

MEMORANDUM

Date: March 13, 2019
To: Leadership Greater Chicago Board of Directors
From: Connie L. Lindsey, President

LGC BOARD MEETING AGENDA**March 13, 2019****Dial in: 877-358-8686; Code: 474-723-6068 | International dial-in: 650-251-4484**

- **Location:** Chicagoland Chamber of Commerce; 410 N. Michigan Ave., Suite 900
- **Contact:** Maria Wynne 312.565.0300 ext. 301 (w) or 847.340.6401 (m)
- **Arrival: 7:30-7:45am; buffet breakfast served**
- **Attire:** Business or Business Casual Attire

Time	TOPIC	PRESENTER	DESIRED OUTCOME*
7:45am	Welcome and Call to Order	C. Lindsey	
7:50am	Mission Moment & LFA Report	G. Winter	I
7:55am	Items Requiring Board Approval/Agreement <ul style="list-style-type: none"> • 12/6/18 Board Meeting Minutes 	C. Lindsey	A
8:00am	Leadership Fellows Association Update	G. Winter	I
8:10am	Recruitment & Selection Committee Report <ul style="list-style-type: none"> • Class of 2020 Applicant Status and Process • The Daniel Burnham Fellowship recruitment cohort update 	K. Carroll /M. Turnbull	I
8:20m	Finance Committee Report <ul style="list-style-type: none"> • FY19 YTD Financials 	D. Tropp	I
8:30am	Nominating & Governance Committee Report <ul style="list-style-type: none"> • New Board Candidate Vote • LGC Board President Succession 	M. Small	I/D/A
8:45am	Development Committee Report <ul style="list-style-type: none"> • Celebrate Leaders/Board Challenge 	C. Lindsey, M. Wynne	I/A
8:55am	CEO Report	M. Wynne	I
9:10am	Executive Session	C. Lindsey	
9:30am	Adjourn	All	

- I= Information Sharing D= Discussion A= Action

4.11.2019

celebrate leaders

Milestone year. **Magical night.**

A community dinner to celebrate
LGC's 35th Anniversary and
honor the leaders who make Chicago great.

Corporate Chair

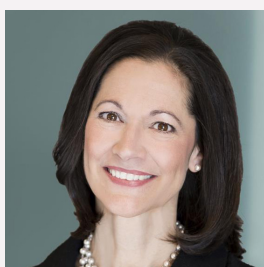


Honoring



Allstate Insurance Company

Corporate Civic Leadership
Award Recipient



Anne Pramaggiore

(FELLOW SINCE 2009)

Senior Executive Vice President and
Chief Executive Officer, Exelon Utilities

2019 Distinguished Fellow Award Recipient

Hilton Chicago, 720 South Michigan Avenue
5:30pm Reception, 6:30pm Dinner and Program

#lgccelebrates lgcchicago.org



LEADERSHIP GREATER CHICAGO

To sponsor a table, please contact
us at 312.565.0300 or info@lgcchicago.org



Save the Date! LGC Upcoming Events

	DATE	EVENT	EVENT TYPE
MARCH	Friday, March 1	Class of 2020 Fellows Application Closes	Program
	Tuesday, March 5- Wednesday, March 6	LGC in Springfield	Fellow Engagement
	Thursday, March 13 7:30-9:30 a.m.	March LGC Board of Directors Meeting <i>The Chicagoland Chamber of Commerce (410 N. Michigan Ave. Suite 900)</i>	LGC Board of Directors
	Thursday, March 14 7:30-9:00 a.m.	Leadership Breakfast Removing Barriers to Economic Exclusions: A Conversation with Catalysts of Change <i>Boston Consulting Group (300 N. LaSalle St.)</i>	Program/Fellow Engagement
APRIL	Thursday, April 11 5:30-10:00 p.m.	Celebrate Leaders Chicago Hilton (720 S. Michigan Ave.)	Fellow Engagement Board Attendance Encouraged
	Thursday, April 18 7:30-10:15 a.m.	Leadership Breakfast Valerie Jarrett Armchair Conversation & Book Signing <i>The Chicago Club (81 E. Van Buren St.)</i>	Program/Fellow Engagement
MAY	Thursday, May 16 7:30-9:00 a.m.	Leadership Breakfast <i>Location TBD</i>	Program/Fellow Engagement
	Wednesday, May 22 7:30-9:00 a.m.	LGC Board of Directors Executive Committee Meeting <i>LGC Office (111 E. Wacker Dr. Suite 1220)</i>	Board of Directors Executive Committee
JUNE	Thursday, June 6 5:30-9:00 p.m.	The Daniel Burnham Fellowship Recognition Reception <i>The Chicago Club (81 E. Van Buren St.)</i>	The Daniel Burnham Fellowship Board Attendance Encouraged
	Wednesday, June 12 4:00-6:00 p.m. <i>*Reception to follow</i>	June LGC Board of Directors Meeting <i>The Chicago Club (81 E. Van Buren St.)</i>	LGC Board of Directors
JULY	Thursday, July 25 5:30-9:00 p.m.	Signature Fellows Program Recognition Ceremony <i>The Chicago Club (81 E. Van Buren St.)</i>	Signature Program Board Attendance Encouraged

BOARD MEETING MINUTES

DECEMBER 6, 2018

MEETING OF THE LGC BOARD OF DIRECTORS December 6, 2018

Directors in Attendance: Mike Andolina, Suzanne Burns*, Kathleen Carroll*, Connie Lindsey, Cindy Moelis*, Arin Reeves, Michele Ilene Ruiz, Michelle Russell*, Lois Scott, Rodrigo Sierra, Michael Small, Andrés Tapia, David Tropp, Manika Turnbull, Melissa Washington, Patrick Whiteside

*indicates Director joined via phone

Directors Absent: Seema Pajula, Shannon Schuyler, David Vitale, Gretchen Winter

LGC Staff in Attendance: Maria Wynne, Ann Carstensen, Bill Gerstein, Kari Nelson, Dimi Venkov

Guests: James Quaid and Charles Burke, ORBA

Call to Order

Board President Connie Lindsey called the meeting to order at 7:35 a.m. Ms. Lindsey welcomed everyone to Northern Trust Global Conference Center and wished everyone happy holidays.

Minutes

Ms. Lindsey referred the Board to the minutes from the meeting held on September 5, 2018, and asked if there were any questions or changes. None were noted.

Patrick Whiteside motioned	to approve the September 5, 2018, minutes as
David Tropp seconded	published.
	<i>Carried</i>

Ms. Lindsey invited Bill Gerstein, LGC Senior Advisor and LGC Fellow since 1988, to share a mission moment. Mr. Gerstein spoke about his day-to-day work as LGC Senior Advisor and his observations of the evolution of the Signature Fellows Program.

Finance Committee Report

Board Treasurer David Tropp welcomed auditors Jim Quaid and Charlie Burke from ORBA. Mr. Tropp noted the recurring adjustment related to a decision made under prior management to not straight-line rent and, as a result, on a continual basis until the expiration of the current lease, a rental expense adjustment is always necessary. It will be removed once the office lease is renewed or canceled. Mr. Tropp shared that the FY18 audit received a clean, unmodified opinion – the best review possible – and thanked Maria Wynne, Dale Metcoff (LGC accountant), and Ann Carstensen for their work on the financials during FY18.

ORBA thanked the staff for their partnership and support during the audit process. No internal control issues surfaced; clean audit from start to finish. The auditors reported it was a relatively quiet year – no new accounting policies adopted, no new accounting pronouncements, no change in existing policies. Activity and footnotes are consistent with prior year. The only updates were the numbers and data. ORBA noted the board designated \$50,000 operating reserve, plus the funds remaining from the David DeCoursey Fund, are set aside for those purposes. They are in a money market account and listed in the investment account.

The auditors noted changes coming in FY19 regarding new financial statement standards. ORBA will continue working with management to ensure compliance.

The Board had the opportunity to ask questions of the ORBA representatives, and of Mr. Tropp following the auditors' departure.

There is an audit communication letter that accompanies the audit. Clean audit, no significant deficiencies, no issues working with management. Passing on the adjustment until lease is amended.

Manika motioned to approve the FY18 audit as presented.
Patrick seconded *Carried*

Mr. Tropp highlighted FY19 financial activity, including the approval of the cash reserve and the need to get clear on the accounting around named fellowships.

CEO Report

LGC Chief Executive Officer Maria Wynne provided updates on the evolving structure of the Program team, new content updates to the Signature Fellows Program, and progress around the development, recruitment and launch of The Daniel Burnham Fellowship.

The Board had an opportunity to ask questions and discuss the updates.

Maria invited Kari Nelson to introduce herself.

Board Director Arin Reeves recognized staff on their efforts. Ms. Lindsey thanked Board Director Michelle Russell for her efforts with strategy that has shaped this work.

Development Committee Report

LGC Vice President of Marketing and Development Ann Carstensen provided an update on FY19 Annual Appeal efforts to date, including LGC's first-ever Day of Giving held on October 13, 2018, to commemorate the 35th Anniversary of the organization's founding, stewardship initiatives, and Fellow engagement strategies through a partnership with the Leadership Fellows Association, including the return of the Class Challenge (deadline is Friday, January 18, 2019). Ms. Carstensen continued by thanking those LGC Board members who had already generously contributed to the campaign, and specifically recognized LGC Board President Connie Lindsey and Board Director Michael Small for the challenge gifts they contributed to generate support during the Day of Giving.

LGC Chief Executive Officer Maria Wynne shared plans for the 2019 Celebrate Leaders benefit, which will be held on Thursday, April 11 at the Hilton Chicago. Ms. Wynne reviewed the sponsorship levels and benefits and outlined areas where LGC Board members could support the fundraiser, specifically the Board Challenge Grant, purchase of tables, and rallying classmates to attend.

The Board had an opportunity to ask questions and discuss the updates.

Recruitment Committee Report

Recruitment Committee Chair Kathleen Carroll began her report thanking staff for the partnership and heavy lifting. Ms. Carroll continued with an overview of the three areas Recruitment has been and will continue to focus in building the candidate pool for the 2020 Class:

1. Marketing and Communications – continue to push brand awareness
2. Program Info Sessions – LGC will continue this practice to ensure higher quality applications; traction so far this year is strong; three sessions to be offered: breakfast session in early December at LGC office; two evening sessions in January and February in the city – Fellows encouraged to accompanying candidates

3. Targeted Outreach – first Committee call of the year focused on targeting large companies that have not participated or have lapsed in participation; the purpose of the outreach is to educate and refresh them on LGC

Thanked the Board for their work with Burnham recruitment.

Ms. Wynne brought the Board's attention to Burnham one-sheeter and new Signature Fellows Program brochure.

Selection Committee Report

Selection Committee Chair Manika Turnbull noted the continued partnership with Recruitment Committee and Chair and thanked those LGC Board members who are participating on the 2019 Selection Committee. The first Committee meeting will be held on Feb. 21, 2019. The final Committee meeting will be held in May to select the 2020 Class.

Ms. Turnbull mentioned a softened approach to the age criteria and noted the updated language used in the new Signature Fellows Program brochure. LGC will consider candidates above and below the age range, as appropriate. Additionally, LGC has and will continue to reach out to organizations that were shutout by the age requirement last year.

Ms. Turnbull continued by noting the Selection Committee will drive toward a class of 50 Fellows for the 2020 Class if the level of talent among the applicant pool supports this increase. Ms. Turnbull thanked Maria Wynne and Dimi Venkov for their help with a one-sheeter to be distributed to the LGC Board with rationale for this shift. Ms. Wynne stated that it's nice to have the capability and runway, but noted LGC won't go to 50 if the quality isn't there. She continued that LGC will aggressively recruit from industries that are new or have not been represented in the Class (e.g., technology).

The Board had the opportunity to ask questions.

Nominating & Governance Committee Report

Nominating & Governance Committee Chair Michael Small noted headlines from the first Committee meeting of the year:

1. Continue to attract talent to Board
2. Leveraging technology for greater efficiency
3. How we work together (implementing best practices)
 - a. Committee Checklist (document responsibilities; make transitions easier)
 - b. Annual Board self-assessment (get annual process in place)
 - i. Noted recent Spencer Stuart and pro bono lawyer resources that were helpful to get this off the ground
 - c. Review committee charters annually
4. Bylaws review

The Board had the opportunity to ask questions.

EXECUTIVE SESSION

The Board went into executive session at 9:17 a.m.

The Board adjourned at 9:32 a.m.

REPORT OF THE RECRUITMENT & SELECTION COMMITTEES

The Selection Committee is responsible for recommending a class of Fellows to the Board for its consideration. The Committee works with the pool of candidates generated by the Recruitment Committee and a set of processes and guidelines which it recommends to the Board for assessment of the individual applicants. Applicants are interviewed and selected on the basis of the balance and quality which are the tradition of the Fellows class.

Recruitment Chair: Kathleen Carroll

Selection Chair: Manika Turnbull

Primary Staff Liaison: Kari Nelson

Meeting Frequency: 4-5 times per year

REQUEST OF THE BOARD

- **MONDAY, MAY 20: 11:00AM-12:00PM** – SAVE THE DATE FOR BOARD PHONE CALL FOR APPROVAL OF LGC SIGNATURE PROGRAM CLASS OF 2020 FELLOWS

REPORT TO THE BOARD OF DIRECTORS BY THE SELECTION AND RECRUITMENT CHAIRS

1. **Selection Committee Meeting:** The 2019-20 Selection Committee met on Thursday, February 21 to review the application, evaluation, interview, and selection process for the LGC Class of 2020. Selection Chair Manika Turnbull and LGC Senior Director of Leadership Programs guided the Committee through the selection timeline, the role and responsibilities of the Committee, evaluation and selection criteria, and changes to the process. Highlights of the meeting include:
 - Updates to the Selection Timeline
 - Interview's held during 4 week timeline as opposed to 5 week timeline beginning a week earlier than last year
 - Incorporation of unconscious bias resources and materials to help ensure a balanced and inclusive selection process. These materials were discussed at the meeting, and will be reviewed prior to each interview panel. Special thanks to Shannon Schuyler and PwC for providing them for use by LGC and the Selection Committee.
 - A robust discussion was had concerning the possibility of using standardized questions during each interview panel – either entirely or in small batch. No decision to change the current process was reached.

The Committee will hold its final meeting on Wednesday, May 8th to select the Class of 2020 for approval by the LGC Board on Monday, May 20th at 11:00a.m. The Board will receive the proposed list by end of day on Friday, May 17th.

Report respectfully submitted by Selection Committee Chair
and Recruitment Committee Chair,

Manika Turnbull
Chair, Selection Committee
Kathleen Carrol
Chair, Recruitment Committee

REPORT OF THE FINANCE COMMITTEE

The Finance Committee oversees the financial plans and operations of the organization. These include recommending an annual budget and monitoring results against the budget, monitoring and recommending changes in the investment accounts, selecting the auditor and reviewing audit results. Finally, the Committee makes long range financial plans and recommends adjustments to the plans as changes occur.

Chair: David Tropp
Primary Staff Liaison: Maria Wynne
Meeting Frequency: 6 times per year

<u>REQUEST OF THE BOARD</u>
<ul style="list-style-type: none">• NONE

REPORT OF THE FINANCE COMMITTEE TO THE LEADERSHIP GREATER CHICAGO BOARD

The Finance committee met on February 5th 2019, to review LGC financials through December 31, 2018, to review the LGC investment portfolio performance and to discuss the reclassification of revenue for internal reporting purposes.

LGC Financial through December 31, 2018 (Please refer to attached executive summary and financial reports for a status on financials)

Reclassification of Earned vs. Contributed revenue

The reclassification of revenue was discussed, namely, earned versus contributed. In the past, LGC had considered the LGC Class of Fellows sponsorships as contributed revenue and the Celebrate Leaders event as earned revenue. While that classification had been questioned in prior years as to whether the revenues were accurately classified, the classification to categorization (earned vs. contributed) remained the same with the agreement of the audit firm's counsel.

With the addition of The Daniel Burnham Fellowship, it was time for the internal financial statements to more accurately classify revenue from services rendered versus charitable contributions. The LGC Signature Fellows program and The Daniel Burnham Fellowship should be classified as earned revenues and the Celebrate Leaders event, as contributed revenue.

The committee agreed that the classification of revenues, would be revised for internal reporting only. This is not an external accounting change – this is for internal purposes and has been confirmed by the auditors at ORBA. Classification of revenue going forward will include the following:

- Earned revenues will include the Signature Fellows program revenues, The Daniel Burnham Fellowship revenues and any proceeds from programming that is related to program for the Fellowship Leadership Breakfast Series, leadership exchanges, social events and other activities of the Leadership Fellows Association (LFA).
- Contributed revenues will include traditional charitable contributions such as Grants, Named Fellowships, Annual Appeal, and the Celebrate Leaders revenues.

For external reporting purposes, these categories will be collapsed and reported simply as revenue as they have been already been reported to date.

Investment Portfolio

The investment portfolio was reviewed by CEO Maria Wynne in a meeting with JP Morgan Chase on 1/24/19. The portfolio has performed well and it was the opinion of JP Morgan Chase that the allocations remain valid with the exception of one minor category. The recommendation was made to institute a formal investment committee and leadership of such a committee. The committee is considering Fellows who may have an appropriate background

and will appoint a leader from the finance committee after a committee slate is reviewed and approved in the upcoming months.

In addition, it was suggested that in the coming months, the committee develop a policy regarding operating reserve levels and that a 3 year financial forecast be considered as part of establishing what would be considered a prudent level of reserves for the operation going forward. Along with that discussion, management of cash reserves as part of revenue cyclicity will be a consideration for reserve usage and management.

Report respectfully submitted by Finance Committee Chair,

David Tropp
Board Treasurer

Leadership Greater Chicago
Executive Summary for Financial Statements
Ending January 31, 2019 – FY19

Statement of Financial Position:

Total assets were \$1,118,000 at the end of the period showing a decline of \$256,000 YOY. Current assets are down primarily due to a downward market move in the investment portfolio. In addition, \$150,000 was withdrawn in the beginning of the fiscal year to create a \$50,000 cash reserve and provide \$200,000 of operation cash to offset a cyclical cash low. The total amount of draw-down of \$250,000 will be replenished by fiscal year end when revenues from the Celebrate Leaders event and The Daniel Burnham Fellowship come in.

Aging Receivables of \$60,000 include commitments from Fellows from FY18 and FY17 totaling \$8,000 which we consider uncollectable and will write off at the end of the fiscal year, and \$52,000 from outstanding corporate commitments for the most recent Celebrate Leaders dinner that we are attempting to collect on. Given the companies that are on the list, we expect to be able to collect on but the write off of \$8,000 of this amount.

Statement of Cash Flow

Operational cash flow is down from the prior year by \$108,000. This is due to higher operating expenses YOY creating the operational loss. The change in operational cash has been funded by the reserve draws. The operational accounts ending balances between the periods show \$150,000 more in current period (\$230,000 draws less \$50,000 operating deficit and a \$30,000 payment of other liabilities).

Statement of activities

Year over Year:

Operational surplus is down \$98,000 from the prior year due to higher expenses in FY19.

Comparatively, revenues are about the same. Downward impacts are Foundation revenue in the amount of \$15,000 received off cycle at the end of FY18 and accounted to the prior fiscal year, a payment of \$17,500 for the Class of 2019 is outstanding and lastly the loss of a full pay participant in the Class of 2019 after selection. Upward impacts are Burnham revenues of \$40,000, Celebrate Leaders Sponsorship of \$25,000 from Federal Home Loan. Between February and March, The Daniel Burnham Fellowships will be received totaling \$370,000. Celebrate Leaders revenues will come in between February and June.

Expenses are \$86,000 higher YOY. Timing of some expenses, higher program rental costs, outside contract fees for program management as well as unbudgeted expenses associated with one on one coaching for IDI debriefs for the LGC Fellows and the board are included. In addition, LGC has made

advance investments to launch The Daniel Burnham Fellowship of \$16,000 which will later be offset when revenues come in starting in February.

Actual vs. Budget

Revenues are lower than budget by \$11,000. Downward impacts are the off cycle Foundation contribution received in FY18 and credited to that year, the Class sponsorships lower than expected due to one full pay drop-off and general class composition (lower full pay and corporate than in previous years), and annual appeal forecast off by \$46,000.

Expenses are higher than budget by only \$20,000, The negative variance is due to higher room rental costs incurred to accommodate larger audiences for the Leadership Breakfast Series, unbudgeted expenses for IDI 1:1 assessments and coaching, and expenses incurred to launch The Daniel Burnham Fellowship. Telephone expenses are expected to go down as billing is corrected due to a more favorable and retroactive renewal secured by our IT provider.

Summary:

The current operational deficit is a result of being at a higher expense point in the year. As the influx from cash from the Celebrate Leaders fund raiser, Annual Appeal and The Daniel Burnham Fellowship comes in, all financial positions will improve. While the operational income was projected to be breakeven by the end of the fiscal year, the impact of the unbudgeted revenue over expenses not yet realized will show a much larger surplus than budgeted for year end. This temporary deficit period is not a cause of concern as major revenue influx will be taking place between February and year end.

Leadership Greater Chicago, Inc.
Statement of Financial Position
As of January 31, 2019

8:06 pm

02/17/19

Accrual Basis

ASSETS

Current Assets			
Checking/Savings	183,297	35,192	148,105
Accounts Receivable	60,000	56,970	3,030
Other Current Assets	908,531	1,289,235	(380,704)
Total Current Assets	1,151,828	1,381,397	(229,569)
Fixed Assets	17,761	28,019	(10,258)
Other Assets	19,001	35,548	(16,547)
TOTAL ASSETS	1,188,590	1,444,964	(256,374)

LIABILITIES & EQUITY

Liabilities			
Current Liabilities			
Accounts Payable	14,629	36,184	14,191
Credit Cards	18,215	4,024	14,191
Other Current Liabilities	17,910	18,314	(404)
Total Current Liabilities	50,754	58,522	(7,768)
Equity	1,137,836	1,386,442	(248,606)
TOTAL LIABILITIES & EQUITY	1,188,590	1,444,964	(256,374)

Leadership Greater Chicago, Inc.
Statement of Cash Flows
July 2018 through January 2019

	Jul 18 - Jan 19	Jul 17 - Jan 18	Change
OPERATING ACTIVITIES			
Net Income	(96,338)	179,211	(275,549)
Less investment income or add investment loss	41,012	(124,388)	165,400
Add cash not required in current period			
Accumulated depreciation and amortization	15,169	13,391	1,778
Operational cash provided (used)	(40,157)	68,214	(108,371)
Adjustments to reconcile operational cash provided to net cash used in operating activities:			
Accounts receivable	69,327	33,750	35,577
Prepaid expenses	(38,922)	(16,563)	(22,359)
Accounts payable	18,000	(72,366)	90,366
Payroll Liabilities	(29,139)	(33,244)	4,105
Accrued payroll taxes	9,201	5,411	3,790
Refundable Advances	(247,500)	(42,010)	(205,490)
Interest/Dividends retained in reserve	(17,099)	(19,377)	2,278
Net cash (used) by Operating Activities	(276,289)	(76,185)	(200,104)
INVESTING ACTIVITIES			
Fixed Assets purchased	0	(12,413)	12,413
Net cash (used) by Investing Activities	0	(12,413)	12,413
FINANCING ACTIVITIES			
Transfer from reserve	230,000	0	230,000
Temporarily restrict net asset	0	0	0
Net cash provided by Financing Activities	230,000	0	230,000
Net cash (decrease) for period	(46,289)	(88,598)	42,309
Cash at beginning of period	229,585	123,791	
Cash at end of period	183,296	35,193	

Leadership Greater Chicago, Inc
Statement of Activities (Actual v Budget and Year Over Year)
July 2018 through January 2019

	Actual v Budget			Year Over Year		
	Jul 18 - Jan 19	Budget	\$ Over Budget	Jul 18 - Jan 19	Jul 17 - Jan 18	\$ Change
Ordinary Income/Expense						
Income						
Contributed support	262,872	271,000	(8,128)	262,872	240,884	21,988
Earned revenues	464,596	471,000	(6,404)	464,596	496,606	(32,010)
Dividends & interest-securities	17,099	13,600	3,499	17,099	19,377	(2,278)
Total Income	744,567	755,600	(11,033)	744,567	756,867	(12,300)
Expense						
Dues and Subscriptions	5,798	8,750	(2,952)	5,798	6,753	(955)
Salaries & Related Expenses	376,205	360,094	16,111	376,205	364,774	11,431
Other Contractual Expenses	71,325	114,071	(42,746)	71,325	78,193	(6,868)
Non-personnel Expenses	19,633	14,420	5,213	19,633	12,073	7,560
Occupancy Expenses	54,123	57,155	(3,032)	54,123	55,296	(1,173)
Travel & Meeting Expense	6,080	10,185	(4,105)	6,080	10,069	(3,989)
Depreciation	15,169	15,169	0	15,169	13,391	1,778
Misc Expenses	7,708	9,905	(2,197)	7,708	8,318	(610)
Fundraising Expenses	27,410	0	27,410	27,410	0	27,410
Marketing Expenses	14,484	19,800	(5,316)	14,484	29,673	(15,189)
LCG Board Expenses	9,185	2,600	6,585	9,185	1,457	7,728
Program Expenses	187,808	162,236	25,572	187,808	128,917	58,891
Total Expense	794,928	774,385	20,543	794,928	708,914	86,014
Net Operational Surplus (Deficit)	(50,361)	(18,785)	(31,576)	(50,361)	47,953	(98,314)
Investment Gain (Loss)	(45,977)			(45,977)	124,388	(170,365)
Other Income	0			0	6,867	(6,867)
Net Organizational Surplus (Deficit)	(96,338)			(96,338)	179,208	(275,546)

REPORT OF THE NOMINATING AND GOVERNANCE COMMITTEE

The Board Governance and Nominating Committee serve two functions: To recruit and recommend candidates for the Board of Leadership Greater Chicago and to oversee Governance and Board succession. The Committee evaluates the needs of the Board and works to meet the needs of the Board with new talent in line with the traditional diversity profile of Leadership Greater Chicago. The Committee annually recommends a slate of officers of the organization to the Board.

Chair: Michael Small
Primary Staff Liaison: Maria Wynne

REQUEST OF THE BOARD

- **VOTE TO ACCEPT LGC BYLAWS REVISION**
- **VOTE TO ELECT NEW CANDIDATE TO THE LGC BOARD**
- **DISCUSS BOARD PRESIDENT SUCCESSION**
- **PENDING DISCUSSION - VOTE TO ELECT CURRENT BOARD PRESIDENT FOR A RENEWAL TERM OF TWO YEARS**

REPORT OF THE NOMINATING COMMITTEE TO THE LEADERSHIP GREATER CHICAGO BOARD

The Nominating and Governance committee met on February 4, 2019, to discuss the Leadership Greater Chicago bylaws update in progress, board pipeline status, and new board candidates for consideration for the LGC Board, and LGC Board President succession.

Michele Ilene Ruiz presented proposed redlined changes to the current LGC bylaws, the result of work she has been leading in conjunction with LFA Board President Gretchen Winter and with the support of pro bono counsel, Jodi Pelletiere, tax-exempt attorney and partner at Quarles & Brady LLP. The proposed changes were discussed and the Committee determined that further work is needed to the bylaws. Specifically, two areas need further discussion and work: 1.) the purpose of LGC will need to be carefully drafted to appropriately capture the LGC mission and its work, and 2.) further work is needed to define the definition of the relationship and function of the Leadership Fellows Association (LFA) as a part of LGC. Input was provided on the size of the LGC Board. The recommendation was to have a lower limit of 18 and an upper limit of 23 Board members. Currently the board is at 19 members (plus one ex-officio), and up to four additional Board members could be added if the upper limit is increased to 23. It was agreed by the Committee that the updated bylaws as drafted will be presented to the LGC Board now for consideration and the areas of work mentioned above will be addressed at another time.

Board/Board President Succession

LGC Board member service terms were reviewed. There are no LGC Board members approaching final terms by September of this year. Completing terms with an option for renewal are: Suzanne Burns, who could opt to serve for a third term; Michelle Russell, who could opt to serve for a second term; David Tropp, who would complete his first term and opt to serve a second term.

New Board candidate, Larry Serota (Fellow since 2013) was brought forward. Since the meeting, Board President Connie Lindsey has met with Mr. Serota and approves of his nomination. The Nominating and Governance Committee would like to make a motion to recommend Larry Serota to serve on the LGC Board of Directors for one term that will commence in June of 2019 and end in fall of 2022.

The term for current Board President Connie Lindsey will come to an end in September 2019, after two years of service. The Committee discussed Board President terms as well as the continuance of Board President Connie Lindsey, who has agreed to serve another two-year term if the Board supports this direction. The discussion was held in executive session as Connie Lindsey and the CEO excused themselves from the remainder of the meeting. The Committee agreed to request nominations (including self-nominations) and consider all candidates, but would inform the LGC Board that Ms. Lindsey is interested in another two-year term as Board President.

The last order of business was a discussion on Board self-assessment and next steps. The Committee unanimously agreed on the importance of the Board self-assessment and will conduct the process in the same manner as last year.

Report respectfully submitted by Nominating and Governance Committee Chair,

Michael Small

Chair, Nominating and Governance Committee



Larry Serota

Executive Managing Director & Board Member

Transwestern

LGC Fellow since 2013

Larry Serota currently serves as executive managing director at Transwestern and specializes in tenant representation. He represents users of space throughout the United States and advises clients on real estate strategies that align with overall organizational goals and financial objectives. Additionally, Larry is a member of Transwestern's Board of Directors. Larry also serves as Chair of Transwestern's Emerging Leaders Council and Nonprofit Advisory Group and is a member of the National Tenant Advisory Council, working closely with executive leadership to develop key innovation strategies and new business opportunities.

CAREER HIGHLIGHTS

Larry has successfully integrated his personal commitment to sustainability within his business practice, becoming a LEED accredited professional. He facilitates the creation of healthy and productive workplaces by implementing sustainable design strategies aiding in the reduction of a company's operational costs and carbon footprint.

PROFESSIONAL AFFILIATION / RECOGNITION

In 2017, Larry was named by *Crain's Chicago Business* as one of the most influential real estate brokers in Chicago. In 2015, Larry was honored by Real Estate Forum as one of the "Top 50 under 40" of all commercial real estate professionals in the U.S. He received the National Excellence in Sustainability Award in 2013, and the President's Award across all service lines for the Midwest in 2012. Consistently a top producer, he has been a member of the Champion's Club at Transwestern for being among the top 25 producers in the country.

Larry is a member of the following organizations:

- Board of Directors Executive Committee and Chairman of Building Committee, Chicago Children's Museum
- Past Chairman/Co-Founder, Chicago Children's Museum's Metropolitan Board and Volunteer Corps
- High Jump Mentoring Program, past Co-Chair & Member of the Auxiliary Board
- Anti-Defamation League's Envision 2009, Vice-Chair

EDUCATION

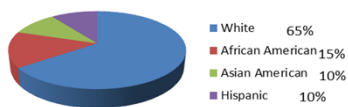
Larry graduated from the University of Wisconsin Madison where he was a member of the national dean's list, UW's dean list, and Phi Eta Sigma honors society. He also holds a certificate in urban real estate from UIC graduate school of business, ULI endorsed.

FY19 (2018-2019) LGC Board Members and Terms

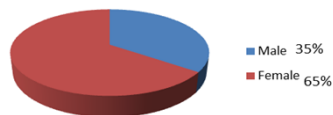
Confidential: LGC Board Meeting 3/13/19

	Name	Organization	Fellow Since	Date Joined	Current Term	Next Term End Date	Executive Committee Service	On-boarding Partner	FY19 Committees (Chairs are Exec Committee)	Sector	Function	Ethnicity	Gender
1	Michael Andolina	Sidley Austin, LLP	2015	Sep-18	1st	2021		M.Russell	Recruitment	Professional Services	Legal	White	Male
2	Suzanne Burns	Spencer Stuart	2011	Oct-13	2nd	2019	YES		Nom/Gov	Professional Services	Talent/D&I-Strategy	White	Female
3	Kathleen Carroll	First Midwest	2013	Oct-15	2nd	2021	YES		Recruitment Chair	Business	Talent/D&I	White	Female
4	Connie Lindsey	Northern Trust	2001	Oct-14	2nd	2020	YES		Development Chair	Business	Talent/D&I	African American	Female
5	Cindy Moelis	Pritzker Traubert Foundation	Non-Fellow	Jun-18	1st	2020		C.Lindsey/ D. Tropp	Recruitment	Nonprofit	Philanthropy	White	Female
6	Seema Pajula	Deloitte & Touche LLP	2015	Jan-16	2nd	2021	YES		Finance	Professional Services	Finance	Asian American	Female
7	Arin Reeves	Nextions	2003	Jan-16	2nd	2021			Recruitment	Professional Services	Talent/D&I	Asian American	Female
8	Michele Ilene Ruiz		2006	Apr-13	2nd	2020	YES		Nom/Gov	Professional Services	Legal	White	Female
9	Michelle Russell	Boston Consulting Group	2009	Apr-17	1st	2019			Nom/Gov	Professional Services	Strategy	White	Female
10	Shannon Schuyler	PwC/PwC Foundation	2010	Oct-14	1st	2020			Nom/Gov	Professional Services	Gov't/Comms	White	Female
11	Lois Scott	Epoch Advisors	1990	Sep-18	1st	2021		D. Tropp/ M. Small	Finance	Business	Finance	White	Female
12	Rodrigo Sierra	American Medical Association	Non-Fellow	Sep-18	1st	2021		D. Vitale	Recruitment	Nonprofit	Marketing	Hispanic	Male
13	Michael Small		1992	Oct-14	2nd	2020	YES		Nom/Gov Chair	Business	CEO/ED	White	Male
14	Andres Tapia	Korn Ferry	2008	Sep-18	1st	2021		C.Lindsey	Selection	Professional Services	DNI	Hispanic	Male
15	David Tropp	CBRE, Inc.	1995	Oct-17	1st	2019	YES		Finance Chair & Nom/Gov	Professional Services	Finance	White	Male
16	Manika Turnbull	Health Care Service Corporation (BCBS)	2015	Oct-15	2nd	2021	YES		Selection Chair	Healthcare	Talent/D&I	African American	Female
Lifetime Director	David Vitale	Urban Partnership Bank	1985						Nom/Gov	Business	Business	White	Male
18	Melissa Washington	ComEd	2016	Jun-18	1st	2020		C. Lindsey/ M. Russell	Recruitment	Business	Gov't/Comms	African American	Female
19	Patrick Whiteside	Nicor Gas	2016	Jun-18	1st	2021		G. Winter / M. Ruiz	Development	Business	Ops	White	Male
20	Gretchen Winter	Unviersity of Illinois	1990	Oct-17			YES-Ex-Officio		Nom/Gov	Education	CEO/ED	White	Female

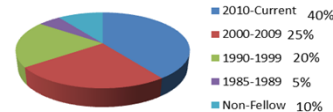
Race



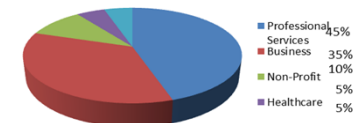
Gender



Decade Representation



Sector



Regarding size of the board and per the LGC Bylaws: Not less than 16 BOD members or more than 21 which includes Lifetime Director Non-term LFA Director

CONFIDENTIAL

2/26/2019



LEADERSHIP
GREATER
CHICAGO

AMENDED AND RESTATED BYLAWS
(Amended and Restated as of _____,
2019)

ARTICLE 1

Purposes

Section 1.1 Purposes. The purposes of Leadership Greater Chicago (the “Corporation”), as stated in its Articles of Incorporation, are: to plan, operate and participate in charitable, religious, scientific and educational services in the Chicago metropolitan region; and specifically to involve a broad cross-section of community leaders and potential leaders in a planned, high level, comprehensive curriculum designed thoroughly to inform participants of major contemporary issues and/or problems facing the greater Chicago area and to encourage their active participation in community efforts.

Section 1.2 Limitations on Operations. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, 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 above. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any provision of the Articles of Incorporation of the Corporation or these Amended and Restated Bylaws (these “Bylaws”), the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible for federal income, estate, and gift tax purposes under Sections 170(c)(2), 20155(a)(2), and 2522(a)(2) of the Code, respectively.

Section 1.3 Dissolution. In the event of the dissolution of the Corporation, and prior to the completion thereof, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in a manner in accordance with the provisions of the Not for Profit Corporation Act to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of

Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE 2

Offices

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE 3

Board of Directors

Section 3.1. General Powers. The property and affairs of the Corporation shall be managed by its Board of Directors.

Section 3.2. Number, Tenure, Election and Qualifications.

- (a) The number of Directors of the Corporation shall be not less than twenty (20) nor more than twenty-five (25), as shall be fixed from time to time by resolution of the Board of Directors.
- (b) Of the total number of Directors set forth in Section 3.2(a), (i) one of them shall be the "Lifetime Director," as set forth below; (ii) the Board Chair of the Leadership Greater Chicago Fellows Association will serve ex-officio as a Director; and (iii) all other Directors shall be "Term Directors," as set forth below.
- (c) Term Directors shall be appointed to terms of one (1) year, two (2) years or three (3) years as set forth in the appointing resolution for each such term Director, with each such term to expire at the corresponding annual meeting of the Board of Directors after his or her election or until such Term Director's earlier death, resignation, or removal or upon the appointment of his or her successor where the vacancy would cause the Board of Directors to be below its minimum number. Term Directors may serve for multiple terms, not to exceed ten (10) years of service in the aggregate (whether or not consecutively served).
- (d) The Board of Directors may appoint a Lifetime Director to serve until his or her resignation, removal or death.
- (e) Any Director may resign at any time by giving written notice to the Board of Directors, the Board Chair, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, a resignation need not be accepted in order to be effective.
- (f) The Board may from time to time elect Emeritus Directors who will be entitled to receive notice and attend regular meetings of the Board, unless otherwise determined by the Board, but shall not be entitled to vote on actions or matters before the Board. Any such Emeritus Director shall not be counted for purposes of (i) Section 3.2(a), (ii) determining a quorum, or (iii) obtaining the number of Directors required to pass a vote. Emeritus Directors shall serve a single, one-year term, subject to reappointment by the Board for one or more successive terms.

Section 3.3. Regular Meetings. A regular annual meeting of the Board of Directors for the election of directors and for the transaction of such other business as may properly be brought before the meeting shall be held in the Fall on a date fixed by the Board Chair.

Section 3.4. Special Meeting. A special meeting of the Board of Directors may be called by or at the request of the Board Chair or any two Directors, and such person or persons may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board so called.

Section 3.5. Meetings Held Through Communications Equipment. While members of the Board of Directors and committee members are expected to attend meetings in person if at all possible, meetings of the Board of Directors or any committee of the Board may be held through communications equipment, including, but not limited to, conference telephone, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can simultaneously communicate with each other, and such participation shall constitute presence in person at such meeting.

Section 3.6. Notice. Except as otherwise prescribed by law, written notice of the time and place of any meeting of the Board of Directors shall be given at least two (2) days previously thereto. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail so addressed with first-class postage thereon prepaid. If notice is given by facsimile transmission, such notice shall be deemed to be given upon direction to the facsimile number of record of the Director. If notice is given by email or other means of electronic transmission, such notice shall be deemed to be given upon direction to the email address or other electronic address of record of the Director. If sent by any other means, such notice shall be deemed to be delivered when actually delivered to the home or business address of record of the Director. A Director may waive notice of any meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or by these By-Laws.

Section 3.7. Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved in writing by all of the Directors, or by all of the members of such committee, as the case may be, who are entitled to vote in respect of the subject matter thereof. The writing or writings shall be filed with the minutes of the proceedings of the Board of Directors or committee. Any such consent approved in accordance with this Section 3.7 shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under Not for Profit Corporation Act.

(b) A Director or committee member, as the case may be, may approve a written consent electronically if the electronic communication approving such written consent (i) includes the approving person's full or otherwise clearly identifiable name in a form intended by the approving person to serve as his or her signature and to authenticate the consent; (ii) contains, references, or attaches the written consent action; (iii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iv) contains a clear reference to the written consent action in the subject line.

Section 3.8. Quorum. One-third of the entire Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting, provided that if less than one-third of the Directors are present, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3.9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation or by these Bylaws.

Section 3.10. Vacancies. Any vacancy, however occurring, in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 3.11. Removal. A Term Director may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office. Such action shall be

taken at a regular or special meeting of the Directors, and the proposed removal shall be set forth in the notice of any such meeting, given at least twenty (20) days prior to the meeting.

Section 3.12 Executive Committee. There shall be an executive committee of the Corporation (the "Executive Committee") that shall consist of those Officers elected by the Board of Directors and such other Directors, if any, as the Board of Directors shall elect. At all times the Executive Committee shall include the chairperson of each standing advisory committee of the Board. The Executive Committee shall have and may exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that such Executive Committee shall not have the authority of the Board of Directors with respect to (a) electing, appointing, or removing any member of the Executive Committee or other committee or any Officer; (b) adopting a plan of merger or adopting a plan of consolidation with another corporation; (c) authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Corporation; (d) authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; (e) adopting a plan for the distribution of the assets of the Corporation or for dissolution; or (f) amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee (the duties collectively set forth in (a) through (f), the "Non-Delegable Duties"). The Executive Committee may take any action on behalf of the Board of Directors as may from time to time be permitted by law, other than with respect to any Non-Delegable Duty. The Board Chair shall serve as the chairperson of the Executive Committee.

Section 3.13. Board Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate one or more Board committees in addition to the Executive Committee, each to consist of two or more Directors and a majority of each committee's membership to be Directors. Any committee, to the extent provided in the resolution of the Board of Directors and allowed by law, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation; provided, however, that no such committee shall have the power or authority of the Board of Directors in reference to any Non-Delegable Duty.

Section 3.14. Advisory Committees. By resolution, the Board of Directors may designate other advisory committees not having and exercising the authority of the Board of Directors in the management of the Corporation. Members of any such advisory committee may, but need not, be Directors, and the Board of Directors shall appoint the members thereof, except as and to the extent such authority shall be vested in an Officer or agent of the Corporation by the Board of Directors, and further provided that the chairperson of each advisory committee shall be a Director. Standing advisory committees shall include Nomination and Governance Committee, Program Recruitment and Selection, Finance and Fundraising. In addition, the Leadership Fellows Association (LFA) shall be a permanent advisory committee. Sections 3.15 to 3.19 hereof shall not apply to LFA, but rather the attached bylaws of LFA as amended from time to time shall apply to LFA.

Section 3.15. Term of Office. Each member of a committee of the Board of Directors or an advisory committee (each, a "Committee Member") shall continue as such until the next Annual Directors Meeting and until such Committee Member's successor is appointed, unless the committee shall be sooner terminated by resolution

of the Board of Directors, or unless such Committee Member resigns or is removed from such committee. Any Committee Member may be removed, with or without cause, by the person or persons authorized to appoint such Committee Member whenever in such person's or persons' judgment the best interests of the Corporation shall be served by such removal.

Section 3.16. Chair. One member of each committee, who is a Director, shall be appointed as chair by the Board of Directors, acting upon the nomination of the Nomination and Governance Committee.

Section 3.17. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the original appointments.

Section 3.18. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the Committee Members shall constitute a quorum and the act of a majority of the Committee Members present at a meeting at which a quorum is present shall be the act of the committee.

Section 3.19. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 4

Officers

Section 4.1. Number. The Officers of the Corporation shall be a Board Chair, one or more Vice Chairs (the number thereof, if more than one, to be determined by the Board of Directors), a Secretary, a Treasurer and such other Officers and assistant Officers as may be elected or appointed by the Board of Directors, acting upon the nomination of the Nomination and Governance Committee. Any two or more offices may be held by the same person.

Section 4.2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting, provided that the Board Chair shall serve a two-year term. If the election of Officers shall not be held at such meeting, the election shall be held as soon thereafter as conveniently possible.

Section 4.3. Removal. Any Officer may be removed by the Board of Directors, either with or without cause, whenever in its judgment the best interests of the Corporation shall be served thereby. The removal of an Officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.4. Vacancies. A vacancy in any office, however caused, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.5. Board Chair. The Board Chair shall be the principal executive officer and President of the Corporation and shall in general supervise and control all the business and affairs of the Corporation, subject to any directions which may be given by the Board of Directors. The Board Chair shall preside at all meetings of members and of the Board of Directors (but not committee meetings other than the Executive Committee).

Section 4.6. Vice Chairs. The Vice Chairs, in order of their seniority, shall perform the duties of the Board Chair in the Board Chair's absence and shall each serve as a Vice President of the Corporation. Any Vice Chair shall perform such other duties as may from time to time be assigned by the Board Chair or by the Board of Directors.

Section 4.7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties, in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall (a) have custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 4 of these Bylaws; and (b) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board Chair or by the Board of Directors.

Section 4.8. Secretary. The Secretary shall (a) keep the minutes of all meetings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of any seal of the Corporation and see that any seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized under the provisions of these By-Laws; (d) keep a register of the post office addresses of each Director which shall be furnished to the Secretary by such Director; and (e) in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board Chair or by the Board of Directors.

Section 4.9. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bond for the faithful discharge of their duties, in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and the Assistant Secretaries in general shall perform such duties as shall be assigned by the Treasurer or the Secretary, respectively, or by the Board Chair or by the Board of Directors, and in addition an Assistant Secretary shall have all of the powers and authorities given the Secretary.

ARTICLE 5

CEO and Executive Director

Section 5.1. CEO and Executive Director. The Board of Directors shall appoint an executive director of the Corporation, who shall have the title of Chief Executive Officer (CEO). The CEO shall be the principal agent of the Board of Directors in the management and administration of the Corporation. The CEO shall be responsible for developing, administering, and evaluating the Corporation's progress in relation to its program, objectives, and community needs. The CEO shall in general be responsible for the fiscal management, budgetary planning, grant management, curriculum planning, and evaluation of the Corporation. The CEO shall be responsible for selecting and employing other members of the staff as authorized by the Board of Directors, and shall in general supervise, direct, and lead the staff. The CEO may sign bonds, mortgages, and all other contracts and documents which the Board of Directors has authorized to be

executed pursuant to Section 6.1 whether or not under the seal of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by law, the Board of Directors, or these Bylaws to any Officer or agent of the Corporation. The CEO shall perform such other duties as may be assigned from time to time by the Board Chair or the Board of Directors. The Board of Directors may give the CEO a different title, such as Executive Director.

ARTICLE 6

Contracts, Checks, Deposits and Funds

Section 6.1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; authority may be general or confined to specific instruments.

Section 6.2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments may be signed by the Treasurer or an Assistant Treasurer and countersigned by one other Officer.

Section 6.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

Section 6.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 7

Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any authority of the Board of Directors and shall keep at its registered office or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director, or any Director's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 8

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July in each year and end on the last day of June in the next year succeeding calendar year.

ARTICLE 9

Seal

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

ARTICLE 10

Indemnification and Insurance

Section 10.1 Mandatory Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that the person is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (each, an "Other Enterprise"), against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 10.2 Permissive Indemnification. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of an Other Enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Notwithstanding the foregoing, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 10.3 Successful Defense of Action. To the extent that a present or former Director, Officer, or employee of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Section 10.01 or Section 10.02 of these Bylaws, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

Section 10.4 Authorization of Indemnification. Any indemnification under this Article 10 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former Director, Officer, employee, or agent is proper in the circumstances (the "Determination") because he or she has met the applicable standard of conduct. The Determination shall be limited to (a) whether the person to be indemnified has met the standard specified in Section 10.1, Section 10.2, or Section 10.3 hereof and (b) the amount of the indemnification permitted by law. Any Determination with respect to a person who is then serving as a Director or as an Officer shall be made (i) by the majority vote of the Directors who are not parties to such action, suit, or proceeding (collectively, the "Independent Directors"), even though less than a quorum, (ii) by a committee of Independent Directors, even though less than a quorum, designated by a majority vote of the Independent Directors, or (iii) if there are no Independent Directors, or if the Independent Directors so direct, by independent legal counsel in a written opinion.

Section 10.5 Advance Payments. Expenses (including attorneys' fees) incurred by a Director or Officer in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article 10. Such expenses (including attorneys' fees) incurred by former Directors and Officers or other employees and agents of the Corporation or by any person serving at the request of the Corporation as a director, trustee, officer, employee, or agent of an Other Enterprise may be so paid on such terms and conditions, if any, as the Corporation deems appropriate.

Section 10.6 Non-Exclusivity and Continuation. The indemnification and advancement of expenses provided by or granted under this Article 10 (a) shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of Independent Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office; and (b) shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, employee, or agent of the Corporation and inure to the benefit of the heirs, executors, and administrators of such a person.

Section 10.7 Insurance. The Corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification and advance payments it is authorized or obligated to make pursuant to this Article 10; and (b) on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of an Other Enterprise, to insure against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article 10.

Section 10.8 Limitation. Notwithstanding anything to the contrary in this Article 10, no payment shall be made under this Article 10 if such payment would result in a penalty under the applicable Section of Chapter 42 of the Code.

ARTICLE 11

Miscellaneous

Section 11.1. Electronic Communication. Whenever any action is required by these Bylaws or otherwise to be “written”, to be “in writing”, to have “written consent”, to have “written approval” or the like by or of the member, Directors, or committee members, such requirement may be satisfied by a communication transmitted or received by electronic means.

Section 11.2. Electronic Means. Any action required by these Bylaws or otherwise to be “written”, to be “in writing”, to have “written consent”, to have “written approval” and the like by or of members, Directors, or committee members shall include any communication transmitted or received by electronic means.

Section 11.3. Definitions. In addition to the terms defined elsewhere in these Bylaws, the following terms shall have the following meanings when used herein:

(a) “Articles of Incorporation” means the Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Illinois on October 13, 1983, and any amendments thereto.

(b) “Section of the Code” means a section of the Internal Revenue Code of 1986, as amended, and shall include corresponding provisions of future federal tax laws, all as from time to time in effect.

(c) “Director” means a voting member of the Board of Directors.

(d) “Not for Profit Corporation Act” means the Illinois General Not for Profit Corporation Act of 1986, as amended.

ARTICLE 12

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the Board of Directors; provided, however, that no such alteration, amendment, repeal, or adoption shall in any way conflict with the purposes of the Corporation as stated in its Articles of Incorporation or otherwise cause the Corporation to lose its qualification as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.



LEADERSHIP
GREATER
CHICAGO

Style Defini

~~BY LAWS~~

~~(Reflects FY17 Board Approved Amendments)
June 30, 2017~~



LEADERSHIP
GREATER
CHICAGO

~~AMENDED AND RESTATED BYLAWS
(Amended and Restated as of
2019)~~

~~ARTICLE 1~~

~~Purposes~~

~~The purposes for which the corporation is organized are:~~

~~To involve a broad cross-~~

~~Section 1.1 Purposes. The purposes of Leadership Greater Chicago (the "Corporation"), as stated in its Articles of Incorporation, are: to plan, operate and participate in charitable, religious, scientific and educational services in the Chicago metropolitan region; and specifically to involve a broad cross-section of community leaders and potential leaders in a planned, high level, comprehensive curriculum designed thoroughly to inform participants of major contemporary issues and/or problems facing the greater Chicago area and to encourage their active participation in community efforts.~~

~~The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including among such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).~~

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committee of the Board may be held through communications equipment, including, but not limited to, conference telephone, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can simultaneously communicate with each other, and such participation shall constitute presence in person at such meeting.

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Section 3.6. Notice. Except as otherwise prescribed by law, written ~~or actual~~ ~~oral~~ notice of the time and place of any meeting of the Board of Directors shall be given at least two (2) days previously thereto. ~~Any director~~ If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail so addressed with first-class postage thereon prepaid. If notice is given by facsimile transmission, such notice shall be deemed to be given upon direction to the facsimile number of record of the Director. If notice is given by email or other means of electronic transmission, such notice shall be deemed to be given upon direction to the email address or other electronic address of record of the Director. If sent by any other means, such notice shall be deemed to be delivered when actually delivered to the home or business address of record of the Director. A Director may waive notice of any meeting. Attendance of a ~~director~~ Director at any meeting shall constitute a waiver of notice of such meeting, except where a ~~director~~ Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or by these By-Laws.

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Section 3.6-7. Action Without a Meeting. -

(a) Any action required ~~by law or permitted~~ to be taken at a meeting of the Board of Directors, ~~or any other action which may be taken at a meeting of the Board of Directors, or any committee thereof~~ may be taken without a meeting, if a consent in writing, setting forth the action so taken ~~shall be signed by all directors, shall be approved in writing by all of the Directors, or by all of the members of such committee, as the case may be, who are~~ entitled to vote in respect of the subject matter thereof. ~~Such~~ The writing or writings shall be filed with the minutes of the proceedings of the Board of Directors or committee. Any such consent approved in accordance with this Section 3.7 shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under ~~the General~~ Not for Profit Corporation Act of Illinois.

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(b) A Director or committee member, as the case may be, may approve a written consent electronically if the electronic communication approving such written consent (i) includes the approving person's full or otherwise clearly identifiable name in a form intended by the approving person to serve as his or her signature and to authenticate the consent; (ii) contains, references, or attaches the written consent action; (iii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iv) contains a clear reference to the written consent action in the subject line.

Section 3.7-8. Quorum. One ~~third~~ of the entire Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting, provided that if less than one ~~third~~ of the ~~directors~~ Directors are present, a majority of the ~~directors~~ Directors present may adjourn the meeting from time to time without further notice.

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Section 3.89. Manner of Acting. The act of a majority of the ~~directors~~ Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation or by these ~~By-Laws~~ Bylaws.

~~Section 3.9-10. Vacancies.~~ Any vacancy, however occurring, in the Board of Directors and any directorship to be filled by reason of an increase in the number of ~~directors~~ Directors may be filled by the Board of Directors. A ~~director~~ Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

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~~Section 3.10-11.~~ Removal. A Term Director may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office. Such action shall be taken at a regular or special meeting of the Directors, and the proposed removal shall be set forth in the notice of any such meeting, given at least twenty (20) days prior to the meeting.

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~~Section 3.12 Executive Committee.~~ There shall be an executive committee of the Corporation (the "Executive Committee") that shall consist of those Officers elected by the Board of Directors and such other Directors, if any, as the Board of Directors shall elect. At all times the Executive Committee shall include the chairperson of each standing advisory committee of the Board. The Executive Committee shall have and may exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that such Executive Committee shall not have the authority of the Board of Directors with respect to (a) electing, appointing, or removing any member of the Executive Committee or other committee or any Officer; (b) adopting a plan of merger or adopting a plan of consolidation with another corporation; (c) authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Corporation; (d) authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; (e) adopting a plan for the distribution of the assets of the Corporation or for dissolution; or (f) amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee (the duties collectively set forth in (a) through (f), the "Non-Delegable Duties"). The Executive Committee may take any action on behalf of the Board of Directors as may from time to time be permitted by law, other than with respect to any Non-Delegable Duty. The Board Chair shall serve as the chairperson of the Executive Committee.

~~Section 3.13. Board Committees.~~ The Board of Directors may, by resolution adopted by a majority of the ~~directors~~ Directors in office, ~~may~~ designate ~~and appoint~~ one or more Board committees in addition to the Executive Committee, each ~~of which shall~~ consist of two or more ~~directors and such other individuals as the Board of Directors may appoint, which committees~~ Directors and a majority of each committee's membership to be Directors. Any committee, to the extent provided in ~~such~~ the resolution of the Board of Directors and allowed by law, shall have and may exercise all the powers and authority of the Board of Directors in the management of the ~~corporation. The designation~~ business and ~~appointment~~ affairs of ~~any~~ the Corporation; provided, however, that ~~no~~ such committee ~~and shall have the delegation thereto of power or authority shall~~ of the Board of Directors in reference to any Non-Delegable Duty.

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~~Section 3.14. Advisory Committees.~~ By resolution, the Board of Directors may designate other advisory committees ~~not operate to relieve the Board of Directors, or any individual director,~~ having and exercising the authority of the Board of Directors in the management of the Corporation. Members of any such advisory committee may, but

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year. ~~term.~~ If the election of ~~officers~~ Officers shall not be held at such meeting, the election shall be held as soon thereafter as conveniently possible.

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Section 4.3. ~~Removal.~~ Any ~~officer~~ Officer may be removed by the Board of Directors, either with or without cause, whenever in its judgment the best interests of the ~~corporation~~ Corporation shall be served thereby. ~~The removal of an officer~~ The removal of an Officer shall be, without prejudice to the contract rights, if any, of the person so removed.

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Section 4.4. ~~Vacancies.~~ A vacancy in any office, however caused, may be filled by the Board of Directors for the unexpired portion of the term.

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Section 4.5. ~~President. Board Chair.~~ The ~~President~~ Board Chair shall be the principal executive officer and President of the ~~corporation~~ Corporation and shall in general supervise and control all the business and affairs of the ~~corporation~~ Corporation, subject to any directions which may be given by the Board of Directors. ~~The President~~ The Board Chair shall preside at all meetings of members and of the Board of Directors: (but not committee meetings other than the Executive Committee).

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Section 4.6. ~~Vice Presidents. Chairs.~~ The Vice ~~Presidents~~ Chairs, in order of their seniority, shall perform the duties of the ~~President~~ Board Chair in the ~~President's~~ Board Chair's absence. ~~and shall each serve as a Vice President of the Corporation.~~ Any Vice ~~President~~ Chair shall perform such other duties as may from time to time be assigned by the ~~President~~ Board Chair or by the Board of Directors.

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Section 4.7. ~~Treasurer.~~ If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties, in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall (a) have custody of and be responsible for all funds and securities of the ~~corporation~~ Corporation, receive and give receipts for moneys due and payable to the ~~corporation~~ Corporation from any source, and deposit all such money in the name of the ~~corporation~~ Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 4 of these ~~By-Laws~~ Bylaws; and (b) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the ~~President~~ Board Chair or by the Board of Directors.

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Section 4.8. ~~Secretary.~~ The Secretary shall (a) keep the minutes of all meetings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these ~~By-Laws~~ Bylaws or as required by law; (c) be custodian of the corporate records and of any seal of the ~~corporation~~ Corporation and see that any seal of the ~~corporation~~ Corporation is affixed to all documents, the execution of which on behalf of the ~~corporation~~ Corporation under its seal is duly authorized under the provisions of these ~~By-Laws~~; (d) keep a register of the post office addresses of each ~~director~~ Director which shall be furnished to the Secretary by such ~~director~~ Director; and (e) in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the ~~President~~ Board Chair or by the Board of Directors.

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~~Section 4.9. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bond for the faithful discharge of their duties, in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and the Assistant Secretaries, in general shall perform such duties as shall be assigned by the Treasurer or the Secretary, respectively, or by the PresidentBoard Chair, or by the Board of Directors, and in addition, an Assistant Secretary shall have all of the powers and authorities given the Secretary.~~

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~~Section 4.10. Compensation. The Board of Directors, by affirmative vote of a majority of directors then in office and irrespective of any personal interest of any director, shall have authority to establish reasonable compensation of all officers for their services. No officer shall be prevented from receiving such compensation by reason of being a director.~~

ARTICLE 5

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CEO and Executive Director

~~Section 5.1. CEO and Executive Director. The Board of Directors shall appoint an executive director of the Corporation, who shall have the title of Chief Executive Officer (CEO). The CEO shall be the principal agent of the Board of Directors in the management and administration of the Corporation. The CEO shall be responsible for developing, administering, and evaluating the Corporation's progress in relation to its program, objectives, and community needs. The CEO shall in general be responsible for the fiscal management, budgetary planning, grant management, curriculum planning, and evaluation of the Corporation. The CEO shall be responsible for selecting and employing other members of the staff as authorized by the Board of Directors, and shall in general supervise, direct, and lead the staff. The CEO may sign bonds, mortgages, and all other contracts and documents which the Board of Directors has authorized to be executed pursuant to Section 6.1 whether or not under the seal of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by law, the Board of Directors, or these Bylaws to any Officer or agent of the Corporation. The CEO shall perform such other duties as may be assigned from time to time by the Board Chair or the Board of Directors. The Board of Directors may give the CEO a different title, such as Executive Director.~~

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ARTICLE 6

Contracts, Checks, Deposits and Funds

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~~Section 56.1. Contracts. The Board of Directors may authorize any ~~officer~~Officer or ~~officers~~Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ~~corporation~~Corporation; authority may be general or confined to specific instruments.~~

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~~Section 56.2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the ~~corporation~~Corporation, shall be signed by such ~~officer~~Officer or ~~officers~~Officers.~~

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agent or agents of the ~~corporation~~Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments may be signed by the Treasurer or an Assistant Treasurer and countersigned by one other ~~officer~~Officer.

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Section 56.3. Deposits. All funds of the ~~corporation~~Corporation shall be deposited from time to time to the credit of the ~~corporation~~Corporation in such banks or other depositories as the Board of Directors may select.

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Section 56.4. Gifts. The Board of Directors may accept on behalf of the ~~corporation~~Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the ~~corporation~~Corporation.

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ARTICLE 7

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ARTICLE 6

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Records

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The ~~corporation~~Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any authority of the Board of Directors and shall keep at its registered office or principal office a record giving the names and addresses of the ~~directors~~Directors. All books and records of the ~~corporations~~Corporation may be inspected by any ~~director~~Director, or any ~~director's~~Director's agent or attorney, for any proper purpose at any reasonable time.

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proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that the person is or was a Director, Officer, employee, or agent of ~~this corporation,~~the Corporation, or is or ~~shall have been~~was serving at the request of the ~~corporation~~Corporation, as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust ~~or other enterprise,~~ or other enterprise (each, an "Other Enterprise"), against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

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Section 10.2 Permissive Indemnification. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of an Other Enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Notwithstanding the foregoing, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 10.3 Successful Defense of Action. To the extent that a present or former Director, Officer, or employee of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Section 10.01 or Section 10.02 of these Bylaws, or in defense of any claim, issue, or matter therein, such person shall be indemnified ~~by this corporation in accordance with and to the full extent~~ against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

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Section 10.4 Authorization of Indemnification. Any indemnification under this Article 10 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former Director, Officer, employee, or agent is proper in the circumstances (the "Determination") because he or she has met the applicable standard of conduct. The Determination shall be limited to (a) whether the person to be indemnified has met the standard specified in Section 10.1, Section 10.2, or Section 10.3 hereof and (b) the amount of the indemnification permitted by the General Not for Profit Corporation Act of Illinois as in effect law. Any Determination with respect to a person who is then serving as a Director or as an Officer shall be made (i) by the majority vote of the Directors who are not parties to such action, suit, or proceeding (collectively, the "Independent Directors"), even though less than a quorum, (ii) by a committee of Independent Directors, even though less than a quorum, designated by a majority vote of the Independent Directors, or (iii) if there are no Independent Directors, or if the Independent Directors so direct, by independent legal counsel in a written opinion.

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Section 10.5 Advance Payments. Expenses (including attorneys' fees) incurred by a Director or Officer in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article 10. Such expenses (including attorneys' fees) incurred by former Directors and Officers or other employees and agents of the Corporation or by any person serving at the time of adoption of request of the Corporation as a director, trustee, officer, employee, or agent of an Other Enterprise may be so paid on such terms and conditions, if any, as the Corporation deems appropriate.

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Section 10.6 Non-Exclusivity and Continuation. The indemnification and advancement of expenses provided by or granted under this by law or as amended from time to time. The foregoing right of indemnification shall Article 10 (a) shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any by law, agreement, vote of disinterested directors or otherwise. If authorized by the Board of Directors, the corporation Independent Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office; and (b) shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, employee, or agent of the Corporation and inure to the benefit of the heirs, executors, and administrators of such a person.

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Section 10.7 Insurance. The Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect(a) to insure itself with respect to the indemnification and advance payments it is authorized or obligated to make pursuant to this Article 10; and (b) on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving, at the time of adoption of this by law or as amended from time to timerequest of the Corporation as a director, trustee, officer, employee, or agent of an Other Enterprise, to insure against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article 10.

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Section 10.8 Limitation. Notwithstanding anything to the contrary in this Article 10, no payment shall be made under this Article 10 if such payment would result in a penalty under the applicable Section of Chapter 42 of the Code.

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ARTICLE 11

The

Miscellaneous

Section 11.1. Electronic Communication. Whenever any action is required by these Bylaws or otherwise to be "written", to be "in writing", to have "written consent", to have "written approval" or the like by or of the member, Directors, or committee members, such requirement may be satisfied by a communication transmitted or received by electronic means.

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(a) "Articles of Incorporation" means the Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Illinois on October 13, 1983, and any amendments thereto.

(b) "Section of the Code" means a section of the Internal Revenue Code of 1986, as amended, and shall include corresponding provisions of future federal tax laws, all as from time to time in effect.

(c) "Director" means a voting member of the Board of Directors, may alter, amend or repeal these By Laws and.

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(d) "Not for Profit Corporation Act" means the Illinois General Not for Profit Corporation Act of 1986, as amended.

ARTICLE 12

These Bylaws may ~~adopt~~ be altered, amended, or repealed, and new ~~By Laws~~ Bylaws may be adopted, by the Board of Directors; provided, however, that no such alteration, amendment, repeal, or adoption shall in any way conflict with the

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purposes of the Corporation as stated in its Articles of Incorporation or otherwise cause the Corporation to lose its qualification as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

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REPORT OF THE DEVELOPMENT COMMITTEE

The Development Committee identifies the development needs of the organization, including the Annual Appeal, the Celebrate Leaders Dinner, and potential endowment needs. The Committee works closely with the Finance Committee to identify the contribution needs of the organization and leads the organization in securing the required level of financial sponsorship.

Interim Co-Chairs: Connie Lindsey and Maria Wynne
Primary Staff Liaison: Ann Carstensen

REQUEST OF THE BOARD

- **CLOSE ANY OUTSTANDING PERSONAL COMMITMENTS FROM FY18**

**BOARD MEMBERS ARE ENCOURAGED TO MAKE THEIR BOARD COMMITMENTS EARLY TO ANY
OF THE BELOW**

- **CELEBRATE LEADERS TABLE COMMITMENT**
- **MAKE CONTRIBUTION TO CELEBRATE LEADERS BOARD CHALLENGE GRANT**

Report of the Development Committee To the Leadership Greater Chicago Board

The Development Committee met several times since the December Board meeting to review results of the Annual Appeal campaign and strategize fundraising efforts for this year's Celebrate Leaders benefit on Thursday, April 19, 2019. Members of the Development Committee are: Mike Andolina (2015), Melissa Washington (2016), and Patrick Whiteside (2106). LGC Board President Connie Lindsey (2001) and Chief Executive Officer Maria Wynne serve as Co-Chairs. Ann Carstensen, VP of Marketing and Development is the staff liaison.

Annual Appeal:

The launch of LGC's first Day of Giving campaign on October 13, 2018, was designed to commemorate the 35th Anniversary of our founding and serve as the official launch of the FY19 Annual Appeal Campaign. The vision is that a Day of Giving (a 24-hour digital fundraising campaign) will be held each year on October 13 to mark LGC's anniversary and kick-off Annual Appeal. The inaugural campaign raised \$25,000, including two match/challenge gifts of \$5,000 each (donated by LGC Board President Connie Lindsey and LGC Board Director Michael Small).

While Annual Appeal contributions are collected throughout the entire fiscal year, results through February 25, 2019, are as follows:

- 401 gifts received by 370 donors (356 are LGC Fellows)
- 36% LGC Fellow engagement (goal is 30%)
- **Every** LGC Fellow Class (including 2019) had at least ONE donor
- 79% of LGC Board contributed (15 of 19 board members; not including ex officio member)
- 92% of LFA Board contributed (34 of 37 board members)

- \$124,814 raised to date (78% of \$600,000 goal)
- \$550 of total dollars raised have been designated to David DeCoursey Fund

- 25 active monthly donors (the **most active monthly donors in a fiscal year** since the inception of this option in 2016)

The **FY19 Class Challenge results** are as follows:

Most Dollars Raised

Class of 2011 at \$16,310 raised (a **NEW Class record!**)

100% Participation*

- Class of 2010 (8th consecutive year; continuing their record-breaking streak!)
- Class of 2011 (5th consecutive year)
- Class of 2018 (in their first year after completing the Signature Fellows Program)

*Three Classes reached 100% participation; the **most Classes to achieve this level of participation in a fiscal year** since the Class Challenge was established.

Most Improved Dollars Raised

Class of 2013 **increased its collective giving by \$3,215** this year; a **247% increase over last year!**

Most Improved Participation

Class of 2004 **increased its collective giving by 18 donors** this year; a **450% increase over last year!**

23 Classes experienced an increase in giving over last year:

1985, 1986, 1988, 1989, 1991, 1992, 1993, 1994, 1995, 1997, 2000, 2001, 2002, 2003, 2004, 2005, 2008, 2009, 2011, 2013, 2014, 2016, and 2017

15 Classes experienced an increase in participation over last year:

1985, 1986, 1988, 1989, 1992, 1995, 2000, 2001, 2002, 2003, 2004, 2005, 2013, 2016, and 2017

The Class Challenge results will be shared with the LGC Fellowship via email in late February. As has become tradition, a FREE rooftop celebration will be held in late June for the Classes that achieved Most Dollars Raised, 100% Participation, and most improved in both categories. The LGC Team will coordinate with the LFA representatives from the winning Classes to secure a date that works best for the majority of Fellows involved.

A fiscal year-end annual appeal campaign will be executed the last six weeks of FY19 to secure the remaining \$35,000 needed to reach the \$160,000 goal. The audience will include LGC Fellows and friends of LGC who have not yet made a gift (either through Annual Appeal or the in-room ask at Celebrate Leaders) this fiscal year.

Celebrate Leaders:

This year's Celebrate Leaders benefit will be held on April 11, 2019, at the Hilton Chicago. The Corporate Chair is CIBC – last year's Corporate Civic Leadership Award recipient. The 2019 Corporate Civic Leadership Award will be presented to Allstate. The award will be accepted by Josh Milberg (Fellow since 2017), Vice President of Technology Strategy and Transformation. The 2019 Distinguished Fellow will be presented to Anne Pramaggiore (Fellow since 2009), Senior Executive Vice President and CEO of Exelon Utilities. Ms. Pramaggiore oversees Exelon's six local gas and electric utility companies.

This year's benefit is targeted to raise \$600,000. The fundraising effort for this event is led by Board President Connie Lindsey and CEO Maria Wynne, with support from the Development Committee and the VP of Marketing and Development.

As of Monday, February 25, a total of \$283,000 (47% of goal) has been raised with 26% of renewals. Of the 11 sponsors at the \$25,000+ levels last year, 7 (64%) have renewed, and a new sponsor has been secured at this level (Federal Home Loan Bank of Chicago sponsored a named Fellowship for the 2019 Signature Fellows Program). Additional new sponsors include American Medical Association (\$10,000) and W. W. Grainger (\$5,000). Solicitation letters dropped on February 19 to renew sponsors at the \$10,000 (Silver) and \$5,000 (Bronze) levels. LGC is also shopping around a \$10,000 sponsorship opportunity for the Leadership Lounge (after party for dinner guests only). Invitations drop the end of February.

To stimulate sponsor support, LGC's media partner *Crain's* has once again generously donated a full-page, 4C pro bono ad to promote the event. Platinum (\$25,000) and Silver (\$10,000) sponsors who commit by Friday, March 8, 2019, will be recognized in this ad with the inclusion of their logos. The ad will appear in the 3/25 issue of *Crain's*, which is the Best New Event Spaces issue.

Report respectfully submitted by interim Development Committee Chairs,

Connie Lindsey
Board President
and Maria Wynne
Chief Executive Officer

**Report from the
Chief Executive Officer**

Report for the Leadership Greater Chicago Board

By the Chief Executive Officer

As most of the committee reports provide a status on the state of the business, this report provides an update on the recent launch of *The Daniel Burnham Fellowship*. An update was provided to the LGC Board during its Board Retreat on January 10, 2019. However, as none of the report was memorialized, what follows is a summary of the discussion along with a general update.

The Daniel Burnham Fellowship is designed to inspire new executive leaders to mobilize and exert their combined influence and status by immersing themselves in the fabric of Chicago to positively impact its future, and the continued economic progress of this vibrant region we all call home.

Beyond managing teams and running organizations, executive leaders in Chicago become part of the fabric of the city and its business networks. To be effective, these leaders first gain an understanding of Greater Chicago — both its opportunities and its challenges.

As a Daniel Burnham Fellow, participants are immersed in Chicago's vibrant structure of civic leaders, providing an interconnected view on the key opportunities and challenges facing our business community and our region.

Launch

On February 7, 2019, The Daniel Burnham Fellowship was launched at a reception at the newly opened Chicago Architecture Center with Daniel Burnham Fellows, guests, LGC Board members, and speakers in attendance, totaling close to 50.

Prior to the evening reception, The Daniel Burnham Fellowship cohort was brought together for introductions and an overview.

Fellows and guest were welcomed by LGC Chief Executive Officer Maria Wynne and Gordon Gill, world-renowned architect, on behalf of Chicago Architecture Center CEO Lynn Osmond. The keynote speaker for the evening was David Vitale, Chairman Urban Partnership Bank, LGC Board Member, and LGC Fellow since 1985. Mr. Vitale spoke of civic leadership, its importance, and the fact that is you are an executive leader in Chicago, "you will be asked" to serve.

Inaugural cohort

Below is the list of the inaugural cohort of Daniel Burnham Fellows:

Rod Adams	PwC, US/Mexico Talent Acquisition Leader
Pat Barrett	First Midwest Bancorp Inc., Executive Vice President and Chief Financial Officer
Joe Dominguez	ComEd, Chief Executive Officer
Michael Ericson	Federal Home Loan Bank of Chicago, Executive Vice President
Sean Garrett	United Way of Metro Chicago, President and Chief Executive Officer
Kate Gebo	United Airlines, Executive Vice President of Human Resources and Labor Relations
Evan Hochberg	Crown Family Philanthropies, President
Mark Ishaug	Thresholds, Chief Executive Officer

John Latessa, Jr.	Midwest Division, CBRE, Inc, President
Sandra Cordova Micek	WTTW WFMT, President and Chief Executive Officer
Eileen Mitchell	AT&T, President Illinois
Allyson Park	Mars Wrigley Confectionery, Global Vice President
Matt Primack	Advocate Christ Medical Center, President
Jacqui Robertson	William Blair, Global Head of Talent, Diversity & Inclusion
Jayne Rosefield	Brunswick Group, Partner, Office Head
Megan Ross, Ph.D.	Lincoln Park Zoo, Zoo Director
Amiee Thomas	Ulta Beauty, Senior Vice President, Store Operations
Maggie Westdale	Aon, Business Chief Financial Officer
Maria Wynne	Leadership Greater Chicago, Chief Executive Officer <i>Founding Daniel Burnham Fellow</i>
Betsy Ziegler	1871, Chief Executive Officer

Program Design and Content

The design of the five sessions making up this cohort's course of learning was in itself a civic effort which I led and included the input, guidance and collaboration of 20 civic leaders including:

MarySue Barrett	President, Metropolitan Family Planning Council (MPC) (LGC Fellow since 1994)
Ron Burt	Hobart W. Williams Professor of Sociology and Strategy, University of Chicago Booth School of Business
Tom Carroll	Former Chief Human Resources Officer, R.R. Donnelley
Ellen Costello	Independent Director, Citi and former President and Chief Executive Officer, BMO Financial Group
David Doig	President, Chicago Neighborhood Initiatives (LGC Fellow since 2001)
Brian Fabes	Chief Executive Officer, Civic Consulting Alliance (LGC Fellow since 2001)
Bill Gerstein	Senior Advisor, Leadership Greater Chicago (LGC Fellow since 1988)
Brad Hunt	Vice President for Research & Academic Programs, The Newberry
Marilyn Katz	Founder and President, MK Communications Inc. (LGC Fellow since 1987)
Steve Koch	Co-Executive Chairman, Motivate and Former Deputy Mayor, City of Chicago
Tara Magner	Director, Chicago Commitment, MacArthur Foundation
John McCarter, Jr.	Life Trustee and President Emeritus, The Field Museum
Cindy Moelis	President, Pritzker Traubert Foundation
Matt Muench	Director of Workforce Innovation, City of Chicago
Bob Rivkin	Deputy Mayor, City of Chicago (LGC Fellow since 1994)
Michelle Russell	Senior Partner and Managing Director, Boston Consulting Group (LGC Fellow since 2009)
Michael Small	Former President and Chief Executive Officer, Gogo, Inc (LGC Fellow since 1992)
David Vitale	Chairman, Urban Partnership Bank (LGC Fellow since 1985)
Donna Zarcone	President and Chief Executive Officer, The Economic Club of Chicago (ECC)
Andy Zopp	President and Chief Executive Officer, World Business Chicago (LGC Fellow since 1990)

We are grateful to all who collaborated with LGC in the development of The Daniel Burnham Fellowship.

The Fellowship consists of five (5) all day sessions held on a monthly basis from January to June. Three of the sessions include spouses, guests or significant others for evening social activities and networking.

Session topics are as follows:

- Session #1 Chicago: Past, Present and Regional Forecast
- Session #2 Civic Networking in Chicago
- Session #3 Chicago's Workforce: The Future
- Session #4 Strategic Partnerships for Economic Progress
- Session #5 Building an Inclusive Chicago: Driving Change and Making an Impact

Revenues and Costs

Expected gross revenues are \$370,000 with expenses estimated at \$102,648 not including staff and \$176,648 including a staff allocation of 70% for the Senior Director of Leadership Programs, 10% for the Program Coordinator, and three full sessions of attendance for the Senior Advisor. Allocation does not include CEO time nor marketing staff resources. Net revenues expected, including staff allocations, are estimated at \$193,372 for the inaugural cohort.

Speakers and Staff

Speakers for the sessions include civic leaders, academics, subject matter experts, and CEOs of major corporations in Chicago. Some of the participating speakers include:

Brad Hunt	Vice President for Research & Academic Programs, The Newberry
Bob Rivkin	Deputy Mayor, City of Chicago (LGC Fellow since 1994)
MarySue Barrett	President, Metropolitan Planning Council (MPC) (LGC Fellow since 1994)
Marissa Novara	Vice President, Metropolitan Planning Council (MPC) (LGC Fellow since 2016)
Dan Cooper	Director of Research, Metropolitan Planning Council (MPC) (Fellow since 2017)
Jeff Alexander	President, Chicago Symphony Orchestra
Donna Zarcone	President and Chief Executive Officer, The Economic Club of Chicago (ECC)
John Rogers	Chairman, Chief Executive Officer and Chief Investment Officer, Ariel Investments LLC (LGC Fellow since 1985)
David Vitale	Chairman, Urban Partnership Bank (LGC Fellow since 1985)
Brian Fabes	Chief Executive Officer, Civic Consulting Alliance (LGC Fellow since 2001)
Adela Cepeda	Managing Director, PFM Financial Advisors LLC (LGC Fellow since 1993)
Tim Gilfoyle	Professor of History, Loyola University, Chicago
Bob Wislow	Chairman, CBRE Chicago
Scott Stewart	Executive Director, Millennium Park
Matt Muench	Director of Workforce Innovation, City of Chicago
Anne Pramaggiore	Senior Executive Vice President and Chief Executive Officer Exelon Utilities (LGC Fellow since 2009)
Eric Lugo	Executive Vice Chancellor, Institutional Advancement, City Colleges of Chicago
Steve Koch	Co-Executive Chairman, Motivate and Former Deputy Mayor, City of Chicago
Charles Tribbett	Co-Lead Chief Executive Officer & Board Services Practice Russell Reynolds Associates, Inc. (LGC Fellow since 1986)
David Doig	President, Chicago Neighborhood Initiatives (LGC Fellow since 2001)
Andy Zopp	President and Chief Executive Officer, World Business Chicago (LGC Fellow since 1990)

LGC Staff:

The design of The Daniel Burnham Fellowship was led by Maria Wynne, LGC Chief Executive Officer, along with the collaborators included in this report. She will lead each of the sessions assisted by Kari Nelson, Senior Director of Leadership Programs and Bill Gerstein, Senior Advisor (Fellow since 1988). Leading marketing, communications, and video production is Ann Carstensen, VP of Marketing and Development.

The Daniel Burnham Fellowship inaugural session will run monthly from February 7, 2019, to June 6, 2019.

Dates for future cohorts are being planned and will be announced by April 2019.

**Estimated Revenues and Costs
The Daniel Burnham Fellowship
Spring 2019**

	Revenue/Expenses	Notes/Assumptions
Revenue	\$ 370,000	
Less Expenses:		
Launch reception	\$ 11,000	
Meals (5 day sessions)	\$ 17,500	Day sessions @ \$3,500
Supplies & Awards	\$ 4,000	
Marketing	\$ 25,000	Includes website design, printed materials, directory, <i>Crain's</i> ad, videography
Hotel rooms	\$ 633	Launch to Day 2
Books	\$ 2,000	Session one, possibly session two
Room Rentals	\$ 10,000	Class room
Session 2 Dinner	\$ 4,500	The Chicago Club Dinner
Session 2- Cultural event	\$ 3,015	CSO Tickets
Recognition reception	\$ 25,000	
Total expenses (no staff)	\$ 102,648	
Net revenue	\$ 267,352	
Program Staff direct cost	\$ 74,000	(6mos. Sr. Director@70%, Program Coordinator@ 10%, Senior Advisor) Does not include CEO or Marketing Team costs
Total Net revenue (w staff)	\$ 193,352	

REPORT OF THE LEADERSHIP FELLOWS ASSOCIATION

The Leadership Fellows Association (LFA) provides access to educational and networking opportunities to help Fellows advance their civic goals.

Since 1992, the LFA has served as the connection and education arm of Leadership Greater Chicago. LFA supports Fellows in maintaining up-to-date awareness of key community issues, helps Fellows stay connected with each other and to the organization, promotes cross-class networking and collaboration, and inspires community leadership long after Fellows have completed their Program Years.

The mission of the Leadership Fellows Association is to:

- Provide a forum for Fellows to continue their education on issues of importance to the Greater Chicago region; build relationships among members; and implement programs and information/education initiatives of interest to members;
- Encourage members to support, both financially and otherwise, all the programs of Leadership Greater Chicago;
- Keep Fellows apprised of members' activities; and,
- Keep members informed of the activities of the Fellows Program.

President: Gretchen Winter
Primary Staff Liaison: Kari Nelson

<u>REQUEST OF THE BOARD</u>
NONE

Meeting of the Leadership Fellows Association Board of Directors
July 11, 2018

IN ATTENDANCE: D.L Morriss, Flavia Hernandez, Grace Chan McKibben, Gretchen Winter, Ianna Kachoris, Janet Lang, Jeanne Marsh, Kevin Gallagher, Mike Monticello, Mike Scodro, Neville Reid, Roopa Weber, Sallie Gaines

IN ATTENDANCE BY PHONE: Acasia Wilson Feinberg, Bertha Magana, DeRondal Bevly, Beth Swanson, Emily Harris, Francine Soliunas, Jackie Burgess Bishop, Jesse Knox, Leif Elsmo, Rafael Leon, Ricardo Rodriguez, Scarleth Lever Ortiz, Sunil Harjani, Tara Dziengel, Ted Christians

LGC STAFF IN ATTENDANCE: Maria Wynne, Ann Carstensen, Kari Nelson, Bill Gerstein, Dimi Venkov

1. Welcome and Approval of Minutes: Ms. Winter opened the meeting at 8:01a.m. by welcoming all, taking attendance and reminding members that the March meeting is now scheduled for March 7th to accommodate the LGC trip to Springfield. Ms. Winter moved on to discuss the November board minutes, noting one typo requiring a change in the draft distributed in the packet. This changed was noted and approved by the board. With no further changes, Ms. Winter asked for a motion to approve the minutes. Mr. Scodro moved to approve the minutes and Ms. Hernandez seconded. The board unanimously approved the minutes with no abstentions.

Before committee reports, Ms. Winter asked Ms. Wynne to share some organizational news. Ms. Wynne introduced the board to Kari Nelson, a new LGC staff member who will focus on leading the development of the Daniel Burnham Fellows Program. Ms. Wynne also welcomed LGC Senior Advisor Bill Gerstein to the meeting.

Ms. Wynne also shared a change to the program staff for LGC. Mr. Venkov shared that he would be leaving LGC at the end of January for an opportunity to work for Arts Alliance Illinois. Ms. Winter thanked him for his work liaising with the board and wished him well in his new venture.

2. Connect Committee Report: Mr. Elsmo introduced the committee's work around Fall Fest and Annual Appeal. Ms. Carstensen shared highlights from Fall Fest and noted that Fellows are interested in continuing this holiday tradition before providing highlights from the Annual Appeal:

- A little over \$100k has been raised against a goal of \$160k.
- 29% of Fellows have participated, a little under the 30% goal.
- 30 of the 37 LFA board members have made a gift.

Ms. Winter congratulated the board on its work and urged them to each give in order to reach 100% participation.

Ms. Carstensen also provided updates on the Class competition, which ends at midnight on January 21st. Those Classes that meet certain benchmarks will be invited to a summer happy hour event hosted by LGC. Mr. Elsmo thanked Ms. Carstensen for all of her hard work and that of the LGC staff in supporting the committee's efforts. Mr. Elsmo suggested board members make personal outreach to their classmates such as phone calls or texting.

3. Mobilize Committee Report: Ms. Lang opened the committee report with a reminder of Leadership Action Networks (LANs). Work has been progressing on the LANs and LGC is ready for a Fellows-wide digital launch. The committee has been working to finalize the processes of registering and signing up for a LAN. Ms. Lang gave a demonstration of this process for board members, including:

- How to find the LAN page on the resources tab of the intranet
- Finding and interpreting the LAN toolkit
- How to register for a LAN
- How to join a LAN
- What lessons have been learned

Ms. Lang asked board members connected to current LANs to share highlights of their work, including Scarleth Lever Ortiz with LUNAS, Grace Chan McKibben with Asian American Community Building Group, Tara Dziengel with the LGC Book Club, and Ms. Lang's own LGC Advancing group.

Mr. Reid asked about the possibility for LANs to interconnect so that groups appreciate diversity without encouraging tribalism. Ms. Wynne noted that a couple have already hosted combined get-togethers and Ms. Lang noted that a summit of all LAN leaders would be a good addition.

4. Convene Committee Report: Ms. Kachoris began the committee report by updating the board on the February Dine and Dialogues program. Five are planned for February 19-21. LFA members Ianna Kachoris, Rafael Leon, Scarleth Lever Ortiz, Neville Reid, and Tara Dziengel are all involved in hosting dinners. Registration will open next week.

Ms. Kachoris also updated the board on the upcoming LGC in Springfield trip, scheduled for March 5-6, with registration opening this week. In the interim, both she and John Kamis are looking to lock in the agenda, with more speaker asks possible now that Governor Pritzker has been inaugurated.

5. Nominating Committee Report: Mr. Bevly reminded the board to check the Board Matrix to ensure their information is correct. Otherwise, the committee continues to work on outreach to members with expiring terms.

Ms. Winter updated the board on the work of rewriting the LFA by-laws, which is being done in tandem with the LGC Board by-laws. She reminded the board that LFA has no financial responsibility for LGC, a distinction that will be made clear in the new by-laws.

6. LGC Staff Report: Ms. Wynne updated the board on the work of the new Daniel Burnham Fellows program, which is set to launch on February 7th. As she detailed at the September LFA meeting, this program is geared for c-suite executives new to their position or new to Chicago. LGC will announce the program to Fellows on January 23rd, with an external press release sent the following day. Ms. Wynne showed the board the companies from which the inaugural cohort will be pulled.

Ms. Wynne announced to the board an upcoming LGC partner event, the Crains Mayoral Forum on February 6th from 7-9 p.m. at Venue SIX10. She then reminded the board of the Celebrate Leaders dinner on April 11th, where the organization will honor Anne Pramaggiore (Fellow since 2009) as Distinguished Fellow and Allstate as the Corporate Civic Leadership awardee. The dinner is chaired by CIBC.

Finally, Ms. Wynne shared an update on applications for the Class of 2020 Signature Fellows Program. 46 applications have been started so far. An information session is planned for February 4th. Board members are encouraged to attend and invite prospective candidates ahead of the March 1st application deadline.

7. New Business: Ms. Winter asked for a motion to end the meeting. Ms. Lang moved to end the meeting and Ms. Kachoris seconded. The meeting ended at 9:27 a.m.

Respectfully submitted,

DeRondal Bevly
Secretary/Treasurer, Leadership Fellows Association