

Milwaukee Lesbian Gay Bisexual Transgender Community Center, Inc.

BYLAWS

ARTICLE I – NAME

The organization shall be known as the Milwaukee Lesbian, Gay, Bisexual, Transgender Community Center, Inc. It shall be referred to hereafter in these bylaws as LGBT Community Center.

ARTICLE II – PURPOSE

The mission of the Milwaukee LGBT Community Center is to further develop our vibrant lesbian, gay, bisexual and transgender community in the greater Milwaukee area, thus improving the quality of life for all of us.

The Mission is supported by the Center's leadership in community building, health promotion, advocacy, and communications.

Strategic Goals

The Milwaukee LGBT Community Center will implement a comprehensive communications plan that supports electronic, print, and person-to-person communications which will advance community events and information. (2010)

The Milwaukee LGBT Community Center will form a network with LGBT organizations in Milwaukee to develop a long-term shared vision for LGBT community development. (2011)

The Milwaukee LGBT Community Center will provide educational, personal growth, health promotion, and community development services and programs based on community need to 8,000 individuals.

The Milwaukee LGBT Community Center will move into expanded space that meets emerging community needs, fosters community development, garners a sense of community pride and investment, and supports LGBT organizations. (2011)

The Milwaukee LGBT Community Center will be a catalyst for the development of an annual community celebration that garners the attention of policy makers, media, LGBT individuals and their families. (2012)

Service Statement

The Milwaukee LGBT Community Center delivers educational, health promotion, and community-building services that meet the needs of LGBT youth, adults and their allies in the greater Milwaukee area from its primary facility and other sites. Community Center programs are developed with a consideration of community need, diversity and inclusivity, community development, availability of resources, and the Center's Mission and Vision.

Values

The Milwaukee LGBT Community Center believes in the goodness of lesbian, gay, bisexual, and transgender people. As an organization, the Center seeks to foster community development and agency partnerships. The Center values leadership, both formal and informal, and its supports responsibility and accountability among individuals and organizations. To achieve its mission, the Center acknowledges the value of diversity and inclusion and of proactive and responsive communications. The Center knows that the LGBT community's long-term quality of life requires the Center to prosper financially and develop organizationally to meet community needs.

ARTICLE III – OFFICES

The principal office of the organization shall be located in the City and County of Milwaukee, State of Wisconsin.

ARTICLE IV – MEMBERSHIP

SECTION 1 – ELIGIBILITY

Membership is open to anyone who supports the purpose and values of the organization. It shall be conferred upon the payment of the dues, the amount of which is determined by the Board of Directors (hereinafter “the Board”). This requirement will be waived for individuals unable to pay the lowest membership rate due to limited income or economic hardship. No person shall be denied membership in this organization because of race, color, disability, age, nationality, ancestry, ethnicity, religious affiliation or belief, income/economic hardship, sexual orientation, gender identity and expression, veteran status or any other status protected by law, even though the name Milwaukee Lesbian/ Gay/ Bisexual/ Transgender Community Center was chosen.

SECTION 2 – MEMBERSHIP APPLICATION

- a) The application for membership shall be made on the standard form provided by the organization, and together with the required dues, fees, assessments and/or fee waivers shall be sent directly to the organization's Secretary,
- b) Should there be any questions concerning approval of an application for membership, it shall be brought before the Board for action.

SECTION 3 – DUES, FEES AND/OR ASSESSMENTS: GOOD STANDING

A requirement for membership in the organization shall be the payment of dues, fees, and assessments, or fee waivers as required by the Board. The amount, frequency and calendar dates of payment of such dues, fees, and/or assessments shall be determined by the Board. In order for a member to be in “good standing,” all

obligations to the organization, including dues, fees and assessments, for the previous fiscal year, must be paid in full and/or received by the organization.

SECTION 4 – RIGHTS

A member in good standing shall have the right to attend the annual meeting. ~~and participate in any membership vote~~. S/he shall have the right to attend and to speak at any open meeting of the Board except when the Board calls an executive session. S/he is also eligible to be appointed to any committee, task force, or working group of the organization.

~~SECTION 5 – VOTING RIGHTS~~

~~Any member in good standing may have one vote at the annual meeting and at any meeting of the membership, including but not limited to the election of members of the Board. Votes for board members shall be permitted by proxy by means of a written statement of vote delivered to the Chairperson of the Board at or before a meeting.~~

SECTION 5 – RESIGNATION OF MEMBERS

Members may resign by giving notice in writing to the Board Secretary and upon payment of any indebtedness to the organization.

SECTION 6 – TRANSFER OF MEMBERSHIP

Membership resides with an individual and may not be transferred except when approved by the Board.

SECTION 7 – TERMINATION OF MEMBERSHIP

Membership shall be terminated automatically without notice to the member upon failure to pay the annual dues. Membership may also be terminated by a 2/3 vote of the Board for just cause. The organization shall no longer accept monetary donations or dues from any member whose membership is terminated for just cause.

“Just cause” in this section means statements or conduct on the part of a member that indicates his/her unwillingness to support the purpose and values of the organization, or that violates these bylaws. Just cause on the part of a member may include, but is not limited to, such actions as abusive conduct, theft of or damage to property belonging to the LGBT Community Center, physical violence, or criminal conviction which conflicts with the mission or spirit of the LGBT Community Center.

SECTION 8 – CONFIDENTIALITY

Name, address and phone number information for members shall be kept confidential. Any contact with the media relating to the LGBT Community Center may be made solely by a board appointed media spokesperson.

ARTICLE V – MEMBERSHIP MEETINGS

SECTION 1 – ANNUAL MEETING

The annual membership meeting will be held at such date and time as may be fixed by the authority of the Board, ~~for the purpose of electing the Board Directors and for the transaction of such other business as may come before the meeting.~~

~~SECTION 2 – SPECIAL MEETINGS~~

~~Special meetings of the members may be called at any time by Co-chairs; by the Board of Directors, or by 25% of the Members, at such place within the State of Wisconsin as specified in such call. A Special Meeting must be held within 30 days of delivery of the demand to the Secretary. The Secretary shall set the time and place of the meeting and shall make a good faith effort to find a time and location that will enable the largest number of members to attend.~~

SECTION 2 – NOTICE

Notice of the time and place of ~~all~~ annual ~~and special~~ meetings shall be ~~shall be~~ sent with an agenda by first class mail to a member's most recent address on file with the Secretary at least 30 days prior to the annual meeting date. ~~; and 147 days prior to a special meeting date.~~ Notice to members of the annual meeting must also include posting on at the Community Center website. ~~and an announcement in the appropriate community newspapers.~~

~~SECTION 4 – QUORUM~~

~~A quorum for any membership meeting shall constitute five percent (5%) of the Members in good standing.~~

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1 – GENERAL POWERS

The property, affairs and business of the organization shall be under the care and management of the Board of Directors. The Executive Committee created by Article VIII, Section 1 may exercise certain powers of the Board, including taking action on behalf of the board. Any actions taken on behalf of the Board by the Executive Committee must be reported at the next regular meet of the Board of Directors. ~~pursuant and subject to Article IX, Section 2 or any other restrictions required by law, the Articles of Incorporation or these Bylaws.~~

SECTION 2 – DIRECTOR RESPONSIBILITIES

- a) Directors must comply with the policies and procedures set by the Board from time to time.
- b) Directors shall not receive any compensation for services to the LGBT Community Center.

- c) Except as determined by specific Board action, each Board member shall be required to serve on at least one standing board committee.

SECTION 3 – NUMBER AND COMPOSITION

The voting Directors of the organization shall consist of no less than nine and no more than fifteen Directors who shall collectively be known as the Board of Directors or the Board. The Board will strive to be inclusive and honor diverse populations so that composition of the Board will reflect diversity. These communities include, but are not limited to, lesbian, gay, bisexual, transgendered, disabled, people of all ages, and people of color and allies.

SECTION 4 –TENURE

Directors shall hold office for terms of three years. The terms of Directors shall be staggered so that, to the extent possible, an equal number of directors will be elected each year. Upon serving three full consecutive terms, a director will not be eligible for re-election to the Board of Directors until one full year has passed. This requirement may be waived in exceptional circumstances by a two-thirds vote of all Directors then in office (excluding the Director in question).

SECTION 5 – QUALIFICATIONS, NOMINATION, AND ELECTION

- a) All Members in good standing are deemed eligible and qualified for election as Directors.
- b) ~~No later than four months prior to the Annual Meeting, the Secretary shall notify the Governance Committee of positions on the Board that must be filled at that Meeting.~~ **As positions on the Board become vacant, or if the Board deems it beneficial to create additional Board positions, the Governance Committee shall nominate potential Directors and submit same to the Board for election.**
- c) ~~Fifty percent (50%) of the~~ **All members of the Board shall be elected at an Annual or Special Membership Meeting as described in Article IV and V while the other fifty percent (50%) shall be elected by the members a majority of a quorum** of the Board of Directors.

~~One-third of said fifty percent (50%) shall be elected at each Annual Membership Meeting. A simple majority of the members voting in the election is required to elect members to the Board. Directors receiving the highest number of votes, in descending order based on the number of positions to be filled, shall be declared elected as Directors.~~

~~In the event the Membership is unable to fill all membership-elected vacancies at the time of the annual meeting, the Membership shall vote to determine the number of seats, if any, that shall be filled by election by the members of the Board of Directors.~~

~~Except as set forth in the immediately preceding paragraph, one-third of the other fifty percent (50%) shall be elected at each Board Meeting immediately following~~

~~the Annual Membership Meeting by the members of the Board of Directors from a slate of candidates nominated by the Governance Committee of the Board.~~

- d) Members elected to the Board shall take office immediately.
- e) Directors elected to fill a mid-term vacancy will hold said seat until the end of their predecessor's term. Such Directors may be eligible for successive terms as provided herein, subject to Board vote.

SECTION 6 – REMOVAL FROM OFFICE BY BOARD

Members of the Board may be removed from their position in the following ways:

- a) They shall automatically be removed from office if their membership in the LGBT Community Center is terminated pursuant to Article IV, Section 7.
- b) They may be removed by a 2/3 majority vote of the Board for any one or more of the following reasons:
 - 1) Absence from two consecutive meetings of the Board without advanced notice from the Director;
 - 2) Absence from four scheduled meetings in any calendar year;
 - 3) Failure to perform duties of the position as defined by the Board,
 - 4) Willful violation of the provision of these bylaws; or
 - 5) Engaging in activities which are not authorized by the Board, and which are against any local, state, or federal law, and which harm or have the potential of harming the LGBT Community Center. This may include harm to the reputation of the organization or its standing in the community.

~~SECTION 7 – REMOVAL FROM OFFICE BY MEMBERS~~

~~Members of the Board may be removed by a 2/3 majority vote of the membership at a Special meeting called for this purpose pursuant to Article V, Section 2.~~

SECTION 7 – RETURN TO OFFICE

A member of the Board who has been removed from his/her office may be returned to his/her office by the Board upon its finding that the cause of the removal has been remedied. If a member of the Board is not returned to her/his office, the vacant position shall be filled pursuant to Section 9 of this article.

SECTION 8 – RESIGNATION

A Director may resign by filing a written resignation with a Co-President at least one week prior to the next Board meeting.

SECTION 9 – VACANCIES

If a vacancy occurs for any reason during the term of a Director, a replacement Director shall be appointed by the Board of Directors.

SECTION 10 – REGULAR MEETINGS

The Board shall have at least nine (9) regular meetings during the fiscal year. Notice of these meetings shall be given to all board members at least 14 days prior to the meeting date.

SECTION 11 – SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of a Co-President or four or more of the Directors by notifying the Secretary in writing. No less than three days notice of these meetings shall be given to all Board members. Notice of the special meetings shall include the proposed agenda for the meeting. By unanimous consent of the Directors, special meetings of the Board may be held without notice, at any time and place.

SECTION 12 – VOTING

- a) The Board shall strive to achieve consensus at all times.
- b) If, after all reasonable efforts, consensus still has not been achieved, the Co-Presidents shall put the matter to a vote. At each meeting of the Board of Directors, each Director shall be entitled personally to cast one vote on all matters presented to the Board for approval. Directors shall be permitted to participate in meetings which they cannot attend by speaker telephone or other electronic means. The organizations minutes book shall contain a copy of minutes of all Board meetings and shall be available for review at designated times; copies shall be made available upon request.

SECTION 13 – QUORUM

More than fifty percent (50%) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present, business may not be conducted; however, those in attendance may meet as Committee of the Whole, with any recommendations made on agenda items being subject to ratification at the next duly called meeting of the Board with a quorum present.

ARTICLE **VII** – OFFICERS

SECTION 1 – COMPOSITION

The LGBT Community Center shall have two Co-Presidents, a Secretary, and a Treasurer. The two Co-Presidents shall be of different genders. Gender is understood to mean as expressed by the individual. _To be eligible for election as a

Board Officer, a Director shall have served at least one full year as Director or at least one year as an officer on another board of directors.

SECTION 2 – ELECTION AND TERM OF OFFICE

Officers shall be elected every two years by the Board of Directors at the first meeting of the new Board following the Annual Meeting.

SECTION 3 – TENURE

Officers shall be elected for a term of two years. They may serve only two consecutive terms in the same office. After this, they must take an absence of at least one year before they can serve again in the same office.

SECTION 4 – REMOVAL FROM OFFICE

Officers may be removed by a 2/3 majority vote of the Board for any of the reasons that a member of the Board may be removed from office. Removal may be either from the office alone or from both the office and position as Director.

SECTION 5 – RETURN TO OFFICE

An officer who has been removed from his/her office may be returned to her/his office by the Board upon its finding that the cause of the removal has been remedied. This finding shall be a simple majority vote. If an officer is not returned to her/his office, the vacant position shall be filled pursuant to Section 6 of this Article.

SECTION 6 – VACANCIES

A vacancy in any office shall be filled by vote of the Board of Directors. An officer elected to fill a vacancy shall serve for the remainder of the term of the predecessor in office.

SECTION 7 – CO-PRESIDENTS

The two Co-Presidents shall jointly oversee the activities of the Board, preside over the meetings of the Board, appoint committees of the Board, and perform such other duties as may be required by those bylaws or the Board.

The Board shall appoint one of the Co-Presidents to serve as President if such a position is required by any state or federal laws governing incorporation or taxation. However, the LGBT Community Center intends that the Co-Presidents serve jointly and share their power equally to the greatest extent possible. Any additional duties or powers of a President shall be strictly limited to fulfilling the requirements of the law that necessitated the office.

SECTION 8 – SECRETARY

The Secretary shall keep the minutes of all meetings of the Directors and the Executive Board; see that all notices are duly given in accordance with these bylaws,

care for all books, papers and documents of the organization; and perform such other duties as may from time to time be required by the Board or the Co-Presidents.

SECTION 9 – TREASURER

The Treasurer shall care for the funds of the organization in a manner required by the bylaws or the Board; furnish statements of the financial condition of the organization whenever the Board shall require; and shall perform such other duties as may from time to time be required by the Board or the Co-Presidents. The Treasurer shall serve on the Board Finance Committee and shall be Chairperson of said Board Finance Committee.

ARTICLE **VIII** – BOARD COMMITTEES AND ADVISORY BOARDS

SECTION 1 – STANDING BOARD COMMITTEES

The Standing Board Committees of the organization shall be the **Executive Committee, the** Audit Committee, the Finance Committee, and the Governance Committee.

- a) Unless otherwise stated herein, all Standing Board Committees shall meet regularly. Each Standing Board Committee shall have at least one board member appointed to it by the board. The Chairperson of each Standing Board Committee shall be appointed by the Board.
- b) All Standing Board Committee descriptions shall be reviewed and approved by the Board of Directors regularly.

SECTION 2 – SPECIAL BOARD COMMITTEES

The Co-Presidents of the Board or the Board of Directors may from time to time appoint such special committees as it deems advisable to assist in the management of or carrying out the purposes of the organization. The Board shall, on each such occasion, title, define and charge each Committee with purpose, objective and duration of existence. At least one member of the Board shall serve on each such special committee and one such member shall be responsible to report to the Board with regard to the activities of the committee. Membership of special committees shall include such additional members of the Board and other persons as the Board deems advisable. The Board shall determine at the time that the special committee is created whether to appoint a Chairperson or allow the special committee to elect the Chairperson. Such special committees shall serve as long as the purpose for which they were created exists, unless dissolved by the Board of Directors.

SECTION 3 – AUDIT COMMITTEE

At the September meeting of each year, the Board shall appoint an Audit Committee which shall consist of one member of the Board who does not serve on the Finance Committee, a finance or accounting professional who is not affiliated with the LGBT Community Center, and an attorney who is not affiliated with the LGBT Community

Center. The Audit Committee shall issue a request for proposals from accounting firms to conduct the audit for said year, and shall no later than January 31 of the following year choose an accounting firm to conduct the audit. The Audit Committee shall thereafter oversee the audit process.

ARTICLE ~~IX~~ – AMENDMENTS

The Bylaws may be amended ~~at any Annual Meeting or special meeting of the membership of the organization, providing that proposed bylaws changes have been submitted~~ **by the Board at any time by a majority vote of a quorum of the Board.** ~~Within 30 days of any such amendment, the amendments will be distributed to the membership meeting and~~ posted in the LGBT Community Center lobby. ~~Notice of such meeting shall be placed in the mail to the membership fourteen (14) days prior to the date of such meeting; which notice shall describe the nature of the amendment being considered. In order to amend the bylaws, a 2/3 majority vote of members present must occur. No absentee ballots or proxies shall be allowed on amendments to these bylaws.~~ The Governance Committee and the Board shall review these Bylaws at least every two years.