



Bylaws

Article 1. History

Since 1998, a conglomeration of community organizations in Lafayette have come together to host the Pride Lafayette booth at pride events in Indianapolis. After the 2000 event, those assisting with the booth expressed a desire for the participating organizations to stay in contact and continue to associate with one another more closely.

In July 2000, the Pride Lafayette e-mail discussion list was introduced to facilitate communication among local gay, lesbian, bisexual, transgender and intersex (GLBTI) community members seeking information about events and resources in Greater Lafayette.

In August 2002, after another successful Pride Lafayette booth at the Indy Pride Fayre, some individuals decided it was time to develop Pride Lafayette as an organization.

Article 2. Name and Constitution

Section 2.01 The name of this organization is Pride Lafayette, Incorporated, which may be abbreviated in this document as Pride Lafayette, or Pride Lafayette, Inc.

Section 2.02 Pride Lafayette is a voluntary association of organizations and individuals consisting of lesbian, gay, bisexual, ~~and~~ transgender *and intersex* people and our allies.

Section 2.03 Pride Lafayette has perpetual succession separate from the organizations and individuals referred to in this document.

Section 2.04 The financial accounting period for Pride Lafayette is from July 1 to June 30 of each year.

Section 2.05 The Pride Lafayette logo as represented at the beginning of this document is the official logo of Pride Lafayette.

Section 2.06 The principal office of Pride Lafayette is in Tippecanoe County, in the State of Indiana. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting

the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

Article 3. Definitions

Section 3.01 GLBTI (or LGBTI) is an abbreviation for gay, lesbian, bisexual, transgender, and intersex.

Section 3.02 Greater Lafayette includes the cities of Lafayette, West Lafayette, all of Tippecanoe county and surrounding areas.

Section 3.03 An ally is any person who affirms the lives and experiences of people who are gay, lesbian, bisexual, transgender, and/or intersex.

Article 4. Statement of Internal Revenue Code Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Article 5. Mission

The mission of Pride Lafayette is to:

- promote a sense of community among GLBTI citizens of the Greater Lafayette area,
- develop and publicize resources targeted to the needs of our community,
- facilitate communication among GLBTI organizations in the area and
- provide a supportive, welcoming venue for newcomers and those new to identifying their sexual orientation *or gender identity*.

Article 6. Vision

Pride Lafayette will become the premier link to the Greater Lafayette GLBTI community. We will seek to build bridges within the community and forge new bonds among younger and

older citizens living on both sides of the Wabash *River*. We will celebrate the strength and diversity of our community, and we will foster an increased sense of well-being in the lives we touch.

Article 7. Objectives

Section 7.01 Organize monthly networking events that strengthen the camaraderie among members of our GLBTI community.

Section 7.02 Develop the Pride Lafayette website and e-mail discussion lists into respected resources that serve as internet gateways to our community.

Section 7.03 Coordinate information booths for area events. These booths will feature information about Greater Lafayette's GLBTI community.

Section 7.04 Organize annual officer roundtables that facilitate networking among local GLBTI organizations.

Section 7.05 Coordinate other area activities that increase awareness, improve the well-being of our membership, and raise funds to achieve our goals.

Section 7.06 Maintain a public space to display information, hold gatherings, and conduct organizational business.

Section 7.07 Establish and implement a firm Equal Opportunities Policy to ensure that individuals, groups and businesses from all parts of our community can play a part in every aspect of the organization and its sponsored events.

Article 8. Principles

Pride Lafayette must aspire to the following principles in pursuing our aims and objectives:

Section 8.01 Democracy

Pride Lafayette commits itself to democratic principles in its activities.

Section 8.02 Non-discrimination

Pride Lafayette prohibits discrimination against any member or associate on the basis of race, religion, color, sex, age, national origin or ancestry, marital status, parental status, sexual orientation, gender identity, or disability. Pride Lafayette is committed to maintaining a community ~~which~~ *that* recognizes and values the inherent worth and dignity of every person; fosters tolerance, sensitivity, understanding, and mutual respect among its members; and encourages each individual to strive to reach his or her own potential. In pursuit of its goal of fostering new bonds within the local GLBTI community, Pride Lafayette seeks to develop and nurture diversity.

Section 8.03 Access

Pride Lafayette ~~strives to ensure~~ *strives to* ensure equal access to all events and functions to all members of the GLBTI community by creating policies to ensure access.

Section 8.04 Inclusion and representation

As a community-based organization, Pride Lafayette ~~works with~~ *strives to* work with and ~~includes~~ include the entire GLBTI community in organizing and running its events. In doing so, Pride Lafayette

ensures that the organization and its events are representative and inclusive of the community.

Article 9. Board of Directors

Section 9.01 Number

The corporation has no fewer than four (4) and no more than fifteen (15) directors and collectively they are known as the Board of Directors.

Section 9.02 Qualifications

Directors must be of the age of majority in this state. Other qualifications for directors of this corporation are determined by resolution of the Board.

Section 9.03 Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation are conducted and all corporate powers are exercised by or under the direction of the Board of Directors.

Section 9.04 Duties

The duties of the directors are to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to ~~assure~~*ensure* that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the corporation, and any required notices of meetings mailed or emailed or telegraphed to them at such addresses shall be valid notices thereof;*
- f. Determine organizational policies;
- g. Establish an annual budget, and direct payment of monies received by Pride Lafayette;
- h. Lead the organization in pursuit of its mission and goals in compliance with local, state, and federal law.

Section 9.05 Attendance

As stated in part d of Section 9.04 Duties, all directors are expected to attend all scheduled meetings (both regular and special) of the Board of Directors. In the event of absence from a scheduled meeting of the Board of Directors, the following actions may be taken by the Board of Directors.

- a. **Habitual Absence.** Failure to attend four scheduled meetings of the Board of Directors, either consecutively or non-consecutively shall result in a review, at the earliest convenience of the Board of Directors at which a quorum is present, of the director's qualifications to remain on the board. Following a discussion of the director's*

contributions to the organization, an oral vote for removal is taken. A two-thirds majority is required for removal.

- b. **Inactivity by Absence.** Any director absent from two consecutive regularly scheduled meetings of the Board of Directors that were adjourned because of a failure to meet quorum shall have their status as a director reviewed at the earliest convenience of the Board of Directors at which a quorum is present. Following a discussion of the director's contributions to the organization, an oral vote for removal is taken. A two-thirds majority is required for removal.
- c. **Systemic Inactivity by Absence.** Any director absent from three consecutive regularly scheduled meetings of the Board of Directors that were adjourned because of a failure to meet quorum is automatically removed from the position of director.
- d. **Removal by Resolution.** The Board of Directors can remove any individual from the position of director by resolution that passes by ~~two-thirds majority~~.

~~Section 9.05~~ **Section 9.06 Elections**

~~Part~~**ALL of 9.056-7 was replaced by resolution 2004-02 from hereon all sections affected will be in blue**

Since this corporation makes no provision for members, directors are elected by the Board of Directors at an election held during the November meeting of the Board of Directors. The election process begins at the September meeting of the Board of Directors with the appointment of one or more directors to serve as election administrators and the designation of the number of director positions to be filled (see Section 9.01 for details). The administrators of the election are responsible for collecting nominations, preparing ballots, running the election at the November meeting of the Board of Directors and tallying the votes.

Nominations officially begin following the designation of the election administrators. The beginning of the nomination process is to be thoroughly advertised using the best judgment of the election administrators in order to contact the most potential candidates and provide details to the public of the nominating and election procedure. Third-party nominations are welcome; however, no nomination is official until the candidate has personally contacted at least one of the election administrators. No nominations are accepted after Midnight on the Monday one week prior to the election; however, ~~walk-in~~ ~~n~~**write-in** nominations are addressed in the following.

As outlined in Section 10.03 the election of officers precedes the election of directors so as to avoid surpassing the total number of allowed directors. As a result, the total number of open, non-officer director positions is the number ~~set by the board minus four~~*******.

At the November meeting of the Board of Directors, candidates are invited but not required to make a short statement to the Board of Directors and answer questions posed by the Board of Directors concerning their candidacy. Write-in candidates are welcome as long as they are present to accept the nomination at the ~~November election~~ meeting of the Board of Directors. Once all of the candidates have been given a chance to speak, the election may begin. Each director casts a single vote for as many candidates as desired up to the number of available director positions (~~the number set by the Board of Directors in the October meeting minus four~~**might need to be changed to prior meeting addressed at *****). The votes are counted by the election administrators and verified by the director currently holding the position of secretary. The candidates receiving at least half of the total possible number of votes are ordered by votes received and the open director positions are filled by those receiving the most votes. In the event the number of candidates receiving a majority of votes does not fulfill the total number of available positions of director, those positions shall

remain vacant until their vacancy is addressed ~~by a resolution of the board as prescribed by section 9.16.~~ In the event of a tie between one or more candidates receiving the lowest number of votes needed to be elected to a position ~~then a run-off is immediately held between those candidates; each member of the board must vote for exactly one (1) candidate. If the run-off results in a tie between two or more candidates then the newly elected president will cast the deciding vote.~~ ~~the newly elected President shall to appoint the director(s) to positions from among the candidates in the tie.~~

~~Section 9.06~~ **Section 9.07 Term of Office**

Each elected director serves a term lasting one year. The term shall begin at the call-to-order of the January Board of Directors meeting following their election and conclude at the call-to-order of the January Board of Directors meeting the following year, unless otherwise removed ~~by law, or~~ according to the articles of incorporation, ~~or by law or b~~ By-laws of this corporation. Interim directors shall hold office beginning immediately with the passing of the appointing resolution of the board of directors and ending with the call-to-order of the Board of Directors meeting the following January, unless otherwise removed ~~by law, or~~ according to the articles of incorporation ~~or, by law or b~~ By-laws of this corporation.

~~Section 9.07~~ **Section 9.08 Compensation**

Directors serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board. In addition, they are allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

~~Section 9.08~~ **Section 9.09 Place Of Meetings**

Meetings are held at the principal office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

~~Section 9.09~~ **Section 9.10 Regular Meetings**

Regular meetings of Directors are held on the first ~~Monday~~ ~~Tuesday~~ of each month at 6:30~~7~~ p.m., unless such day falls on a legal holiday ~~or Federal Election day~~, in which event the regular meeting is held at the same hour and place on the next business day.

~~Section 9.10~~ **Section 9.11 Special Meetings**

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings are held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

~~Section 9.11~~ **Section 9.12 Notice of Meetings**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions govern the giving of notice for meetings of the Board of Directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the Board of Directors.
- b. **Special Meetings.** ~~Each special meeting of the Board requires that A~~ at least one week prior notice must be given by the Secretary of the corporation to each director ~~of each special meeting of the Board.~~ Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, ~~the director to be contacted shall~~

acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, is equivalent to the giving of such notice.

~~Section 9.12~~ **Section 9.13 Quorum for Meetings**

A quorum consists of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business is considered by the Board at any meeting at which the required quorum is not present, and the only motion ~~which-that~~ the Chair entertains at such meeting is a motion to adjourn.

~~Section 9.13~~ **Section 9.14 Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

~~Section 9.14~~ **Section 9.15 Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law. Robert's Rules of Order may be suspended for all or part of a meeting, subject to appeal by the directors present.

~~Section 9.15~~ **Section 9.16 Vacancies**

Vacancies on the Board of Directors ~~exist-result~~ (1) ~~on-from~~ the death, resignation or removal of any director, which causes the number of directors to decrease below the acceptable lower limit; and (2) whenever the number of required directors is increased such that the current number of directors falls below this upper limit.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. *The process for removal of a director is by resolution of the Board of Directors.*

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

~~Section 9.16~~ **Section 9.17 Nonliability of Directors**

The directors are not personally liable for the debts, liabilities or other obligations of the corporation.

~~Section 9.17~~ **Section 9.18 Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation are indemnified by the corporation to the fullest extent permissible under the laws of this state.

~~Section 9.18~~ **Section 9.19 Insurance For Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article 10. Officers

Section 10.01 Designation Of Officers

The officers of the corporation are President, a Vice President, a Secretary and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 10.02 Qualifications

Any person who is a director of this corporation may serve as an officer of this corporation.

Section 10.03 Election and Term of Office

Officers elected by the Board of Directors shall begin their terms upon inauguration during the January Board of Directors meeting following their election and conclude at the inauguration of the new officers during the January Board of Directors meeting the following year unless he or she resigns, is removed, or is otherwise disqualified to serve. ~~There are no term limits for officers. Limitations on officers serving in successive terms or on the number of terms that they may serve.~~

Officers appointed by the Board of Directors by resolution shall take office immediately following the passing of the appointing resolution and shall serve *until* the inauguration of the new officers during the Board of Directors meeting the following January or until his or her permanent successor shall be elected and qualified, whichever occurs first, unless he or she resigns, is removed, or *is* otherwise disqualified to serve.

The election of officers begins at the September meeting of the Board of Directors with the appointment of election administrators and the opening of nominations. Nominations are collected by any means available. Third-party nominations are welcome; however, the nomination is not official until the nominee has contacted one of the election administrators to accept the nomination. Nominations are closed at midnight on the Monday one week prior to the election *or as determined by the election administrator*; however, write-in candidates are welcomed as long as the individual attends the November meeting of the Board of Directors to accept the nomination in person.

At the November meeting of the Board of Directors, candidates are invited but not required to provide a brief statement to the Board of Directors and answer questions posed by the

Board of Directors concerning their candidacy. Once all of the candidates have had a chance to speak, the election procedure may begin. Each director casts a single vote for a candidate for each officer position. Write-in candidates are welcome as long as the individual is present at the meeting to accept the nomination. The votes are tallied by the election administrators and verified by the director currently holding the position of secretary. The candidate receiving a majority of votes is elected to the appropriate officer position and automatically elevated to the position of director.

If more than two candidates run for a position and no candidate receives a majority of votes, a run-off election shall immediately be held between the two candidates receiving the most votes. The candidate receiving a majority of votes in the run-off election is elected to the appropriate officer position and automatically elevated to the position of director. If neither candidate receives a majority of votes during the run-off election, the position shall remain vacant until the Board of Directors determines a procedure for filling the position.

Section 10.04 Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract ~~which~~ that has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 10.05 Vacancies

Any vacancy ~~caused by~~ resulting from the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 10.06 General Duties

All officers must fulfill their duties as specified in the Bylaws. Further duties for officers may be specified in resolutions of the Board of Directors; however, the Bylaws will prevail if any conflicts occur between the Bylaws and such resolutions.

Section 10.07 Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or ~~which~~ those that may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President presides at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she, in the name of the corporation, executes such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

The President:

- *Maintains oversight of both the internal and external aspects of the organization, focusing mainly on external contacts, networking, and the implementation of organizational/board policies and expectations.*

- *Initiates contact with local organizations and government bodies pertinent to the mission and goals of Pride Lafayette;*
- *Attends local events that present networking opportunities with key individuals and organizations;*
- *Maintains general awareness of committee and volunteer activities, and provides guidance and direction as necessary;*
- *Develops initiatives aimed at meeting the organization's long term goals and objectives.*
- *Coordinates the administrative committees of Pride Lafayette (i.e., Executive, Strategic Planning, Finance, and Networking).*
 - *Assists active administrative committees in networking with one another and filling vacancies;*
 - *Ensures that committee and volunteer activities are aligned with Board policies, organizational philosophy, the strategic plan, and the law of the State of Indiana;*
 - *Serves as chair of the Strategic Planning committee.*
- *Serves as presiding officer at the monthly board meetings and meetings of the Executive committee.*
 - *Ensures that the secretary has prepared an agenda for each meeting;*
 - *Ensures that the location for the board and volunteer meetings has been secured;*
 - *Looks ahead at issues the board may need to address and coordinates each meeting accordingly.*
- *Prepares a monthly report for each meeting of the Board of Directors.*
- *Prepares a State of the Organization report every six months. This report will be read at the February and August meetings of the Board of Directors.*
- *Appoints special committees with the approval of the Board of Directors.*
- *Has sole authority for entering into contracts on behalf of the organization, with the approval of the Board of Directors.*
- *Appoints committee chairs with approval of the Board of Directors and gives each chair written charges of their duties.*
- *Signs for the treasurer's expenses.*
- *Evaluates the progress of members of the Executive committee and the committee chairs, and shares feedback with individuals as needed.*
- *Personifies the organization, providing it with a face and voice.*
- *Completes other duties as assigned by the Board of Directors.*

Section 10.08 Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President performs all the duties of the President, and when so acting has all the powers of, and is subject to all the restrictions on, the President. The Vice President may have other powers and may perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

The Vice President:

- *Oversees the internal aspects of Pride Lafayette.*
 - *Works closely with the treasurer and president to ensure that the financial and legal obligations as an organization are met;*
 - *Works closely with the secretary to ensure that an effective communication structure is in place within the organization—particularly among the committees and other volunteers;*
 - *Actively promotes the activities of the organization within the Greater Lafayette GLBTI community and works closely with the Publicity committee to that end;*
 - *Develops initiatives that attract new volunteers to the organization and promote efficient, effective internal operations.*
- *Coordinates the operational committees of Pride Lafayette (i.e., those other than the administrative committees).*

- *Assists active operational committees in networking with one another and filling vacancies;*
- *Ensures that committee and volunteer activities are aligned with Board policies, organizational philosophy, the strategic plan, and the law of the State of Indiana.*
- *Assists the president where needed in providing general leadership to the organization and meets regularly with the president to work to that end.*
- *Maintains an officer handbook. This handbook should:*
 - *Serve as a training manual for new officers;*
 - *Include documents related to organizational policy and philosophy;*
 - *Provide step-by-step instructions for officer duties, where appropriate;*
 - *Guide officers in their relationship with the Board of Directors and organizational volunteers.*
- *Prepares a monthly report for each meeting of the Board of Directors.*
- *Assumes the duties of the president in the president's absence.*
- *Personifies the organization, as does the president, providing it with a face and voice.*
- *Completes other duties as assigned by the president or the Board of Directors.*

Section 10.09 Duties of Secretary

The Secretary:

- Certifies and keeps at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.†
- Keeps at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.†
- Sees that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.†
- *Is custodian of the records and of the seal of the corporation and affixes the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.†*
- *Keeps at the principal office of the corporation a volunteer book containing the name and address of each and any volunteers.†*
- *Prepares a monthly report for each meeting of the Board of Directors.*
- Exhibits at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the volunteer book and the minutes of the proceedings of the directors of the corporation.†
- In general, performs all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or *which those that* may be assigned to him or her from time to time by the Board of Directors.

Section 10.10 Duties Of Treasurer

The Treasurer:

- Has charge and custody of, and is responsible for, all funds and securities of the corporation, and deposits all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors;
- Receives, and gives receipt for, monies due and payable to the corporation from any source whatsoever;
- Disburses, or causes to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- Keeps and maintains adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- Exhibits at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof;

- Renders to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;
- Prepares, or causes to be prepared, and certifies, or causes to be certified, the financial statements to be included in any required reports;
- *Prepares a monthly report for each meeting of the Board of Directors.*
- In general, performs all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation ~~of the corporation~~ or by these Bylaws, or ~~which those that~~ *which those that* may be assigned to him or her from time to time by the Board of Directors.

Section 10.11 Compensation

The salaries of the officers, if any, are fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation must be reasonable and given in return for services actually rendered to or for the corporation.

Article 11. Committees

Section 11.01 Type and formation

The Bylaws or the Board of Directors may establish any number of standing committees and/or ad-hoc committees from time to time by resolution of the Board of Directors. The Board of Directors may also dissolve ad-hoc committees or standing committees that are not specified in the Bylaws.

Section 11.02 Purposes

The Board establishes the purpose of each committee by resolution of the Board of Directors. All committees act in an advisory capacity to the Board of Directors, unless a resolution of the Board specifically delegates authority and responsibility to any committee.

Section 11.03 Membership

The Board may appoint members to any committee or remove members from any committee at any time, provided that no such appointment or removal conflicts with committee assignments given in the Bylaws. Committee members are not required to be members of the Board.

Section 11.04 Meeting and Action of Committees

~~Meetings and actions of committees are governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee.~~ The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees *and the actions of committees* to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Section 11.05 Committee Chairs

Unless specified by the Bylaws or by the Board, the President appoints committee chairs and may appoint a new chair of any committee at any time, subject to appeal by the Board. Committee chairs are not required to be members of the Board.

Section 11.06 Standing Committees

The standing committees are at least the Executive, Finance, Fundraising, Strategic Planning, Publicity, Program Development, Health, Community Center, Youth, Ally, and Safe Zone Committees.

Section 11.07 Executive Committee

The Executive Committee consists of all officers, who hold their executive committee positions by virtue of being elected officers, and any directors appointed by the Board of Directors. The Executive Committee is delegated all powers and responsibilities of the Board of Directors, provided that a Board of Directors meeting is not in session and the power being delegated by the Board does not require more than a simple majority vote. By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, and appoint or remove executive committee members that are not also officers. The Executive Committee keeps regular minutes of its proceedings, and causes them to be filed with the corporate records and report the same to the Board from time to time as the Board may require.

Article 12. Execution of Instruments, Deposits, and Funds

Section 12.01 Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee has any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 12.02 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation are signed by the Treasurer and countersigned by the President of the corporation *or in the absence or unavailability of either the Treasurer or the President the Vice-President can provide the second signature.-*

Section 12.03 Deposits

All funds of the corporation are deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 12.04 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Article 13. Corporate Records, Reports, and Seal

Section 13.01 Maintenance of Corporate Records

The corporation keeps at its principal office:

- a. Minutes of all meetings of directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;

- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 13.02 Corporate Seal

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal is kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, does not affect the validity of any such instrument.

Section 13.03 Directors' Inspection Rights

Every director has the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and has such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 13.04 Right To Copy And Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection shall include the right to copy and make extracts.

Section 13.05 Periodic Report

The Board must cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article 14. IRS 501(c)(3) Tax Exemption Provisions

Section 14.01 Limitations on Activities

No substantial part of the activities of this corporation consists of the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation does not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation does not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 14.02 Prohibition Against Private ~~Immurement~~Inurement

No part of the net earnings of this corporation inures to the benefit of, or is distributable to, its members, directors or trustees, officers or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 14.03 Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation are distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or are distributed to the federal government, or to a state or local government, for a public purpose. Such distribution must be made in accordance with all applicable provisions of the laws of this state *and due consideration should be given to direct the funds to another LGBT organization. * for board discussion*

Section 14.04 Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) distributes its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) does not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) does not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) does not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) does not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 15. Amendment Procedures

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by a two-thirds (2/3) vote of approval by the Board of Directors present at any Board meeting *following introduction of a written resolution proposing a by-law change in a prior meeting. There must be a quorum present in the meeting wherein a by-law change is proposed and also in the second meeting wherein the by-law change will be voted on. ~~in which there exists a quorum.~~ Members of the Board of Directors who are unable to attend the second meeting may submit a signed vote to the Secretary or their substitute.*

Article 16. Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws are unaffected by such holding. All references in these Bylaws to the Articles of Incorporation are to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code are to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

