preparation of the minutes of the meetings of the Board of Directors and the members, and for maintaining the records of the Association.
- c. President & Vice President: The President is the presiding officer of the Board and the Association, and is an ex-officio member of all committees and Working Groups. The office of the President shall coordinate the activities of the Association and shall have general charge and supervision of the business and affairs of the Association, subject to the direction of the Board of Directors. The Board will appoint the President. The President shall hold office at the discretion of the Board. The Vice President acts in place of the President when the President is not available to. The Vice President may attend all board meetings, but shall not be an

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ex officio member of the Board of Directors unless acting in place of the President. In the absence of the Vice President the longest serving member of the Board shall act as Vice President.

- d. **Secretary:** The Secretary is responsible for maintaining the minutes of the Board as well as maintaining the records of the Association. The Secretary will send out meeting announcements, distribute copies of minutes and the agenda, and will be assigned special duties by the President.
 - e. **Treasurer:** The Treasurer is the financial officer of the Association; and is responsible for the oversight of receipts, deposits, disbursements and withdrawals of all Association funds and renders regular financial statements to the Board. The Treasurer will make a report at each Board meeting. As Chair of the Finance Committee, the Treasurer will be responsible for the preparation of the budget subject to the approval of the Board, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer will be assigned special duties by the President. The Treasurer may also designate an Assistant Treasurer who is able to report on the financials in the event the Treasurer is not able to attend a Board meeting. The Treasurer may not also be the President.
 - f. Any officer may resign by delivering his written resignation to the President, Secretary, or Vice President; and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any officer may be removed by the Board of Directors at any time and for any reason.
 - g. The term of President, Vice President, Treasurer, and Secretary shall be for one 1 year from date of the most recent Annual Meeting. Vacancies shall be filled by a vote of the Board. The Secretary may receive nominations for new members from present Board members two weeks in advance of a Board meeting. If a vacancy occurs in the Secretary role for any reason, the position is filled by the Vice President. These nominations shall be sent out Board members with the regular meeting announcement, to be voted upon at the next Board meeting.
- 8. Organization Representation**
- a. The Board may vote to recognize, and affiliate with any organization having purposes similar or complementary to those of the Association. Such an affiliation will be governed by an agreement approved by a majority vote of the Board.
- 9. Annual Meeting**
- a. **Annual Meeting:** The Association shall conduct an Annual Meeting that will include the election of officers by the board of directors and the election of Directors by the eligible membership. The annual meeting of members shall be held in May at a time and place specified by of the Board of Directors.
- 10. Amendment of Bylaws**

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- a. Amendments to these Bylaws may be made at an annual meeting without prior notice by approval of the Board of Directors and by a majority vote of each class of members voting separately. Amendments may be made without a meeting, by U.S. Mail, overnight delivery, or electronic mail, where a majority of the members of each class participates and where the amendments are approved by a two-thirds of voting members of each class of membership. The Board of directors may amend the Bylaws in a manner that does not material and adversely affect the voting rights of any class of member by a vote of the Board at any regular Board meeting.

11. General Provisions

- a. **Contracts:** Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers or any agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the Association and such authority may be general or confined to specific instances.