

# THE GAY AND LESBIAN COMMUNITY CENTER OF THE OZARKS

## Bylaws (Amended August 2022)

### ARTICLE I: NAME

The name of this corporation is the Gay and Lesbian Community Center of the Ozarks, Inc. hereafter referred to as GLO.

### ARTICLE II: MISSION (*VISION, VALUES*)

The mission of GLO is to serve the LGBTQIA+ community in the Ozarks through support, resources, education, and advocacy to create a more inclusive and welcoming community where all can thrive.

### ARTICLE III: GLO, THE CORPORATION

#### Section 1: Membership

Membership in GLO shall be open to:

A. All who are willing to support the mission of GLO and pay annual membership dues as set annually by the Board of Directors, hereafter referred to as the Board.

OR

B. Make a donation at least once annually of equal or greater value to the membership dues.

OR

C. Work service hours equal to or greater than the value to the annual membership dues set by the board per month. The per-hour dollar value of service hours will be determined by the average value of volunteer labor at the time the membership is created. The Board shall track all volunteer hours or delegate such a task to a GLO staff member or committee.

OR

D. Make an in-kind donation of goods or services to GLO. In-kind donations must benefit the GLO Center. The Board may work with vendors, appraisers, or any other expert to assess the value of an in-kind

donation. The Board shall determine if an in-kind donation may be accepted as payment of membership dues.

## **Section 2: Responsibilities of Members**

- A. Elect the members of the Board added since the previous annual meeting at the current annual meeting.
- B. Determine the overall direction of GLO as an organization by receiving and responding to reports and information from the Board, as made available by the Board at the annual meeting.
- C. Take action on any significance determined by the membership through a 25% petitioning and followed by a vote.

## **Section 3: Annual Meeting**

The annual meeting of GLO shall be held on the second Tuesday in September at a time and location specified by the Board. Both an annual and financial report from the Board shall be given to the membership, as well as the election of new members of the Board. The agenda and time for this meeting shall be made available to the general membership no less than one month prior to its date.

## **Section 4: Special Meetings**

Upon the written request of two-thirds of the members of the Board or one-fourth of the general membership, the President shall call a special meeting within 14 days of such a request. No business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be posted on the front page of the GLO website not less than 10 days beforehand. The purpose of such meetings shall be posted in a notice also available on the GLO website. A hard copy of any such notices shall be available at the GLO Center as well.

## **Section 5: Quorum**

Ten percent of the members of GLO shall be present in order to constitute a valid transaction of business at the Annual Meeting and at Special Meetings.

## **Section 6: Voting Procedure**

Each member shall have one vote, and no proxy votes shall be allowed. To vote, that member must have been in good standing for a minimum of three months. Elections shall be by secret ballot in contested elections and may be by voice or other means in uncontested elections. A plurality, rather than a majority, shall

determine all electoral votes. All votes requiring a two-thirds majority or unanimous vote must be reached via those means.

2/13

### **Section 7: Abstaining from Voting**

All members are free to abstain from voting from any matter, should they choose to do so. In accordance to Robert's Rules of Order, silence equals consent and all abstained votes shall be counted as votes towards the majority.

## **ARTICLE IV: NOMINATING COMMITTEE**

### **Section 1: Responsibilities**

- A. This committee shall present a list of nominees for the Board to the general membership at the annual meeting. Nominations may be made from the floor at the annual meeting providing the candidate nominated is eligible to be nominated, and is a member in good standing of GLO. Written or verbal consent of all nominees must be provided before a vote may begin.
- B. The nominating committee must also make a presentation to the general membership at the annual meeting for each of the nominees on their slate.
- C. The nominating committee will use the following principle to govern their nomination recommendations:
  - I. They shall aim for and make every effort to have the Board represent the diversity of the Ozarks LGBTQIA+ community. They shall not discriminate based on race, color, national origin, religion, sex, gender, gender identity, sexual orientation, ability status, education, social class, and other noticeable distinguishing factors.

The Chair of the nominating committee will be expected to represent the interests of the whole inclusive community.

### **Section 2: Composition and Selection**

The nominating committee shall be composed of five members, of whom no more than three shall be from the Board. The President shall appoint the members of this committee at the September Board meeting. The Board will approve the committee members via a vote. The nominating committee shall be responsible for appointing their Chair.

### **Section 3: Term**

The term of the nominating committee members shall begin with their

appointment and end at the annual meeting. Members of the nominating committee shall be eligible for membership again after the lapse of one year. The chair must wait two years to be re-appointed as such for a second term.

3/13

#### **Section 4: Quorum**

A majority of the committee members shall be present to constitute a valid transaction of business.

### **ARTICLE V: PARTIAL TERMS**

A person who has served more than one-half of a specific term shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

### **ARTICLE VI: OFFICERS**

#### **Section 1: Title and Election**

The following positions shall be elected by the Board at the meeting immediately following the annual meeting: **President(s) (Current Past, Current and Vice), Secretary, and Treasurer.**

#### **Section 2: Election Terms and Vacancies**

##### **A. President, Vice-President, and Current Past President**

**This office shall be filled by two individuals (referred to as President and Vice-President). Each shall be elected for a term of one year with eligibility for an additional term, with no more than three consecutive terms. The election by the membership shall be held at the annual meeting. Referred to after this as President(s).**

##### **B. Other Offices**

The offices of Secretary, and Treasurer shall be elected for a term of one year and shall be eligible to serve no more than five consecutive terms.

- I. If after five consecutive terms there is no one willing to fill the position, the person may stay in office until a replacement can be found.

##### **C. Terms of Office**

- I. Terms of office begin at the close of the meeting at which elections are held and shall continue until their successors are elected.

II. An existing board member not currently holding an office shall fill a vacancy among the officers, other than **President(s)**, until the next annual meeting. A majority vote shall elect the new officer.

4/13

III. Should one of the **President(s)** positions become vacant, the remaining **President(s)** may act as president until the next annual meeting unless an eligible member of the current board wishes to fill this position. Any board member not currently holding an office is eligible to fill a vacant **President(s)** position. A two-thirds majority vote of the existing board shall elect the new **President(s)**.

IV. If both **President(s)** positions should become empty at the same time, the Secretary will preside until a special election can occur to fill the vacancies.

### **Section 3: Duties**

The duties of the officers shall be as follows:

- A. **President(s): The President and Vice-President** are the chief corporate officers of GLO. Their duties include:
- I. Taking turns presiding at meetings of the Executive Committee, the Board, and the general membership.
  - II. Responsible for seeing that the lines of direction given by the membership and the action of the Board are carried into effect.
  - III. Reporting to the membership and to the Board on the conduct and management of the affairs of the organization.
  - IV. The **President(s)** shall be de-facto members of all committees established by the Board and shall perform such duties as are assigned by the Board or prescribed elsewhere in these bylaws.
- B. Secretary: The Secretary's duties include:
- I. Seeing that notices are issued for all meetings of GLO including the Executive Committee, Board, and general membership.
  - II. Keep the membership roll of all meetings.
  - III. Keep minutes of all meetings and the attendance record of the Board.

IV. Shall be responsible for the custody of the corporate books, records, and files.

C. Treasurer: The Treasurer's duties include:

I. Have a fiduciary responsibility to the Board and GLO to establish and maintain procedures for collection, receipt, safe custody,

5/13

deposit, and investment of funds, securities, and other assets as directed by the Board.

II. Establish a process to pay all debts and obligations with checks signed by persons authorized by the Board, keep records of all financial proceedings, and report the receipt, use, and disbursement of all assets of the corporation.

III. Notify the current membership of upcoming elections, based on their eligibility to vote at the time the election shall take place.

IV. The Treasurer shall exercise the powers and perform other duties usually attached to the office of Treasurer and those assigned by the Board.

#### **Section 4: Additional Officers**

The Board shall have the power to establish additional officers and to prescribe their powers and duties. Any additional offices that last for longer than one year must have their duties added to these bylaws by the next annual meeting.

#### **Section 5: Removal of Officers**

Any elected officer may be removed by a vote of two-thirds of the Board members currently in office. Officers may only be removed from office with regards to any of the following:

A. Non-compliance with Local, State, or Federal Law

B. Failure to fulfill the duties of their office.

C. Failure to act within the guidelines of these bylaws

D. Perpetuating a detrimental or negative image of the GLO Center.

Perpetuating a detrimental or negative image of the GLO Center includes (but is not limited to) any action or set of actions that contributes to the marginalization of persons from historically underrepresented and

6/13

marginalized groups (including, but not limited to, members of the disability community, religious minorities, and/or racial/ethnic minorities).

- E. Violating the Code of Conduct and/or Anti-racism policy (as approved by the board each year).

## **ARTICLE VII: BOARD MEMBERS**

**Section 1: Powers, Responsibilities, and Accountabilities** GLO shall be managed under the direction of the Board, except as may be otherwise provided in these bylaws or the articles of incorporation. The Board is accountable to the membership for managing the affairs of GLO, the State of Missouri for adhering to state corporate law, and the Federal Government in matters relating to legislation affecting non-profit organizations. Board members are expected to attend monthly board meetings or to notify one of the officers at least two days in advance of their inability to attend, unless an emergency arises. They are also expected to participate in Board committees and GLO events. Additional duties can be found in the Board of Directors Member Job Description.

### **Section 2: Code of Conduct and Anti-racism policies**

The GLO Center is committed to providing a safe and inclusive space that provides for the well being of **LGBTQIA+** individuals in the Greater Springfield Area. Each year, members of the GLO Board of Directors will approve a code of conduct and anti-racism policies for the GLO Center at the first meeting after the Annual Meeting.

### **Section 3: Composite**

The Board shall consist of thirteen members. In order to avoid a filibuster in voting procedure, an uneven number of Board members is preferable. In the event of the Board being composed of an even number of members, the Co-President who is presiding over a specific meeting shall refrain from voting so that they shall have the deciding vote in the event of a tie. No immediate relatives or people in an intimate relationship with one another (spouses, domestic partners, etc.) may serve on the Board at the same time.

#### **Section 4: Election and Term**

Board members shall be elected by the membership at the annual meeting for a term of three years and shall serve no more than three consecutive terms. Terms begin at the end of the annual meeting at which elections were held. Terms for the Board shall alternate so that, ideally, no more than one-third of the Board is elected in any one year.

#### **Section 5: Vacancies**

When vacancies occur, they may be filled until the next Annual Meeting by a vote of the remaining Board members at the next regularly scheduled board meeting. A member of the general membership in good standing must fill the vacancies.

#### **Section 6: Removal of Board Members**

A Board member who fails to attend three board meetings within a calendar year without notifying an officer two days prior (except in the event of an emergency) to the meeting to be missed shall be removed from the Board. Should a Board member miss more than half the meetings of a calendar year under any circumstances, **including committee meetings to which they are assigned,** they shall also be removed from the Board. Board members may also be removed by a two-thirds vote of the Board members then in office, in accordance with Article VI, Section 5 of these bylaws.

#### **Section 7: Regular Meetings**

Regular meetings of the Board shall be held monthly on the second Monday of each month. A calendar of meeting dates for the year will be given to each Board member.

#### **Section 8: Special Meetings**

The **President**, upon the written request of at least two Board members, must call special meetings. Each Board member shall be notified of the meeting no less than five days in advance. The purpose of the meeting shall be stated with the request and no business can be transacted except that for which the meeting has been called. Should the meeting be called to address a personnel issue with one of the current sitting **President(s)**, the remaining **President(s)** must call and preside over this meeting. If there is no remaining **President(s)**, or if the meeting is called to address a personnel issue with both sitting **President(s)**, the Secretary must call and preside over this meeting.

#### **Section 9: Quorum**

In order to conduct business, a simple majority of the Board members then in



office must be present at the start of the meeting. A vote is said to pass if a simple majority of Board members present vote in favor of the item.

8/13

## **Section 10: Executive Committee**

### **A. Composition**

The Board shall have an Executive Committee, hereafter referred to as the EC, comprised of the President, Vice-President, Current Past President, Secretary and Treasurer. The President and Vice President shall serve as the Chairs of the EC.

### **B. Purpose**

The EC acts on behalf of the Board in emergencies or in situations where time does not permit waiting for the next Board meeting in the event of an important decision. The EC may also fulfill other functions as directed by the Board. Under no circumstances shall the EC make decisions that would require a two-thirds vote from the entire Board.

### **C. Decisions**

All decisions made by the EC shall be presented to the Board via email within 24 hours of the meeting. The Secretary shall make available the minutes of all EC meetings to the Board.

### **D. Meetings and Rules of Order**

- I. **President** or three members of the EC, with one day's notice, may call emergency meetings.
- II. Robert's Rules of Order shall be observed during all EC meetings.
- III. The EC shall conduct business in accordance with these bylaws, including the recording of minutes by the Secretary.
- IV. EC Meetings will be open to the entire Board for purposes of transparency, although these meetings are not required to be attended by non-EC members. Only members of the EC will have a vote at these meetings.

### **E. Quorum**

A quorum of the EC shall be a majority of its members.

## **Section 11: Board Committees**

- A. Establishment: The Board may establish standing committees, special committees, and/or task groups as it deems necessary.

Standing committees may include, but are not limited to:

I. Fundraising

II. Communications

III. Programming

9/13

IV. Board Development

V. Building and Maintenance

B. Composition and Appointment: The **President** shall appoint the members of committees and may change the committee with the approval of the Board. Board members are required to serve on standing committees, preferably in leadership positions. All committees shall elect their own Chairs. Only members of GLO are eligible to be a committee Chair.

## **ARTICLE VIII: FISCAL RESPONSIBILITIES OF THE BOARD**

### **Section 1: Fiscal Year**

The fiscal year for GLO shall begin on July 1 and end June 30.

### **Section 2: Description**

All funds of GLO shall be deposited within seven business days to the GLO account in such bank as designated by the Board.

### **Section 3: Approved Signatures**

Approval for signatures necessary on contracts, checks, and orders for payment, receipt, or deposit of money, and access to the securities of GLO shall be provided by a resolution of the Board. The Board will decide the individuals responsible for signing financial documents. All financial documents, including checks over \$1,000, will be required to have two signatures. Expenses of more than \$1,000, outside of regular operating expenses, shall require prior approval by the Board.

### **Section 4: Budget**

The annual budget, based on estimated income and expenses shall be approved by the Board. No expense shall be incurred in excess of total budgetary appropriations without prior approval of the Board.

### **Section 5: Audits**

An independent accountant shall be retained by the Board to complete an

annual audit of the financial accounts of GLO as soon as feasible after the end of the fiscal year. A report shall be submitted to the Board, and made available to the general membership, and the public in accordance with Article VIII, Section 6 of these bylaws.

A non-annual audit may be called for by the general membership in the event of financial distress or suspected misconduct in accordance with Article VII, Section 7 as set forth in these bylaws.

10/13

### **Section 6: Financial Reports**

A summary report of the financial operations of GLO shall be made at least monthly to the Board, and to the public in a form deemed appropriate by the Board. All financial reports shall be made available to the public and may be viewed in the GLO office during normal business hours.

### **Section 7: Investments**

The treasurer shall invest the funds of GLO in accordance with the direction of the Board or any committee of the Board appointed for such a purpose.

### **Section 8: Indemnification**

Indemnification shall be provided by resolution of the Board in accordance with state code.

### **Section 9: Conflict of Interest**

Conflict of interest arises whenever the personal or professional interest of a Board Member is potentially at odds with the best interests of GLO. Although the legal standards for avoiding conflict of interest for nonprofit organizations are fairly limited, GLO will avoid even the appearance of impropriety, where possible.

Individuals and businesses qualified to provide goods and services to GLO in the Greater Springfield Area are limited, and therefore situations may arise where Board Members are commercially engaged by GLO, or hired by GLO for projects.

Because these situations all involve potential conflict of interest, the following procedures apply:

If an issue is to be decided by the Board that involves potential conflict of interest for a Board Member, it is the responsibility of the Board Member to:

1. Identify the potential conflict of interest.
2. Not participate in discussion of the program or motion being considered.
3. Not vote on the issue.

It is the responsibility of the Board to:

1. Only decide to hire or contract with the Board Member if they are the best qualified individuals available, and willing to provide the goods or services needed at the best price.
2. Record in the minutes of the Board Meeting the potential conflict of interest, and the use of the procedures and criteria of this policy.

Although it is not a conflict of interest to reimburse Board Members for expenses incurred (such as the purchase of supplies), Board Members are

11/13

prohibited by law from being paid for serving on the Board. Board Members will also not receive pass-through dollars for individual projects.

### **Section 10: Expenditures**

The Board will vote on any expenses beyond regular recurring items such as utilities and insurance. In the event that an emergency expense should need to be made, at least three EC members must verbally agree to the expense.

### **ARTICLE IX: CONFIDENTIALITY**

It is the duty of all Board members and volunteers to maintain strict confidentiality regarding the names of volunteers, contributors, and members of GLO unless otherwise directed by said persons. Any public release of information via press or other media must be approved by persons involved in writing prior to release.

### **ARTICLE X: PARLIAMENTARY AUTHORITY**

The rules contained in "Robert's Rules in Plain English" by Doris P. Zimmerman shall be the parliamentary authority governing the meetings of GLO, the Board, the EC and all other committees, subject to the laws of the State, the articles of incorporation, these bylaws, and any special rules adopted by GLO.

### **ARTICLE XI: INCURMENT OF INCOME**

No part of the net earnings of the corporation shall insure to the benefit of or be distributable to its members, Board members, officers, or other private persons except that GLO shall be authorized and empowered to any reasonable compensation for services retained.

### **ARTICLE XII: LEGISLATIVE OR POLITICAL ACTIVITIES**

GLO will follow the rules and regulations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) requirements for political activity.

### **ARTICLE XIII: DISSOLUTION**

Upon the dissolution of GLO, the Board shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of GLO exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes that at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law,) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the country in which the principal office of GLO is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

12/13

#### **ARTICLE XIV: AMENDMENTS**

These bylaws may be amended by a three-fourths vote of the entire Board, provided that the proposed amendment(s) have been included in the notice of the meeting.

#### **ARTICLE XV: STAFF**

The Board of Directors shall hire an Executive Director according to the job description created by the Executive Committee. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director shall attend all board meetings, report on the progress of the organization, answer questions of the board members, and carry out the duties described in the job description. The Board can designate other duties as necessary.

