

NEXTGEN LEADERSHIP PROGRAM

I. NextGen Executive Committee

General Powers. The NextGen Leadership Program shall have an Executive Committee whose purpose is to coordinate the activities of the members of the NextGen Leadership Program and provide assistance to the III Executive Committee and the III Executive Director in governing and managing the NextGen Leadership Program.

Composition of Committee. The NextGen Executive Committee shall consist of ten (10) Committee Members, including:

- One (1) Chairperson
- Five (5) Class Representatives
- One (1) Alumni Representative
- Three (3) Ex-Officio Members

Requirements and Tenure of Committee Members. Only members of the NextGen Leadership Program who are in good standing are eligible to serve on the NextGen Executive Committee.

Members of the NextGen Executive Committee shall be required to: (i) maintain good standing status during their tenure; (ii) participate in the meetings of the NextGen Executive Committee; (iii) attend the annual meetings during his/her active term; and (iv) otherwise actively participate in the NextGen Leadership Program. Failure to meet the requirements for membership on the NextGen Executive Committee may result in removal from the NextGen Executive Committee by a majority vote of the remaining Committee members.

- **Chairperson.** The Chairperson of the NextGen Executive Committee shall be a past or present member of the Executive Committee, provided that if no past or present member of the Executive Committee is available to be Chairman of the NextGen Executive Committee, the Chairman can be a member of the NextGen Leadership Program in good standing.

The Chairperson shall be responsible for coordinating the overall efforts of the NextGen Leadership Program, arranging the NextGen Executive Committee meetings and calls, and interfacing with the III Executive Committee and the Executive Director of the NextGen Leadership Program.

- **Class Representatives.** Class Representatives shall consist of one member from each active Class year.
- **Alumni Representative.** The Alumni Representative shall be a member of any alumni Class year.

Terms for Committee Members. Each member of the NextGen Executive Committee and the Committee Advisor shall serve a two year term. Any "Class Representative" must be a member of an

active Class year when elected, and may continue to serve in such capacity for a maximum of one year during the two year term.

No Consecutive Terms. No board member may serve two consecutive terms, but may serve multiple non-consecutive terms over time (i.e., a member may not serve as any of a Class Representative, or an Alumni Representative immediately after completing a two year term as any of a Class Representative, or an Alumni Representative).

Ex-officio members. The NextGen Executive Committee shall also include Ex-officio members. The Ex-officio members will be the former Chairperson(s) who will serve for a maximum of 6 years immediately following the expiration of their term as Chairperson.

Regular Meetings. The NextGen Executive Committee shall meet on a regular basis, on a schedule determined by the NextGen Executive Committee.

Vacancies. Whenever any vacancy occurs in the NextGen Executive Committee, it shall be filled by a majority vote of the remaining Committee members. Vacancies may be created and filled according to specific methods approved by the NextGen Executive Committee.

Strategic Planning. At any time, the NextGen Executive Committee may determine to create sub-committees consisting of Committee members only to focus on strategic planning for the NextGen Leadership Program, and such sub-committees may interface with the NextGen Executive Committee, the III Executive Committee, and the Executive Director of the NextGen Leadership Program. The NextGen Executive Committee shall determine the size, scope, and duration of any such sub-committees.

II. NextGen Sub-Committees to Promote Member Involvement

Sub-Committee Formation. The NextGen Executive Committee may create NextGen Sub-Committees, as needed.

Each NextGen Sub-Committee shall be organized by at least one Executive Committee Member who shall act as Chair (or Co-Chair, as applicable) for the applicable NextGen Sub-Committee.

All members of the NextGen Leadership Program (including alumni) who are in good standing are eligible to serve on the NextGen Sub-Committees and may volunteer to participate in any NextGen Sub-Committee.

The permanent Sub-Committees will be:

Membership Sub-Committee. The purpose of the Membership Sub-Committee is to help the III identify potential candidates for the NextGen Leadership Program (subject to the approval of the III) and to formalize and simplify the nomination process. One (1) Executive Committee Member shall serve as Chair of the Membership Sub-Committee.

Conference Organizing Sub-Committee. The purpose of the Conference Organizing Sub-Committee is to assist the III with (i) planning the annual NextGen Conference; (ii) planning the academic portion of the NextGen Conference, and (iii) integrate members of the NextGen Program to the III Conference to the extent permitted. Two (2) Executive Committee Members shall serve as Co-Chairs of the Conference Organizing Sub-Committee.

Academic Events and Publications Sub-Committee. The purpose of the Academic Events and Publications Sub-Committee is to (i) increase participation by members of the NextGen Leadership Program in the activities of the III membership, particularly with respect to regional conferences and other academic programs, and (ii) promote publication, research and other academic opportunities for members of the NextGen Leadership Program, particularly with respect to III publications and communications. One (1) Executive Committee Member shall serve as Chair of the Academic Events and Publications Sub-Committee.

Sub-Committee's Chairs appointment. At the conclusion of each annual meeting the NextGen Executive Committee will appoint the new Chairs of the Sub-Committees.

Solicitation of Sub-Committee Members. Within 14 days following the selection of the NextGen Sub-Committee Chairs, the NextGen Executive Director shall send an email to all members of the NextGen Leadership Program who are in good standing to identify the NextGen Sub-Committees and the Sub-Committee Chairs and invite members to join a Sub-Committee. Any NextGen member can serve in consecutive periods in the same Sub-Committee.

Members Entering/Leaving Sub-Committees. Any member of the NextGen Leadership Program in good standing may join any Sub-Committee at any time during the year if the Chair or Co-Chairs consider it necessary. Any member may terminate its participation in a Sub-Committee at any time during the year by sending a resignation email to the applicable Sub-Committee Chair.

No Limit on Number of Sub-Committee Members. There shall be no limit on the number of members allowed to join any Sub-Committee, and members shall be permitted to join more than one Sub-Committee. The Chair or Co-Chair of each Sub-Committee will decide the size of the membership of the Sub-Committee with the approval of the Chairman of the Executive Committee, the III NextGen Executive Director and the III Executive Director.

III. NextGen Executive Committee Elections

Elections Manager. The Executive Director of the III NextGen Leadership Program shall organize the elections for the NextGen Executive Committee in accordance with the terms hereof. The Elections Manager shall consult with the existing members of the NextGen Executive Committee who are not up for re-election to resolve any issues that may arise at any time during the elections process.

Nominations. Candidates for the NextGen Executive Committee shall be nominated as follows:

- **Chairperson.** The NextGen Executive Committee will elect its Chairman for the next two year period from one of its active members in January of his/her term of conclusion.

The elected Chairman will be sent for approval to the III Executive Committee and the III Executive Director. If the election is confirmed the elected Chairman will assume the position at the end of the annual conference of the election year.

- **Class Representatives.** Any member in good standing in an active Class may nominate one or more candidates (including him/herself) to serve as the Class Representative for such member's Class.
- **Alumni Representative.** Any member in good standing in the Alumni class may nominate one or more candidates (including him/herself) to serve as the Alumni Representative.

Nominations must (i) be in writing, (ii) submitted to the Elections Manager by email by the applicable Nomination Deadline, (iii) contain the nominee's name, Class year, a brief biography (limited to one paragraph, including the name of the nominee's employer), and a high resolution photo of the nominee (photo optional), (iv) identify which NextGen Conferences the nominee has attended, (v) identify whether the candidate has served on the NextGen Executive Committee in the past, and if so, in what capacity, (vi) contain a paragraph describing the nominee's contributions to the NextGen Leadership Program and any other support for the nominee's candidacy (items (iii)-(vi) shall be referred to as the "Candidate Information").

Candidate Qualifications. Each nominee shall be qualified to serve as a candidate (each, a "Candidate") if the following conditions are met:

- A nominee that is not self-nominated must accept its candidacy in writing by email to the Elections Manager.
- The Elections Manager shall confirm that each nominee is a member of the NextGen Leadership Program in good standing.

Elections. The Elections Manager shall commence elections on the Elections Commencement Date by (i) opening the polls electronically and (ii) sending an email that contains a list of open positions, the Candidate Information for each Candidate, and the Election Termination Date to all members of the NextGen Leadership Program that are in good standing.

Voting. Each member of the NextGen Leadership Program must be in good standing at the moment its vote is cast in order to vote (each member, a "Voting Member", and each such vote, a "Qualifying Vote").

Each Voting Member may place one vote for its Representative.

- **Chairperson.** Each member of the NextGen Executive Committee who is in good standing (regardless of Class year or alumni status) is eligible to vote for the Chairperson.

- **Class Representatives.** Each NextGen member who is in good standing (regardless of Class year or alumni status) is eligible to vote for the Class Representatives.
- **Alumni Representative.** Each NextGen member who is in good standing (regardless of Class year or alumni status) is eligible to vote for the Alumni Representative.

Tabulation of Votes. The Elections Manager shall tabulate the Qualifying Votes for each position, and any votes that are not Qualifying Votes will be discarded. The Candidate that receives the highest number of Qualifying Votes with respect to each position shall be elected to such position.

If two (2) Candidates receive the same number of Qualifying Votes and tie for a position, the existing NextGen Executive Committee shall vote to determine which Candidate will take the position.

Timing and Manner of Elections, Announcement, Initial Meeting. Elections for the NextGen Executive Committee shall take place every year shortly after the annual NextGen Conference pursuant to the following guidelines:

- Nominations shall be solicited by the Elections Manager by email following the annual NextGen Conference. The initial email soliciting nominations (the “Initial Solicitation Date”) shall (i) be mailed to the members of the NextGen Leadership Program no later than two (2) weeks following the conclusion of the NextGen Conference, (ii) contain reasonably detailed instructions regarding the nomination process, and (iii) identify the deadline for the submission of nominations (the “Nomination Deadline”), which deadline shall be approximately two (2) weeks following the Initial Solicitation Date and in any event no later than 30 days following the conclusion of the NextGen Conference.
- Acceptances of the nominations (if any) shall be submitted to the Elections Manager no later than two (2) business days after the Nomination Deadline (the “Acceptance Submission Deadline”).
- Elections shall commence no later than 30 days following the conclusion of the annual NextGen Conference (the “Election Commencement Date”).
- Elections shall be held electronically and voting shall be open for 14 days (such final date, the “Election Termination Date”). The votes shall be addressed to the Election Manager and (cc) to the NextGen Executive Committee and the NextGen Executive Director.
- The Elections Manager shall tabulate the votes and will sent for approval to the III Executive Committee, the III Executive Director and the III NextGen Executive Director.
- If the election is confirmed the Elections Manager will contact the immediate past NextGen Executive Committee and all Candidates within three (3) business days following the Elections Termination Date to inform them of the results.
- The Elections Manager shall contact all members of the NextGen Leadership Program by email within five (5) business days following the Elections Termination Date to inform them of the results. If it is the case, the communication will include the election of the new Chairman of the Executive Committee.

- The newly constituted NextGen Executive Committee and the members of the immediate past NextGen Executive Committee shall hold a joint meeting by telephone within 30 days following the Elections Termination Date.

IV. Amendments

The NextGen Executive Committee, with the consent of the III Executive Committee, the III Executive Director, and the NextGen Executive Director, can make any amendment, modification or addition to these bylaws at any time.