

**BY-LAWS OF THE
MEMPHIS GAY AND LESBIAN COMMUNITY CENTER
July 10, 2005**

ARTICLE I: NAME AND LOCATION

- A. The name of this body is the Memphis Gay and Lesbian Community Center, hereafter referred to as the MGLCC.
- B. The location is Shelby County, Tennessee.

ARTICLE II: PURPOSE

- A. The purpose of the MGLCC is to provide educational, counseling, and cultural services, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future United States Internal Revenue law, supported by and for use by members of the Gay, Lesbian, Bisexual, Same Gender Loving, and Transgender communities and their friends.
- B. Notwithstanding any other provision of these articles, this organization shall not carry on activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of the 1986 or corresponding provision of any future United States Revenue law.

ARTICLE III: MEMBERSHIP

- A. The membership is composed of those individuals who have paid their dues. Dues are established by the Board of Directors.
- B. No person who subscribes to MGLCC's purpose shall be excluded from membership.
- C. Voting privileges are conferred after 90 days of membership.
- D. Memberships may be revoked by the Board of Directors if a member has acted contrary to the purposes of MGLCC. A member subject to a removal vote is to be accorded fair and reasonable opportunity to respond to any statements made in the course of the removal proceedings. A removal can be overturned by a majority of the voting members present at the next membership meeting.
- E. Significant lump sum donations in amounts determined by the Board of Directors confer Benefactor status and lifetime membership. Benefactors are subject to provisions in Article III, Paragraph D.

ARTICLE IV: MEMBERSHIP MEETINGS

- A. The Annual Meeting of the Membership is held during the month of July at which time the Board of Directors is elected.
- B. Additional membership meetings may be called as needed.
- C. A quorum consists of all members present plus a majority of the Board of Directors.
- D. Those individuals who qualify as voting members have one vote on any issue presented to them. Members who abstain in any vote are not counted as either for or against the motion. Issues are decided by a majority of the members voting, except where the By-laws require a two-thirds vote of the members voting.

ARTICLE V: BOARD OF DIRECTORS

- A. The business of the MGLCC is managed under the direction of the Board of Directors.
- B. The Board of Directors shall consist of the four officers and the members at-large. The Board of Directors shall consist of at least 5 persons **and no more than 13**. (Amended on September 25, 2005 to **and no more than 15**).
- C. The election of the Board of Directors is held at the July Annual Meeting. A Nominating Committee appointed by the Board of Directors presents a list of candidates at the Annual Meeting. Whenever possible, this list is to be diverse in terms of race, gender, age, class, and sexual orientation. A public announcement of the Nominating Committee's list must appear at least two weeks prior to the July Annual Meeting. In addition to the list presented by the Nominating Committee, nominations from the floor shall be accepted for all positions.
- D. Members who meet the requirements to be voting members are eligible for nomination for service on the Board of Directors.
- E. A voting member may cast an absentee ballot if he or she is unable to attend the annual meeting. The absentee ballot must be cast in the presence of a Notary Public who will sign and affix his/her seal. Absentee ballots must be received at MGLCC by the start of the annual meeting.
- F. The President presides at all meetings of the Board of Directors and at all membership meetings. S/he exercises general supervision over the affairs of the MGLCC and has such powers as ordinarily accompany the office.
- G. The Vice-President, in the absence or disability of the President, performs all duties of the President. S/he has such other powers and duties, not inconsistent with these By-Laws, as may be assigned by the President and/or the Board of

Directors. The Vice-President also acts as the Parliamentarian, and Chairs the Marketing and Public Relations Committee and the Membership Committee.

- H. The Secretary keeps the minutes of the membership and board meetings. The Secretary is the custodian of all records and documents. S/he performs all other duties, not inconsistent with these By-laws, as are incident to the office of the Secretary or that are assigned by the President and/or Board of Directors. The Secretary shall provide minutes of these meetings for public inspection.
- I. The Treasurer, under the general supervision of the Board of Directors, has custody of all funds and makes disbursements according to regulations prescribed by the Board. S/he keeps proper books of account and reports annually to the membership and to the Board of Directors at their regularly scheduled meetings. Said report shall include a description of receipts and disbursements, and the financial condition of the MGLCC. The Treasurer performs all other duties, not inconsistent with these By-laws, as are incident to the office of Treasurer or as may be assigned by the President and/or Board of Directors. The Treasurer also shall Chair the Finance Committee.
- J. For the purpose of the term of office, the MGLCC year begins August 1st and ends July 31st.
 - a. The President and Secretary will be elected at the July Annual Meeting in an even numbered year for a term of two years beginning August 1st.
 - b. The Vice-President and Treasurer will be elected at the July Annual Meeting in an odd numbered year for a term of two years beginning August 1st.
 - c. Members-At-Large will be elected at each July Annual Meeting for a term of one year beginning August 1st.
- K. The Board of Directors shall meet at least quarterly at a date and time set by the Board. All community members are invited to attend all Board of Directors meetings as observers, unless the President calls to meet in Executive Session.
- L. There must be a quorum present for the Board of Directors to conduct business. A majority of the Board of Directors constitutes a quorum, provided at least two officers are present.
- M. At all meeting of the Board of Directors, matters are resolved by a vote of the majority of the Board of Directors present, except as otherwise expressly required by the By-laws. The President votes only in the event that a tiebreaker is necessary. Voting may be conducted via electronic communication or telecommunication.
- N. The MGLCC shall maintain an Executive Email distribution list. Motions may be made and votes taken via this list serve on matters that cannot wait until the next meeting of the Board of Directors. All members of the Board of Directors are

required to subscribe to the list serve. Once a motion has been properly made and seconded via the list serve, Board members shall have at least 5 days to respond. Failure to vote shall be construed as an abstention. The results of this motion shall be added to the minutes of the previous meeting of the Board of Directors for ratification.

- O. Any accusation of impropriety made against a member of the Board of Directors will be investigated on a case-by-case basis. Any member of the Board of Directors may be removed at any time for cause by a vote of two-thirds of the Board of Directors. A notice of the Board of Directors meeting where such removal is to be voted upon must be given in writing to all members of the Board, specifying the time and place of the meeting, and the removal action proposed. A member, including any officer, subject to a removal vote is to be accorded fair and reasonable opportunity to respond to any statements made in the course of the removal proceedings. A removal action taken by the Board can be overturned by a two-thirds majority of the membership voting at the next membership meeting.
- P. Members of the community may initiate a recall of all or part of the Board of Directors by submitting a petition signed by 25% of the voting members of the MGLCC. Upon receipt of this petition by certified mail, the Board shall call a membership meeting within 15 days to address the issue. At this time, all parties should be given ample opportunity to discuss the concerns of the membership and to resolve the problems. If no such resolution can take place, a motion to recall all or part of the Board of Directors must be entertained. A majority vote of voting members present is required to remove any members from the Board of Directors.
- Q. Absence from two consecutive Board of Directors meetings without notice will constitute an automatic resignation by that Board member.
- R. Any vacancies on the Board of Directors of the MGLCC may be filled provisionally at a meeting of the Board of Directors. This appointment must be ratified or overturned by the membership at the next membership meeting. A public announcement of the Board of Directors' appointment must appear at least two weeks before the meeting where ratification by the membership is to take place. Otherwise, any vacancies on the Board of Directors of the MGLCC may be filled for the unexpired term by the same general procedures that govern the annual election of officers.
- S. The Board of Directors presents an Annual Report of the activities and finances of the MGLCC at the Annual Meeting.
- T. The members of the Board of Directors of the MGLCC serve as such without salary or other compensation.
- U. Each member of the Board of Directors is responsible for a certain number of staffing times each month. These are to be agreed upon among the members of

the Board of Directors. If no volunteer is available to staff during the time for which a Board Member is responsible, that Board Member is required to staff the Center. All Board Members are required to serve on a committee.

- V. Subject to any limitations set forth in the Charter, the MGLCC shall indemnify and advance expenses to each present and future officer of the Center, or any person who may serve at the request of an officer (and, in either case, his or her heirs, estate, executors or administrators) to the full extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted. The Center may indemnify and advance expenses to any employee or agent of the Center who is not an officer if the Board of Directors determines that it is in the best interest of MGLCC to do so. MGLCC shall also have the power to contract with any individual director, officer, employee, or agent for whatever additional indemnification the Board shall deem appropriate. The Center shall have the power to purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Center, or who, while a director, officer, employee, or agent of the Center, is or was serving at the request of the Corporation, as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify him or her against the same liability under these By-Laws.

ARTICLE VI: COMMITTEES

- A. The Standing Committees of the MGLCC are the Finance, Membership, Marketing and Public Relations, and Building Committees. Standing Committees should meet at least quarterly.
- B. The Board of Directors may create ad-hoc committees as are considered necessary to carry out the purposes and goals of the MGLCC.
- C. Unless specified by the By-laws, the President will appoint chairs of these committees. The committee chair shall be the liaison to the Board of Directors.

ARTICLE VII: FINANCES

- A. All checks, drafts, and orders for payment of money, notes, or other evidences of indebtedness issued in the name of the MGLCC are to be signed with two signatures.
- B. Approved signatories are the MGLCC officers.

ARTICLE VIII: PROTOCOL

- A. The procedures for meetings and operations of the MGLCC are to be governed by the Constitution and By-laws. Any issue not addressed by the Constitution

and By-laws will be governed by Standard Operating Procedures developed by the Board of Directors. In the absence of applicable Standard Operating Procedures, the issue will be addressed according to Robert's Rules of Order. All procedures that govern the operations of the MGLCC must be consistent with the laws of the State of Tennessee.

B. The MGLCC will strive to adhere to these ethical values:

a. Openness

i. Open Door – We will be open to receiving feedback and input constructively from community members and provide the same to community members.

ii. Listening Posture – We will actively strive to listen to the voices of our community members and to attempt to diffuse destructive conflict.

b. Honesty

i. Transparency – We will assure that business meeting and financial records are open to members of the community.

ii. Provide Meaning – Our board decisions will be communicated with rationale and an attempt to answer “why?”

c. Respect

i. Safety Assurance – We will provide a physically and emotionally safe environment for all visitors.

ii. Dignity – We will value each person’s contribution.

iii. Consistency – We will strive to be fair in the application of our vision, mission statement, non-discrimination statement, and ethical values.

ARTICLE IX: AMENDMENTS OF THE BY-LAWS

Any proposed amendment to these By-laws must be submitted in writing to the secretary and shall include the signatures of (a) two-thirds of the Board of Directors present at a regularly called board meeting or (b) the signatures of 25% of the voting members of the MGLCC.

Adoption of the proposed amendment requires readings at two consecutive membership meetings with a two-thirds majority vote of the voting members present at the time of the second reading.

ARTICLE X: NONPROFIT STATUS

In the case of dissolution, the assets of the above named corporation would be distributed to an organization, which meets the tax-exempt status requirements of the Internal Revenue Code 501(c)(3), or any future United States Internal Revenue laws.

Distribution of the assets will be determined by a two-thirds vote of the members voting at a specially called meeting.

ARTICLE XI: ADOPTION OF THE BY-LAWS:

These By-laws were approved by two-thirds majority of voting members present on Sunday, July 10th 2005 and adopted.