



ARTICLE I NAME AND PRINCIPLE EXECUTIVE OFFICE

Section 1. Name

The name of this organization shall be The Gay & Lesbian Community Center of Greater Cincinnati, herein referred to as "Community Center".

Section 2. Principle Executive Office

The principle executive office of the Community Center shall be in the County of Hamilton, State of Ohio.

ARTICLE II PURPOSE

Section 1. Purpose

The purpose of this Community Center shall be to form a non-profit organization whose goals are:

- A. To provide information, services, support, resources, social activities and meeting space to the GLBT community
- B. To be instrumental in promoting awareness through education and visibility.
- C. To rent, own or lease suitable real estate, buildings and other personal property, which is deemed necessary for its purpose. To enter into, make, perform and carry out contracts of any kind, for the lawful purpose without limit as to amount.

ARTICLE III NONPARTISAN ACTIVITIES

Section 1. Nonpartisan Activities

This Community Center has been formed for the purpose described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Community Center shall consist of the publication or dissemination of material with the purpose of attempting to influence legislation. The Community Center shall not substantially participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Community Center shall not



substantially engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

ARTICLE IV

DEDICATION OF ASSETS

Section 1. Dedication of Assets

Upon the dissolution of the organization the officers shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets if the organization exclusively for the purpose of the organization in such a manner, or to such 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 501c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the officers shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principle office of the organization or organizations as said Court should determine, which are organized and operated exclusively for such purpose.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Corporate Powers

The corporate powers shall be vested in a Board of Directors, which shall manage the affairs of the Community Center.

Section 2. Qualifications of Directors

Directors must be active members in good standing of the Community Center. No employee of the Community Center shall serve as a Director.

Section 3. Number and Quorum of Directors

The number of Directors of the Community Center shall be twelve (12). There will be nine (9) Directors appointed by the Board. Three (3) Directors will be elected by the General Membership. A quorum at a meeting of the Board of Directors shall be more than fifty (50) percent of the number of Directors currently serving terms. Any seats made vacant through term expiration, resignation or removal will not be counted to determine a quorum.

Section 4. Appointment, Election and Tenure of Directors

Appointment of Board-Appointed Directors shall occur at the December Board Meeting annually. Election of Member-Elected Directors shall be held at the December general membership meeting of each year. Directors shall assume



office at the next regularly scheduled Board Meeting. Directors shall hold office for two (2) year terms, and the terms shall be staggered so that approximately one-half of the terms expire each year. No Board member shall serve more than three (3) consecutive terms.

Section 5. Vacancies in the Board of Directors

- A. Any vacancy in the Board of Directors resulting from an increase in the number of Directors or from removal shall be filled by appointment by the Directors at a regular or special Board meeting at which the vacancy is caused to occur.
- B. Any vacancy in the Board of Directors resulting from resignation, incapacity, death or any other cause not specified shall be filled by vote of the remaining Directors. Such appointee shall serve the remainder of the term.
- C. A Board of Directors position may be declared vacant by voting of the remaining Directors if a Director is absent at three (3) consecutive regularly scheduled Board Meetings, or at a total of five (5) regular meeting during a term.
- D. In the event of cause, which prevents confirmation of a resignation, the Board shall have the power to immediately declare that position vacant.

Section 6. Removal of Directors

- A. Removal By Board: Any Director may be removed from the Board for cause by vote of three-fourths (3/4) of the Board of Directors.
 - 1. The removal process begins with a motion to serve Notice with cause to the subject of the removal. This motion must be submitted in writing and passed at a regular or special Board meeting.
 - 2. The Director who is to be the subject of removal must be present with the Removal Motion in writing and allowed to speak to the cause at a regular or special Board meeting. The Removal Motion will then be subject to a vote.
 - 3. Causes for removal may include, but are not restricted to, financial irregularities, failure to carry out the duties of the office, misfeasance or malfeasance.
- B. Removal By Membership: Any Director may be removed from the Board by a majority vote of the General Membership at a regularly scheduled General Membership meeting or a Special Membership meeting as defined in Article VII, Section 3. The subject of the removal must receive Notice, in writing, at least two (2) weeks prior to the General Membership meeting. A vote will



then be taken. For removal to pass, more than fifty (50) percent of the members present must vote to pass.

Section 7. Meetings

- A. The Board of Directors shall hold at least one (1) regular meeting per month, or more if deemed necessary.
- B. A special meeting may be called by the President, or upon written request of at least four (4) Directors addressed to the President or Secretary. Such meetings shall be held within fifteen (15) days of said request. All Directors shall be given reasonable notice of special meetings, personally or by mail.
- C. The Board of Directors meeting shall be open meeting except for executive sessions.

Section 8. Decision Making Policy

The basic decision making policy if the Board of Directors shall be to achieve consensus whenever possible. Only Directors may make motions or vote at Board meetings. Formal action by the Board of Directors must be by majority vote in all cases, unless specified otherwise in the By-laws. The Board may adopt such rules and procedures as it deems appropriate which are not in conflict with the law or By-laws of the Community Center.

Section 9. Powers and Duties of the Board of Directors

- A. To conduct, manage and control the affairs and business of the Community Center and its properties, and to make such rules and regulations therefore, not inconsistent with the law, the Articles of Incorporation or the By-laws, as they may deem necessary.
- B. To select and remove officers, agents and employees of the Community Center, as herein provided; to prescribe such powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation or the By-laws, and to fix their compensation.
- C. To provide for a review of the books and record of the Treasurer and Secretary at least once annually, by someone other than a member of the Board of Directors.
- D. To formulate and promulgate policies and guidelines for the conduct of the affairs of the Community Center.
- E. To facilitate, support and where deemed necessary, supervise and assist in maintaining pursuit of the aims and purposes of the Community Center.

Section 10. Committees



The Board of Directors shall have the power to establish and to dissolve standing and special committees for the advancement of the purposes of the Community Center.

Section 11. Voting by Proxy

Directors may assign another Director to serve as Blanket Proxy for a single meeting (with the exception of the President who can neither assign to nor accept from another Director a Proxy vote). Proxies must be presented in writing with the appropriate meeting date to the president or Secretary prior to the Call to Order and are valid for all votes on that meeting date only. Single-Issue Proxies may also be issued in writing with the subject of that issue clearly defined in the Proxy. Blanket proxies will be counted as part of the Quorum required to convene a meeting. Single-Issue Proxies will not be counted as part of that Quorum.

Section 12. Waiver of Notice, Consent to Meeting or Approval of Minutes

The business of any meeting of the Board of Directors, however called and noticed, or whenever held, shall be valid as though transacted at a meeting duly held upon notice, if a quorum is present and if, either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to holding such meetings or an approval of the minutes thereof. All such waivers, consents and approvals shall be filled with the minutes of the proceedings of the Board of Directors.

Section 13. Action by Written Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Board of Directors shall individually or collectively consent in writing prior or such action. Such written consent or consents shall be filled with the minutes of the proceeding of the Board of Directors. Such action by written consent shall have the same force and effect as though voted upon by a majority of the Directors at a regular or special meeting of the Board. This section shall not authorize any committee of the Board of Directors to take any action by written consent without a meeting.

ARTICLE VI OFFICERS OF THE BOARD

Section 1. Officers

The Officers of the Board of Directors and of the Community Center shall be a President, Vice President, Secretary and Treasurer. These officers will comprise the executive committee.

Section 2. Election and Tenure of Officers



Officers of the Board of Directors shall be elected by the Directors, by secret ballot; at the first Board of Directors meeting following the regular election each December assumes their duties upon election and serves for one (1) year.

Section 3. Removal of Officers

Any Officer may be removed by a two-thirds (2/3) secret ballot vote of the full Board whenever, in its judgement the best interest of the Community Center will be served, provided that all Directors have been notified of the proposed removal at least fifteen (15) days prior to the meeting. Such Notice shall be required upon written request by four (4) Directors addressed to the Secretary or President.

Section 4. Duties of Officers

President - The President shall have general executive supervision of the business of the Community Center, implementing the directives of the Board of Directors and exercising the powers delegated by the Board. The president shall represent the Community Center in all public matters unless such person delegates a representative. The President may countersign checks.

Vice President - The Vice President shall assist the President and Board of Directors in carrying out such executive and/or supervisory duties as are delegated by the President or the Board of Directors. In the event of the President's death, or other such emergency, the Vice President shall serve as President pro-term until a new president is elected by the Board of Directors. The Vice President may countersign checks.

Secretary - The Secretary shall keep a full and accurate record of all proceeding of the board of Directors, shall keep files of all reports of the officers and committees of the Community Center, shall keep a file of the Articles of Incorporation and the By-laws with all amendments duly recorded to be kept on hand at all Board meetings and shall maintain a list of members. The Secretary shall establish and keep any other file records deemed necessary by the Board of Directors. The Secretary shall furnish committees with any corporate documents needed for the performance of their duties. The Secretary shall also send out all meeting notices seven (7) days in advance of meeting date, including the proposed agenda for each meeting and shall prepare the official correspondence for the Board as they may direct. The Secretary may countersign checks.

Treasurer - The Treasurer shall receive for the Community Center all donations, fees and other monies given to the Community Center and shall hold such monies in safekeeping as directed by the Board of Directors. The treasurer shall ensure that accurate records are kept of the finances of the Community Center and all documents relating thereto. The Treasurer shall make quarterly



and yearly financial statements and such interim reports as the Board may require. The Treasurer may not countersign checks. The Treasurer shall serve as Chair of the Finance Committee.

Section 5. Vacancies

Any vacancy resulting from resignation or removal will be filled by a majority vote of the board of directors at the next regularly scheduled or special board meeting.

ARTICLE VII GENERAL MEMBERSHIP

Section 1. Categories and Requirements of Membership

The Board of Directors may establish various categories of membership and set forth benefits and requirements of such categories, including dues. Any change in membership dues shall be subject to approval by the General Membership before taking effect.

Section 2. Meetings

- A. General Membership meeting shall be held at least two (2) times per calendar year at a time and place determined by the Board of Directors with proper Notice given to all members
- B. Special Membership meeting may be requested by means of a petition to the Board of Directors signed by at least twenty (20) members or ten (10%) percent of current membership. The Board, upon receipt of such petition, must call the meeting within forty-five (45) days and notify the membership by mail at least fifteen (15) days prior to the meeting. The Board may also call a special membership meeting by following the same notification procedure.
- C. Membership meetings shall be conducted by the Board of Directors. The Board shall provide for timely reports by officers and staff of the Community Center, shall inform the membership of the agenda and shall provide for members to bring business before the meetings.
- D. Any member may request an absentee ballot if they are unable to attend the General Membership meeting in person. Such requests for absentee ballots must be received no later than twenty-four hours before the General Membership meeting. Absentee ballots must be returned to the Secretary of the Board of Trustees no later than the beginning of the General Membership meeting.
- F. No proxy votes are allowed at any General Membership meeting.



Section 3. Voting Requirements

Voting at membership meetings will be restricted to persons who have been members in a voting category for at least thirty (30) days immediately prior to the meeting.

Section 4. Membership and Mailing Lists

Any membership or mailing lists established under the authority of the Community Center shall remain confidential and may not be disclosed to any other group or organization. Use of such lists shall be restricted to persons and for purpose specifically authorized by the Board of Directors.

ARTICLE VIII AMENDMENTS OF THE BY-LAWS

Section 1. Amendments of the By-laws

These By-laws may be amended by a two-thirds (2/3) majority vote of the general membership present and voting at any regular or special membership meeting.

Section 2. Submission of Amendments

- A. Any proposed amendment must be submitted in writing by the Board of Directors or a member of the Community Center to the Board Secretary at least sixty (60) days prior to a scheduled or special General Membership meeting. Said amendment shall be placed on the agenda for the first available Board Meeting for discussion and shall be considered for the next membership meeting.
- B. The Board of Directors shall notify the membership with copies of any proposed amendment, thirty (30) days prior to a membership meeting at which such amendments are to be considered.

Section 3. Effective Date

Amendments shall become effective immediately upon adoption, unless specified otherwise.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification of Directors and Officers

Each Director or Officer now, or hereafter serving the Community Center and



each person who, at the request of, on behalf of, the Community Center is now serving, or hereafter serves, as a Director and their heirs, executors and administrators, each of them shall be indemnified by this Community Center against all costs, expenses, judgements and liabilities, including attorney fees reasonably incurred or imposed upon him/her in connection with, or resulting from any action, suit or proceeding, civil or criminal, in which he/she is, or may be made a party by reason of an action alleged to have been taken or omitted by him/her as such Director or Officer, whether or not he/she is a Director or Officer at the time of incurring such costs, expenses, judgements and liabilities, except in relation to matters as to which he/she shall be finally adjusted, without right of further appeal, in misconduct in the performance of his/her duty as such Director or officer. Such indemnification shall be made with respect to adjudication's forgoing right of indemnification shall not be exclusive of other rights to which such Directors or Officers may be entitled as a matter of law.

Proposed: Sept. 2000, Suggestion — Section 1. Indemnification of Directors and Officers

Each Director or Officer now, or hereafter serving the Community Center and their heirs, executors and administrators, shall be indemnified by this Community Center against all costs, expenses, judgements and liabilities. This includes attorney fees reasonably incurred or imposed upon such person in connection with, or resulting from any action, suit or proceeding, civil or criminal, in which such person is, or may be made a party by reason of an action alleged to have been taken or omitted by such person as such Director or Officer, whether or not such person is a Director or Officer at the time of incurring such costs, expenses, judgements and liabilities. This does not include matters as to which such person shall be finally adjusted without right of further appeal, in misconduct in the performance of such person's duty as Director or officer. Such indemnification shall be made with respect to adjudication's forgoing right of indemnification shall not be exclusive of other rights to which such Directors or Officers may be entitled as a matter of law.