

Milwaukee Lesbian Gay Bisexual Transgender Community Center, Inc.
Bylaws

Updated and approved by the Board 5.22.18

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 the LGBT Community Center.

ARTICLE II – PURPOSE

The mission of the 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.

We carry out our mission through community-building, health promotion, advocacy, and communication.

ARTICLE III – OFFICES

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

ARTICLE IV – MEMBERSHIP

SECTION 1 – ELIGIBILITY

Membership is open to anyone who supports the purpose and work of the organization. It shall be conferred upon the payment of dues, the amount of which is determined by the Board of Directors (hereinafter referred to as “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, sex, color, disability, age, nationality, ancestry, ethnicity, religious affiliation or belief, income level, sexual orientation, gender identity and expression, veteran status or any other status protected by law.

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 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. They shall have the right to attend and to speak at any open meeting of the Board except when the Board calls an executive session. They are 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 cast one vote on any matter put to a vote at the annual meeting and at any other meeting of the membership where voting occurs. Members may vote on matters including, but not limited to, the selection of member-elected directors.

Votes for these directors may be cast by proxy by means of a written statement delivered to one of the co-presidents of the Board at or before the meeting where the vote takes place.

SECTION 6 – RESIGNATION OF MEMBERS

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

SECTION 7 – TRANSFER OF MEMBERSHIP

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

SECTION 8 – TERMINATION OF MEMBERSHIP

Membership shall be terminated automatically, without notice to the member, upon failure to pay the annual dues in a timely manner. 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 clearly indicate their unwillingness to support the purpose and values of the organization, or that violate these bylaws.

SECTION 9 – CONFIDENTIALITY

Contact information for members including name, mailing address, email address and phone number shall be kept confidential.

Any contact with the media on behalf of, or in the name of, 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 is set by the Board for the purpose of electing board members 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 the President, by the Board of Directors, or by 25% of the members. A Special Meeting must be held within 30 days of delivery of the request 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 3 – NOTICE

Notice of the time and place of all annual and special meetings shall be sent to members with an agenda at least 21 days prior to the meeting date.

SECTION 4 – MEANS OF COMMUNICATION

This and all other official business related to membership votes shall be conveyed to members by 1) email or, if a member has so requested, by first class mail, using each member's most recent contact information on file with the Secretary; 2) posting on the LGBT Community Center web site; and 3) by posting in the LGBT Community Center lobby.

SECTION 5 – 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 action taken on behalf of the Board by the Executive Committee must be reported at the next regular meeting of the Board.

SECTION 2 –DIRECTOR RESPONSIBILITIES

- a) Directors must comply with the policies and procedures set by the Board.
- 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 fewer than nine and no more than twenty-one (21)¹ Directors who shall collectively be known as the Board of Directors or the Board. In identifying candidates for positions on the Board and its committees, the board shall strive to be inclusive and a representative body that reflects the multi-faceted diversity of our community.

SECTION 4 –TENURE

¹ Board of Directors Amendment to Bylaws Approved on June 28, 2016
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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 until one full year has passed. These requirements 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 for election as Directors.
- b) At least 50% of the members of the board shall be elected by members as described in Articles IV and V, while the other Directors shall be elected by a majority of a quorum of the board.
- c) The Governance Committee of the Board is responsible for identifying board candidates. It shall do this both through its own initiative -- by identifying individuals who already have demonstrated their commitment to the Center or who possess needed expertise -- and by inviting nominations from members.
- d) Allowing for sufficient lead time prior to the Annual Meeting, the Governance committee shall inform members that Director nominations, including self-nominations, are being accepted. This announcement shall include instructions on how to submit a nomination.
- e) Allowing for a reasonable interval between the announcement that nominations are being accepted and the deadline for receiving nominations, the Governance committee shall then propose a slate of candidates to the Board. The slate approved by the Board shall be communicated to members immediately thereafter. This communication shall include biographical information on each candidate that highlights his or her qualifications for office. It shall also include instructions on how members in good standing can propose one or more alternative candidates prior to the Annual Meeting.
- f) If an alternative candidate is proposed by one or more members, this information shall be sent to members prior to the Annual Meeting, along with the name(s) of the nominators and a statement from them that highlights the alternative candidate(s)' qualifications for office.
- g) Members shall elect Directors at the Annual Membership Meeting using ballots that contain the candidates approved by the Board and any alternative candidates who have been nominated. A simple majority of the members voting in the election is required to elect members to the Board. Candidates receiving the highest number of votes, in descending order based on the number of positions to be filled, shall be declared elected as Directors.
- h) Members elected to the Board shall take office immediately.
- i) Directors may be elected by the board to fill a mid-term vacancy until the end of their predecessor's term. Such Directors may be eligible for successive terms as provided herein if they are nominated and elected to serve one or more full terms following the completion of the partial term.

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 8.
- 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 advance 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/or which are against any local, state, or federal law, and/or which harm or have the clear potential to harm 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 total membership. Such a vote shall occur at a special meeting called pursuant to Article V, Section 2.

SECTION 8 - RETURN TO OFFICE

A member of the Board who has been removed from office may be returned to that 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 their office, the vacant position shall be filled pursuant to Section 5(g) of this article.

SECTION 9 – RESIGNATION

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

SECTION 10 – VACANCIES

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

SECTION 11 -- 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 and posted at the LGBT Community Center web site and lobby at least 14 days prior to the meeting date.

SECTION 12 – SPECIAL MEETINGS

Special meetings of the Board may be called by or at the request of the 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 these 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 13 – VOTING

a) The Board shall strive for consensus. It shall make decisions by a majority vote except regarding the following matters, which shall require a 2/3 vote:

- 1) Hiring or termination of an Executive Director
- 2) Approval of the annual budget
- 3) Changes to the bylaws

b) At each meeting of the Board, each Director shall be entitled to cast one vote on all matters presented to the Board for approval. Directors shall be permitted to vote through the use of a virtual presence such as via telephone conference bridge, email or other electronic means. The organization's 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 to members upon request.

SECTION 14 – QUORUM

More than fifty percent (50%) of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. This quorum can be established in person or through the use of a virtual presence such as a telephone conference bridge or other electronic means. If less than a quorum is present, board business may not be conducted; however, those in attendance may meet as a Committee of the Whole, with any recommendations made 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 a President, a Vice President, a Secretary, and a Treasurer. The officers of the board shall constitute the Executive Committee. They are responsible for planning each meeting of the Board and shall assist the Executive Director as needed.

SECTION 2 – ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors at the first meeting of the new Board following the Annual Meeting. In electing officers the board should strive to ensure the multi-faceted diversity of our community is represented in that body. Additionally, the board should elect a Vice President with the intention, though not guarantee, of that person being elected to the role of President upon the completion of the current President's term.

SECTION 3 – TENURE

The term of office for each officer of the board is one year.

The President and Vice President shall not serve more than two one-year terms in each role. Serving out the unexpired portion of the President's vacated term will not preclude the Vice President from serving two full 1-year terms.

The Secretary and Treasurer are not limited to the number of one-year terms they may serve, as long as their term on the Board of Directors has not expired.

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 office may be returned to that office by the Board upon its finding that the cause of the removal has been remedied. This finding shall require a simple majority

vote. If an officer is not returned to their 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 – PRESIDENT

The President shall oversee the activities of the Board, preside over the meetings of the Board, appoint committees of the Board, and perform such other duties as required by the bylaws or the Board.

SECTION 8 – VICE PRESIDENT

In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

The Vice President shall have other powers and perform such other duties as may be prescribed by the Board or the President.

SECTION 9 – 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 official 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 President.

SECTION 10 – TREASURER

The Treasurer shall care for the funds of the organization in a manner consistent with board-approved policies; furnish statements of the financial condition of the organization whenever the Board shall require; and perform such other duties as may from time to time be required by the Board or the President. The Treasurer shall serve on the Board's Internal Affairs Committee.

ARTICLE VIII - EXECUTIVE DIRECTOR

SECTION 1 – EXECUTIVE DIRECTOR

a) The organization may have, at the discretion of the Board, an Executive Director, who shall be an employee of the organization and not a director as described in Article VI. Subject to such power and authority as may be given by the Board, the Executive Director has general day-to-day operating authority for the organization including general supervision, direction, and control of the business and affairs of the organization and its staff, and the general powers and duties of management usually vested in the office of Executive Director of a non-profit organization and according to the terms of their employment agreement with the organization. The Executive Director shall have such other duties, powers, and responsibilities as the Board shall from time to time prescribe.

b) The Executive Director shall attend all meetings of the Board of Directors, and shall advise and consult with the Board prior to the taking of action by the Board. However, the Executive Director shall

not be entitled to vote under any circumstances, shall not be counted in determining whether a quorum exists, and will not be present during Executive Sessions of the Board.

c) The Executive Director is entitled to compensation for employment by the organization, which is subject to agreement between the Executive Director and the Board. The Executive Director may hire additional staff as determined appropriate.

ARTICLE IX – BOARD COMMITTEES AND TASK FORCES

SECTION 1 – STANDING BOARD COMMITTEES

The standing board committees of the organization shall be the Governance Committee, Internal Affairs Committee and External Affairs Committee. Each Board Director is required to serve on at least one committee. The Executive Director, or their designated staff member, will serve on and facilitate each standing board committee.

Internal Affairs: This committee handles all internal and operational issues-including those related to finance, human resources, and facilities

External Affairs: This committee handles all external issues-including fundraising, public relations, and marketing.

Governance Committee: This committee is responsible for the health and functioning of the board. It recruits new members, conducts orientation, produces board materials, and evaluates the performance of the board itself.

Unless otherwise stated herein, all standing board committees shall meet regularly. All standing board committee descriptions shall be reviewed and approved by the Board of Directors regularly.

SECTION 2 – SPECIAL BOARD TASK FORCES

The Board may from time to time appoint such special task forces as are deemed advisable to assist in carrying out the purposes of the organization. The Board shall, on each such occasion, title, define and charge each task force with purpose, objective and duration of existence. At least one member of the Board shall serve on each such special task force and shall be responsible to report to the Board with regard to the activities of the committee.

Membership of special task forces 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 task force is created whether to appoint a Chairperson or allow the special task force to elect the Chairperson. Such special task forces shall serve as long as the purpose for which they were created exists, unless dissolved by the Board.

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 Internal Affairs 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 X – AMENDMENTS

The Bylaws may be amended by the Board of Directors with a 2/3 majority vote (see Article VI Section 13a) with the exception of the provision regarding Member-elected seats (see Article VI Section 5b). This provision, which states that at least 50% of the Board must be elected by Members, may be amended at an Annual Meeting or special meeting of the membership of the organization, providing that the proposed change(s) have been submitted to the Board at least 30 days prior to the membership meeting and communicated to members at least fourteen (14) days prior to the date of such meeting. This notice shall describe the amendment being considered. In order to amend this provision, at least five percent (5%) of the Membership must be present, and a 2/3 majority vote must occur. No absentee ballots or proxies shall be allowed for this vote.

The Governance Committee and the Board shall review the bylaws at least every two years.