

BYLAWS
of the LGBT Resource Center
for the Seven Rivers Region, Inc

Article I. Name and Purposes

Section 1.01. Name: The name of the organization is the LGBT Resource Center for the Seven Rivers Region, Inc. The organization is also known as: The Center, 7 Rivers LGBTQ Connection.

Section 1.02. Purpose: The Corporation is organized for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code.

Article II. Members

Section 2.01. Classes: There shall be two classes of members: Corporate and Individual.

Section 2.02. Qualifications: Membership may be granted to any individual or corporation that supports the mission and purposes of the organization, and who pays the annual dues set by the Board of Directors. Individual members shall have voting rights at the Annual Membership Meeting.

Section 2.03. Termination of Membership: The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member, and may, by a majority vote of those present at any regularly constituted *board* meeting, terminate the membership of any member who becomes ineligible for membership, *or for due cause*.

Section 2.04. Resignation: Any member may resign by filing a written resignation with the Secretary.

Section 2.05. Dues: Dues for members shall be established by the Board of Directors.

Section 2.06. Annual Membership Meetings: The annual membership meeting shall be held in January each year. Notice of the meeting shall be

mailed, telephoned, or e-mailed to each member not less than thirty (30) days before such meeting. A quorum shall consist of those present at the meeting.

Section 2.07. Special Membership Meetings: A special membership meeting can be called by the President or at the request of at least 10% of the members by notice mailed, telephoned or e-mailed to each member not less than ten (10) days before the date of the meeting to all members. The notice must state the place, date, and time of the special meeting, including the purpose or purposes of such meeting.

Article III. Authority and Duties of Directors

Section 3.01. Authority of Directors: The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Selection, and Tenure:

Section 3.02.a. Number: The Board shall consist of not less than THAN seven (7) or more than twelve (12) directors.

Section 3.02.b. Tenure: Terms of office may be established by the Board of Directors, but shall not exceed two (2) years. Directors may serve only three (3) successive terms. After completing three (3) terms, a Director may be elected to the Board again after being off the Board for at least one (1) year.

An exception to the maximum tenure limit is made for the immediate past President who is allowed to serve on the board for a one-year term as immediate past President regardless of whether he/she has reached the maximum term limit. The immediate past President serves in addition to the minimum or maximum number of board members. During her/his tenure in this capacity as past President she/he would be an ex-officio, non-voting member.

Section 3.02.c. Eligibility for Election: Any current individual member of the organization is eligible to run for election to the Board. A candidate for the board must disclose any conflict of interest, must not be associated with interests adverse to the organization, and must personally support the goals and mission of the organization. Paid staff or their family members that are individual members of the organization are not eligible to run for the Board of Directors.

Section 3.02.d. Nominations/Elections: A Nominations Committee shall present a slate of nominees to the membership at the Annual Meeting of the corporation. Elections will be by a majority of the membership present at the meeting. Each individual member shall have one vote. The Directors shall establish policies for voting, including, if it desires to do so, voting by absentee ballot.

Section 3.02.e. Vacancies: Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors with the newly elected board member completing the unexpired portion of the term. In the event of a tie vote, the President shall choose the succeeding director.

Section 3.03. Removal of Director: Any director of the organization may be removed from office, for cause, by a three-quarters vote of the directors at any meeting. The notices of such meeting shall *be sent to* the directors no less than 10 days before the meeting and it shall include specific reasons for the proposed removal. At such a meeting, an opportunity shall be given such director to be heard in person. Any director who is absent more than two (2) consecutive meetings without contacting a member of the Executive Committee shall receive from the Secretary, or another member of the Executive Committee, a written statement of the board's concern which requests that the director contact the Secretary regarding the absences. If a board member misses three regularly scheduled board meetings during a calendar year, that director shall receive a written statement of the board's concern which requests that the director contact the secretary regarding the absences. If a board member misses four regularly scheduled board meetings during a calendar year, that director may be removed from the board via a vote by the Board of Directors.

L

Section 3.04. Resignations: Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.05. Regular Meetings: The Board of Directors shall hold at least four (4) regular meetings per calendar year. Meetings shall be at such dates, times, and places as the Board shall determine. Board meetings shall be open to any individual member in good standing except when the Board convenes in Executive Session.

Section 3.06. Special Meetings: Special meetings shall be at such dates, times and places as the Board shall determine.

Section 3.07. Notice: Meetings may be called by the President or at the request of any two (2) directors *with a notice* e-mailed, mailed, or telephoned to each member of the Board not less than seventy-two (72) hours before such meeting.

Section 3.08. Quorum: A quorum shall consist of a majority of the Board members. All decisions will be by a simple majority vote. Votes may be cast in person, through teleconferencing or via email. If less than a majority of the directors is present at said meeting the directors present may adjourn the meeting on occasion without further notice.

Section 3.09. Participation in Meeting by Email or by Conference

Telephone: Members of the Board may participate in a meeting through use of email, conference telephone, or similar communications equipment at which time this communication is deemed necessary. This shall occur so long as all directors may participate or indicate their willingness to exclude themselves from any action. If a meeting is conducted through the use of email, conference telephone, or similar communications equipment all directors shall be given seventy-two hours notice that a meeting is taking place at which official business may be transacted. A director participating in this manner is considered to be present in person at the meeting.

Section 3.10. Acting Between Meetings: Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if a majority of the current members of the Board or committee consent in writing *or* through email to taking the action without a meeting and to approving the specific action. Such consent shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.11. Committees: The Board may, by resolution adopted by a majority of the directors in office, establish committees of the Board composed of at least two (2) persons that, except for the Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary, or desirable for the efficient management of the property, affairs, business, *and* activities of the Corporation. The Executive Committee exists as a standing committee comprised of board officers or other designated persons.

Section 3.12. Nominating Committee: There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decisions shall be made by the majority.

Section 3.13. Reimbursement: Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval.

Article IV. Authority and Duties of Officers

Section 4.01. Officers: The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except for the offices of President.

Section 4.02. Appointment of Officers, Terms of Office: The officers of the Corporation shall be elected by the Board of Directors at the first board meeting following the annual meeting; or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

Section 4.03. Vacancies: Any vacancy in office because of death, resignation, by disqualification, or otherwise, may be filled by the Board of Directors by majority election for the unexpired portion of the term.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting with a majority vote, or by action in writing pursuant to Section 3.809, whenever in the Board's judgment, the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. President: The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.06. Vice-President: The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of, or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 4.07. Secretary: The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the

books proper for that purpose. *The Secretary* shall perform such other duties as requested and assigned by the Board of Directors.

Section 4.08. Treasurer. The Treasurer shall be a director of the Corporation and shall report to the Board of Directors at each regular meeting on the status of the Corporation's finances. The Treasurer shall work closely with any board member or committee of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation. Bookkeeping functions may be outsourced under the direction of the Treasurer.

The Treasurer shall perform such other duties as requested and assigned by the Board of Directors.

Section 4.09. Paid Staff: The Board of Directors may hire an executive director or, if there is no executive director, other paid staff as it deems proper and necessary for the operations of the Corporation. Hiring, termination, and supervision of other paid staff shall be the responsibility of the executive director. The powers and duties of the executive director or, if there is no executive director, other paid staff shall be as assigned or as delegated by the Board.

Article V. Indemnification

Every member of the Board of Directors, officers, or employees of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officers or employees in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement in the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights that such member of the Board, officer or employee is entitled.

Article VI. Advisory Boards and Committees

Section 6.01. Establishment: The Board of Directors may establish one or more Advisory Boards or Committees.

Section 6.02. Size, Duration, and Responsibilities: The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

Article VII. Financial Administration

Section 7.01. Fiscal year: The fiscal year of the Corporation shall be January 1 to December 31, but may be changed by resolution of the Board of Directors.

Section 7.02. Checks, Drafts, Etc.: All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or 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 or of any committee to which such authority has been delegated by the Board.

Section 7.03. Deposits and Accounts: All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 7.04. Investments: The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may be hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501 (c)(3) of the Internal Revenue code.

Article VIII. Books and Record

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation or in a location(s) assigned by the Board of Directors. These shall include a minute book, which shall contain a copy of the Certification of Incorporation, a copy of these Bylaws, policies of the organization, and all minutes of meetings of the Board of Directors and of the general membership.

Article IX. Amendment of Bylaws

These Bylaws may be amended by a majority vote of the Board of Directors, provided notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to section 3.10 of these Bylaws.

Bylaws Amended October 2014