



BY-LAWS

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 “The Center”

Section 2. Principle Executive Office

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

ARTICLE II

PURPOSE

Section 1. Purpose

The purpose of this The Center shall be to form a non-profit organization to be:

- 1 A community-based organization, which supports and promotes activities directed at furthering the well being, positive image, and human rights of the lesbian, gay, bisexual, & transgender community (GLBT) and its allies.
- 2 We accomplishment this purpose through on going education, cultural and recreational programs offered to the GLBT community and its allies.

As adopted by Board and Membership of the Gay & Lesbian Community Center of Greater Cincinnati, OH December 19, 2012.



- 3 We support this purpose serving as a one-source point of contact for printed and electronic resources and referrals to organizations that serve, support and otherwise assist GLBT people and their allies.
- 4 Create a safe place for members of the GLBT community and allies for meetings and organizational activities through renting, owning or leasing suitable real estate, buildings and other personal property which is deemed necessary for this purpose. This organization may enter into, make, perform and carry out contracts of any kind, for the lawful purpose without limit to amount to support this purpose.

ARTICLE III

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 501(c)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. The Court of Common Pleas shall dispose of such assets not disposed of 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 IV

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 The Center.

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Section 2. Qualifications of Directors

Directors [1] must have served as a volunteer for at least six (6) months at The Center and [2] be uniquely qualified as determined by the Nominating Committee. If appointed to fill an unexpired term, the individual must meet both requirements #1 and #2 as stated above. No employee of the The Center shall serve as a Director.

Section 3. Number and Quorum of Directors

The number of Directors of the The Center shall be nine (9). All Directors will be voted upon by the sitting Board of Directors upon nomination by the Nominating Committee. 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. Nominating Committee

The Nominating Committee shall consist of at least two members of the executive committee and at least one other Board Member. The Nominating Committee shall be appointed by the Board members who are not standing for election at the year-end annual meeting.

Section 5. Election and Tenure of Directors

Persons considered for the Board of Directors shall be presented to the Board of Directors by the Nominating Committee one month prior to the December regular board meeting and shall be voted on at the December meeting by the sitting Board of Directors. All new candidates for the board must submit the appropriate forms as directed by the nominating committee. 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 nominations shall be accepted from the floor at the December board of directors meeting.

Section 6. Vacancies in the Board of Directors

- 1 Any vacancy in the Board of Directors resulting from an decrease 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, so long as the qualifications are consistent with Article IV, Section 2.
- 2 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

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remaining Directors. Such appointee shall serve the remainder of the expired term unless otherwise directed by the Board.

- 3 A Board of Directors position may be declared vacant by a simple majority vote of the remaining Directors if a Director is absent at three (3) regularly scheduled board meetings during a calendar year.
- 4 In the event of cause, which prevents confirmation of a resignation, the Board shall have the power to immediately declare that position vacant.

Section 7. Removal of Directors

- 1 Removal By Board: Any Director may be removed from the Board for cause by a simple majority vote of the Board of Directors.
 - a 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 or electronic notification and passed at a regular, special Board meeting, or by electronic vote.
 - b The Director who is to be the subject of removal is allowed to be present and allowed to speak to the cause at a regular or special Board meeting. The Removal Motion will then be subject to a vote.
 - c Causes for removal may include, but are not restricted to, financial irregularities, failure to carry out the duties of the office, misfeasance or malfeasance.

Section 8. Meetings

- 1 The Board of Directors shall hold at least one (1) regular meeting per month, or more if deemed necessary.
- 2 A special meeting may be called by the President, or upon request of at least three (3) 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, by mail or electronic notification.

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- 3 The Board of Directors meeting shall be open meeting except for executive sessions.

Section 9. Decision Making Policy

The basic decision making policy if of 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 The Center.

Section 10. Powers and Duties of the Board of Directors

- 1 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.
- 2 To select and remove officers, agents and employees of the The 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.
- 3 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.
- 4 To formulate and promulgate policies and guidelines for the conduct of the affairs of the The Center.
- 5 To facilitate, support and where deemed necessary, supervise and assist in maintaining pursuit of the aims and purposes of the The Center.

Section 11. 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 12. Voting by Proxy

As adopted by Board and Membership of the Gay & Lesbian Community Center of Greater Cincinnati, OH December 19, 2012.



- 1 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 or electronic notification with the appropriate meeting date to the president or Secretary prior to the meeting being Called to Order and are valid for all votes on that meeting date only.
- 2 Single-Issue Proxies may also be issued in writing or electronic notification with the subject of that issue clearly defined in the Proxy.
- 3 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; except for the single-issue being discussed.

Section 13. 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 14. 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 or electronic notification 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 or without electronic notification and a majority vote by the Board of Directors.

ARTICLE V

OFFICERS OF THE BOARD

As adopted by Board and Membership of the Gay & Lesbian Community Center of Greater Cincinnati, OH December 19, 2012.



Section 1. Officers

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

Section 2. Election and Tenure of Officers

The Directors shall elect officers of the Board of Directors by secret ballot at the December Board of Directors meeting following the election of the new Board of Directors. They shall assume their duties at the next regular meeting in January of the following year and serve for one (1) year.

Section 4. Duties of Officers

- 1 President:
 - a The President shall have general executive supervision of the business of the The Center, implementing the directives of the Board of Directors and exercising the powers delegated by the Board.
 - b The president shall represent the Center in all public matters unless such Person delegates a representative.

 - 2 Vice President:
 - a 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.
 - b 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.

 - 3 Secretary:
 - a The Secretary shall keep a full and accurate record of all proceeding of the board of Directors,
 - b The Secretary shall keep files of all reports of the officers and committees of the The Center,
 - c and 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.
 - d The Secretary shall establish and keep any other file records deemed necessary by the Board of Directors.
 - e The Secretary shall furnish committees with any corporate documents needed for the performance of their duties.
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- f 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
- 4 Treasurer:
- a The Treasurer shall receive for the The Center all donations, fees and other monies given to the The Center and shall hold such monies in safekeeping as directed by the Board of Directors.
 - b The treasurer shall ensure that accurate records are kept of the finances of the Community Center and all documents relating thereto.
 - c The Treasurer shall make quarterly and yearly financial statements and such interim reports as the Board may require.
- 5 Vacancies
- a 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 VI

AMENDMENTS OF THE BY-LAWS

Section 1. Amendments of the By-laws

These By-laws may be amended by a simple majority vote of the the Board of Directors present and voting at any regular or special meeting.

Section 2. Submission of Amendments

Any proposed amendment must be submitted in writing or by electronic notification by a member of the Board of Directors to the Board Secretary at least sixty (60) days prior to a scheduled or special meeting. Said amendment shall be placed on the agenda for the first available Board Meeting for discussion and and can be voted on at that regular or special meeting.

Section 3. Effective Date

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

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