

OAK PARK AREA LESBIAN AND GAY ASSOCIATION BY-LAWS

Article I: Name

The name of this organization is the Oak Park Area Lesbian and Gay Association, hereafter referred to as "the Organization."

Article II: Mission

The mission of the Organization is to promote positive attitudes and advocate for full equality for the gay, lesbian, bisexual and transgendered community of the greater Oak Park area; to promote institutional change through positive efforts to educate public and private bodies; to provide opportunities for sharing information and resources among its membership; to provide educational, social and cultural opportunities for its members; and to celebrate the contributions that the Organization and its members make to the welcoming communities of the greater Oak Park area.

Article III: Membership

- 3.1 INDIVIDUAL MEMBERSHIP: Membership is open to anyone willing to support the purpose of the Organization and shall be without regard to race, sex, religion, ethnicity, creed, ancestry, national origin, sexual orientation, gender identification, age, matriculation, familial status, or physical or mental ability. Those individual members whose dues are paid are considered to be members in good standing.
- 3.2 ORGANIZATIONAL MEMBERSHIP: A special non-voting membership category is available for organizations and businesses which support the purposes of the Organization and wish to have a formal association with the Organization. Applications for organizational membership are made by letter to the Board of Directors, which reviews such applications and determines whether or not to grant organizational membership status.

Article IV: Board of Directors

- 4.1 MEMBERSHIP: The Board of Directors consists of the Officers of the Organization, up to eight (8) At-Large Members, and one (1) past Co-Chair as a non-voting ex-officio member.
 - 4.1.1 OFFICERS: The Officers of the Organization and their respective duties consist of the following:
 - 4.1.1.1 Co-chairs of the Organization [one (1) male and one (1) female]: The two (2) Co-chairs of the Organization serve as facilitators, sharing equally in this responsibility at all Board, Membership, and Annual meetings. Representation of the Organization to the public is primarily, but not solely the responsibility of the Co-chairs of the Organization. The Co-chairs are also responsible for ensuring that all legal documentation for the Organization is in compliance with all current statutes, coordinating these activities with the other officers when necessary.

4.1.1.2 Secretary: The Secretary is responsible for taking minutes at each meeting of the Organization and maintaining the Organization's membership records and archives.

4.1.1.3 Treasurer: The Treasurer is responsible for maintaining records of all of the Organization's financial transactions, preparing financial and operating statements, budgets, and maintaining the Organization's checking account. The Treasurer will also administer and maintain the Organization's petty cash fund. The Treasurer shall report to the members present at the Annual membership meeting the financial status of the Organization. The Treasurer shall report to the members of the Board of Directors present at each Board of Directors meeting the financial status of the Organization. The Treasurer will ensure that the Organization is in statutory compliance in regards to all financial matters, in conjunction with the Co-Chairs.

4.1.2 AT-LARGE MEMBERS. Up to eight may be elected from the eligible voting membership.

4.1.3 PAST CO-CHAIRS: For a period of one (1) year after the election of new Officers, Past Co-chairs who have served out their full term shall remain in the capacity of non-voting ex-officio members of the Board of Directors. During this one (1) year period, the Past Co-chair shall provide insight and guidance to the Officers and Board of Directors

- 4.2 GENERAL DUTIES: General duties of the Board of Directors, apart from those specified for the Officers of the Board, shall include but are not limited to representing the Organization as a legal entity, carrying on the day-to-day business of the Organization and representing the Organization to the public. The Board of Directors shall also establish and ensure compliance with organizational policies and procedures, fill vacancies, and otherwise ensure the wellbeing and continuity of the Organization.
- 4.3 ELIGIBILITY: Any person who is a member in good standing of the Organization is eligible to serve on the Board of Directors. All members of the Board of Directors must maintain membership in good standing at all times during their terms as members of the Board of Directors.
- 4.4 TERMS OF OFFICE: The term of office for all members of the Board of Directors is two (2) years. Co-chairs of the Organization may serve no more than two (2) consecutive terms as Co-chair. The Secretary, Treasurer, and At-Large Members may serve no more than three (3) consecutive terms in their respective offices. The terms of office for members of the Board are staggered with one (1) Co-chair, the Secretary or Treasurer, and four (4) At-Large Members elected each year. Terms of office run from January 1 through December 31.
- 4.5 VACANCIES: In the event of the demise, incapacitation, resignation or removal of one of the Board members of the Organization, the Board of Directors shall instruct the Nominating Committee to convene and present a list of potential candidates for the vacancy to the Board. The Board shall then appoint a successor from the list submitted by the Nominating Committee by a simple majority vote of the Board of Directors at the next regularly scheduled meeting of the Board. Such appointments serve only until the next regularly scheduled elections for Board membership. If an additional year remains in the term of the office filled by appointment, the remaining year will be filled through the next regularly scheduled elections.

REMOVAL FROM OFFICE: Members of the Board of Directors may be removed from office for failing to fulfill the duties of the office, for actions that obligate the Organization or its resources without Board consideration and approval, for violations of the By-Laws, for engaging in illegal activity of any kind, or for other conduct which the Board deems to be detrimental to the welfare of the Organization. Removal from office requires a two-thirds ($\frac{2}{3}$) vote of the full Board of Directors. Motions for removal from office must be announced at least thirty (30) days prior to the date of the meeting at which the vote on the motion is to be taken.

Article V: Meetings

- 5.1 BOARD MEETINGS: The Board of Directors shall meet at least quarterly at a time and place announced by the Officers and published at least two weeks before the meeting. Meetings of the Board of Directors shall be open to all members in good standing of the Organization. At the discretion of the Co-Chairs, emergency meetings, either actual or virtual, may be called at any time. Discussions and decisions of such meetings may be minuted separately or incorporated into the minutes of the next regularly scheduled meeting of the Board. Executive sessions may be called only to discuss personnel, contractual, removal from office, and other issues that require confidentiality. Board members unable to attend meetings may communicate their intent about agenda items in advance for consideration by the Directors present.
- 5.2 ANNUAL MEETING: An Annual Meeting shall be held every year in the first half of January at a date, place, and time decided upon by the Board of Directors and published to the membership in good standing at least thirty (30) days prior to the meeting. The purpose of the Annual Meeting shall be to review and evaluate the past year's activities, to formulate ideas for the coming year, to announce the results of elections, and to set organizational priorities and goals.
- 5.3 OTHER MEETINGS: The Board of Directors may call other meetings from time to time, as the need arises for information, planning, strategizing, or other pertinent purposes. Calling a special meeting of the Board requires the agreement of at least one-quarter ($\frac{1}{4}$) of current Board members and must be announced at least one week in advance of such meeting.
- 5.4 QUORUM: A quorum must be present at all meetings of the Board where decisions are taken. A quorum is defined as a simple majority of current Board Members, not including ex-officio members.
- 5.5 VOTING BY THE BOARD: All decisions by the Board (except as noted in IV.4.6) require a simple majority vote of the full Board. .

Article VI: Committees and Task Forces

- 6.1 NOMINATING COMMITTEE: The Board of Directors shall serve as the Nominating Committee. Each year the Board will appoint two At-Large Board Members, not up for re-election, to serve as the Nominating Committee Co-Chairs. The Nominating Committee shall be responsible for identifying and recruiting prospective Directors and Officers of the Board.
- 6.2 OTHER STANDING COMMITTEES: Other Standing Committees may be created or dissolved by a simple majority vote of the full Board of Directors, in response to the

mission and purposes of the Organization. The responsibilities of each Standing Committee are determined by a simple majority vote of the Board of Directors. Whenever possible, each Standing Committee shall have two (2) Co-chairs, one (1) male and one (1) female. The Standing Committee Co-chairs shall be appointed by a simple majority vote of the full Board of Directors. It shall be the responsibility of each Standing Committee to present to the Board of Directors as a whole, a synopsis of its activities at least quarterly at a Board of Directors meeting. Upon the request of any Officer of the Organization, any Standing Committee may be required to prepare a detailed report on its activities and the scope of these activities. Such a request shall be made no less than ten (10) days from the due date of the report. All Standing Committee activities are subject to the approval by a simple majority vote of the full Board of Directors.

- 6.3 **TASK FORCES:** When a project arises involving expenditures of more than five-hundred dollars (\$500) of Organization funds, involvement of more than fifteen (15) persons or spanning more than five (5) months time, or requiring public sponsorship by the Organization, the Board of Directors by a simple majority vote may create a Task Force to address the project. Whenever possible, each Task Force shall have two (2) Co-chairs, one (1) male and one (1) female. These Task Force Co-chairs shall be appointed by the Board of Directors with a simple majority vote. The work of any Task Force shall last for a period not to exceed twelve (12) months, unless renewed for a specific period of time by a simple majority vote of the Board of Directors. Task Forces shall report to the Board of Directors. It shall be the responsibility of each Task Force to present to the Board of Directors as a whole, a synopsis of its activities at least quarterly at a Board of Directors Meeting. Upon the request of any Officer, any Task Force may be required to prepare a detailed report on its activities and the scope of those activities. Such a request shall be made no less than ten (10) days from the due date of the report. All Task Force activities are subject to approval by a simple majority vote of the full Board of Directors. Task Forces may, at the discretion of and by a simple majority vote of the Board of Directors, be placed under the supervision of a Standing Committee, or be merged into a Standing Committee. A Task Force may be made a Standing Committee by a simple majority vote of the full Board of Directors, if the purpose of the Task Force is determined to be ongoing and consistent with the mission and purposes of the Organization. A Task Force may be dissolved by a simple majority vote of the Board of Directors.
- 6.4 **ELIGIBILITY:** Co-chairs and members of Standing Committees and Task Forces must be members in good standing of the Organization.
- 6.5 **TERMS OF OFFICE:** All terms of office for Standing Committee Co-chairs shall be for a period of one (1) calendar year. There shall be no limit as to the number of terms a person may serve as a Standing Committee Chair or Co-chair. The terms of office for Task Force Co-chairs shall not exceed one (1) year. There shall be no limit as to the number of terms a person may serve as a Task Force Co-chair.
- 6.6 **VACANCIES:** In the event of the demise, incapacitation, resignation or removal of one of the Co-chairs of a Standing Committee or Task Force of the Organization, the Board of Directors shall appoint a successor by a simple majority vote of the Board of Directors at the next regularly scheduled meeting of the Board.
- 6.7 **REMOVAL FROM OFFICE:** Co-chairs of a Standing Committee or Task Force of the Organization may be removed from office for failing to fulfill the duties of the office, for engaging in illegal activity of any kind, or for other conduct which the Board deems to be detrimental to the welfare of the Organization. Removal from office requires a two thirds (2/3) vote of the full Board of Directors. Motions for removal from office must be announced at least thirty (30) days prior to the Board meeting at which the vote on the motion is to be taken.

Article VII: Elections and Voting

DETERMINATION OF THE SLATE OF CANDIDATES FOR THE BOARD OF DIRECTORS.

7.1.1 The Nominating Committee will request nominations in writing from the membership in good standing in mid September and nominations must be submitted to the Nominating Committee by mid October of each calendar year.

7.1.2 Whenever possible, at least one candidate shall be slated for each position.

7.1.3 In considering the candidates for nomination, the Nominating Committee will be concerned primarily with slating individuals who possess the appropriate background and experience as may be required for the position, who are willing to make the necessary time commitment to the Organization, and who are deemed to project a positive image of the Organization. In addition, the Nominating Committee will take into consideration both demonstrated past service to the organization as well as professed enthusiasm to serve the organization in arriving at a final slate of candidates. A balance of gender/gender identity, areas of expertise, and diversity may also be considered in the slating process.

7.1.4 Each potential candidate will be asked if he/she wishes to serve and will be asked to submit a short statement of background, experience, and interests that would qualify him/her for the position.

7.2 BALLOTING PROCEDURES FOR ELECTING MEMBERS OF THE BOARD OF DIRECTORS.

7.2.1 Ballots with the slate of nominees will be sent to the membership in good standing at least one month prior to the December Board Meeting.

7.2.2 Ballots are to be returned to the Nominating Committee prior to the December Board Meeting. The ballots will remain sealed until they are opened and tabulated by the Nominating Committee at the December Board Meeting.

7.2.3 Elections are at large. Candidates receiving the largest numbers of votes are elected to the respective positions. If no candidates are specifically slated for one-year vacancies, such vacancies are filled by those candidates receiving the lesser number of votes.

7.2.4 Tie votes for any Board position will be determined by coin toss.

7.2.5 Election results will be announced at the Annual Meeting.

7.2.6 In the event that positions are not filled in the election process, the position is considered vacant and shall be filled by appointment as outlined under Section IV.4.5.

7.3 VOTING ON OTHER MATTERS: The Board of Directors may choose to present other matters to the membership for a vote. Such votes shall be by simple majority vote of the members in good standing voting.

Article VIII: Finances and Fundraising

8.1 CHECKING ACCOUNT: The Organization shall maintain a checking account over which the Officers shall have signature authority. Two authorized signatures are required for all checks written for more than \$500. Monies collected from or on behalf of the Organization shall be deposited to this checking account. Expenses for any single item over \$250 not previously approved and those provided for in Section VI.6.3 of these by-laws shall be subject to the approval of the Board of Directors by simple majority vote.

8.2

PETTY CASH: The Organization, under the supervision of the Treasurer, may maintain a petty cash fund of no more than one hundred dollars (\$100).

- 8.3 FUNDRAISING: Funds may be raised on behalf of the organization by any activity approved by a simple majority vote of the Board of Directors.
- 8.4 MEMBERSHIP DUES: Membership dues shall be set and re-evaluated annually by the Board of Directors with input from the membership at large. The Board of Directors shall have the authority to make exceptions to the payment of dues based on financial circumstances. Dues are paid annually in conjunction with the membership year.
- 8.5 DONATIONS: Since not all expenses are covered by membership dues, donations are encouraged from any group, foundation and/or individual supportive of the purpose of the Organization.
- 8.6 FINANCIAL REPORTING FROM COMMITTEES AND TASK FORCES: Committees and Task Forces which oversee a budget will report to the Treasurer of the Organization as requested.
- 8.7 FINANCIAL REPORTING TO THE BOARD: The Treasurer of the organization shall be required to report the financial status of the Organization at each Board of Directors Meeting and at the Annual Membership Meeting. In addition, the Treasurer shall upon request of any member of the Board of Directors report the financial status of the organization provided he or she is given one (1) week's notice that such report shall be required. The Board of Directors may call for a Treasurer's Report at any time. This report shall be due not less than one (1) week from the date the request is made.

Article IX: Definition of Organization Year

- 9.1 FISCAL YEAR: The fiscal year of the Organization shall extend from January 1 to December 31 of each year.
- 9.2 MEMBERSHIP YEAR: The membership year of the Organization shall extend from January 1 to December 31 of each year.

Article X: Amendments

- 10.1 Proposed amendments to the By-Laws shall be reviewed and approved by a three quarters (3/4) majority of the Board of Directors prior to submission to the membership in good standing for ratification.
- 10.2 Amendments approved by the Board of Directors shall be submitted to the membership in good standing at least one (1) month prior to a vote.
- 10.3 Ratification of amendments to the By-Laws require a two-thirds (2/3) majority vote in the affirmative of the members in good standing voting.

Dissolution Clause

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall, at the time, qualify as an exempt organization or organized under Section 501(C) (3) or the Internal Revenue Code of 1936 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Amended and approved 21 April 2013