

The Center's BYLAWS

Article I.

The name of this organization is The Center – serving the lesbian, gay, bisexual, transgender, intersex and questioning communities of Hawai'i.

Article II. Mission, Vision, and Values Statements

Section A. Mission

The Center is a statewide organization, which advocates full equality for the Lesbian, Gay, Bisexual, Transgender, Intersex, and Questioning communities of Hawai'i by providing inter-island coordination of a variety of programs, and connecting other LGBTIQ organizations with resources.

Section B. Vision

The Center strives to create an organization that is centrally located which supports, coordinates, facilitates and develops Lesbian, Gay, Bisexual, Transgender, Intersex and Questioning organizations or groups in Hawai'i, and builds bridges to the community at large.

Section C. Value

The Center's basic belief is in the intrinsic human value of our community by extending to all: open and honest communication; respect; and commitment to our diverse community.

Article III. Community Membership

The requirement for membership is the expressed desire to participate in, support, and donate to the activities of The Center.

Article IV. Board of Directors

Section A. Roles and Responsibilities

The Center is operated and directed by its Board of Directors. The roles and responsibilities of the Board of Directors are defined as follows:

To direct the activities of The Center and to ensure that all activities are consistent with the Mission and Vision of the Center.

To establish policies and procedures for The Center that are in accordance with the Missions, Vision, and Values and to ensure that they are carried out in a manner consistent with the Mission, Vision and Values.

To plan for the future growth and development of The Center consistent with The Center's Mission, Vision, and Values and its tax-exempt status.

To recruit and maintain sufficient personnel for accomplishment of The Center's Mission, Vision, and Values.

To ensure the prudent management of The Center assets.

To approve all expenditures over \$125.00.

To ensure that committees fulfill their required responsibilities and duties.

Section B. Number of Board Members

The Board of Directors shall consist of between 5 and 9 members.

Section C. Qualifications

Each Board member must abide by the Bylaws, Policies and Procedures of The Center, and agree to the code of ethics for board members. No employees may serve as Board

Members.

Article V. Officers

Section A. Generally

For the purpose of transacting business, the Board's officers shall be the Co-Chairs, the Secretary, and the Treasurer. The Board officers shall be elected at any meeting of the Board of Directors. Where a consensus cannot be reached, at least two-thirds of a quorum of the Board of Directors must vote for a candidate.

Section B. Co-Chairs

The Co-Chairs shall ensure that the agenda is prepared, that the Board of Directors and general community meetings are held regularly, and that decisions made at the meetings are carried out.

Section C. Secretary

The Secretary shall ensure that the meeting minutes are taken, recorded and kept for all Board of Directors meetings and general membership meetings. A file of these minutes, maintained by the Secretary, shall be kept at The Center. These minutes must be typed and distributed to all Board Members in advance of the next scheduled meeting. The Secretary shall be responsible for maintaining all official correspondence of the Center.

Section D. Treasurer

The Treasurer shall follow accepted accounting practices and shall prepare a Treasurer's report for each general membership and Board of Directors meeting. The Treasurer shall maintain current lists of all people empowered by the Board of Directors to legally bind The Center, including signers on all checking accounts. A Bookkeeper shall receive all of The Center funds and make timely payments of all The Center accounts and obligations as directed by the treasurer in consultation with the Board of Directors. The Bookkeeper shall ensure that all reports to federal, state, or local government agencies are prepared accurately and filed in a timely fashion as directed by the Board of Directors. The Bookkeeper, in consultation with the Treasurer shall prepare other financial reports and budgets as may be requested by the Board of Directors.

Article VI. Committees

The decision and actions of all committees do not legally bind or represent The Center except as approved or authorized by the Board of Directors. Board Members and community members may serve on any committee by volunteering to do so. At least one Board Member shall serve on each committee.

Section A. Executive Committee

There shall be an Executive Committee. It shall consist of the Officers and committee chairs. The Executive Committee shall recommend items for the agenda for regular meetings of the Board of Directors.

Section B. Standing Committees

The Board of Directors shall establish the following standing committees: Fund-Raising, Personnel, and Nominations/Membership

Section C. Other committees

The Board of Directors shall establish such standing and ad hoc committees, as it deems necessary to fulfill its responsibilities. The Board of Directors shall define the

responsibility and authority of these committees.

Article VII. Advisory Council

The Board of Directors may establish an Advisory Council to assist the Board of Directors in fulfilling the purposes of The Center. The Board of Directors shall appoint members of the Advisory Council.

The Board of Directors may request the assistance, advice and recommendations of an Advisory Council Member, as it deems necessary. The opinions, advice and recommendations of the Advisory Council, or any of its Members, do not necessarily represent the opinions of The Center.

Article VIII. Term of Office

Section A. Definition of Regular and Interim Terms

There are two types of terms – regular and interim. Regular terms shall begin and end with election at a Board of Directors meeting. Interim terms shall commence with the appointment by the Board of Directors to fill a vacancy of a Board Member and shall end at the next Board meeting.

Section B. Term of Office for Board of Directors

The regular term of a Board Member shall be two years. Terms for the Board of Directors shall be staggered, to maintain consistency as new Board members take office. No Board Member may serve more than two regular terms consecutively. After serving two consecutive terms, no person shall be eligible to serve on the Board of Directors for one year.

Section C. Term of Office for Officers

All Officers shall serve for two years.

Section D. Term of Office for Committees and Advisory Council

The Standing Committees and Advisory Council Members shall serve at the pleasure of the Board of Directors.

Article IX. Election of Board Members

Section A. Vacancies

If a vacancy occurs on the Board of Directors, the Board must make every effort to appoint new interim Board members to fill the vacancies. The new Board Member must be nominated for election to a regular term at a subsequent board meeting.

Article X. Removal and Resignation of Board Members and Officers

Section A. Removal

A Board member or Officer may be removed from the Board by the Board of Directors for failure to comply with the Bylaws, Articles of Incorporation, Policies and Procedures, Code of Ethics and Resolutions of The Center.

A person may be removed from Office or the Board by a roll-call vote at a meeting with at least two-thirds of the current Board of Directors voting to remove. Signed proxies shall be accepted in lieu of attendance for the roll-call vote. Written notification of intent to remove must be sent by certified mail to the Board Member or Officer subject to removal

at least two weeks prior to the meeting. Adequate and reasonable written notification of intent to remove must be given to all Board Members at least two weeks prior to the meeting.

Section B. Resignation

A Board member or Officer who wishes to resign shall submit a letter of resignation to the Secretary of the Board of Directors. The letter shall be submitted at least two weeks before the effective date of resignation.

Article XI. Meetings

Section A. Annual Community Meetings

Scheduling

An annual community meeting shall be held in an appropriately accessible meeting room in Honolulu, preferably at The Center.

Time and Notice

All community meetings must be announced publicly at least 30 days in advance of the meeting

Quorum

A quorum shall consist of the members present.

Business

At the meeting, members shall receive a report on The Center's financial status, its activities in the past year and its plans for future activities. The Board of Directors shall place before the general community any items for community vote including elections of Board Members.

Section B. Special Community Meetings

Scheduling

A special general meeting may be called by a majority of the Board of Directors or by a group of community members

Time and Notice

A special meeting called by the Board of Directors shall be held no later than 90 days after it is called. The Secretary shall set a meeting called by the community no later than 90 days after receipt of the request. Notification of the meeting as well as the issues to be discussed and voted upon shall be given to the Board and general community at least 30 days prior to the meeting.

Quorum

A quorum shall consist of the individuals present.

Business

At this meeting, only the items on the agenda shall be the specific concern, which gave rise to the meeting.

Section C. Regular Board of Directors Meeting

Scheduling

Regular meetings of the Board of Directors shall be held at least monthly. All regular meetings shall be open to all community members.

Time and Notice

Notice of regular meetings must be provided to Board Members at least two weeks in advance of the meeting.

Quorum

A quorum is 50 percent of the Board of Directors.

Business

The Chair/Co-Chair shall ensure that the agenda is prepared. The agenda shall

include a report by the Secretary, minutes of the previous meeting, and a report by the Treasurer. The agenda shall also include all items recommended by the Executive Director and Committee Chairs.

Section D. Special Board Meetings

Scheduling

Any two Officers or any 2 Board members may call special meetings of the Board of Directors.

Time and Notice

Reasonable notification of the meeting and the issues to be discussed and voted upon shall be give to all Board Members at least one week prior to the meeting.

Quorum

A quorum is 50 percent of the Board of Directors.

Business

At this meeting, only the items on the agenda, or the specific concerns which gave rise to the meeting, are discussed.

Section E. Action without a Meeting

Action which requires the authorization of the Board of Directors, may be taken without a meeting of the Board, by writing or telephoning each of the Board members before the actions takes place. Every effort shall be made to contact each Board member. The majority of the Board Members must approve the action. The Secretary shall record all decisions or actions taken without a meeting and shall include them in the Secretary's report for the next Board of Directors meeting.

Article XII. Amendment of Bylaws

Section A. Notice

Proposed amendments to the Bylaws shall be presented to the Board of Directors in writing at least 30 days prior to any action on the proposed amendments.

Section B. Approval

Amendments to the Bylaws require the consensus of the Board of Directors and approval at the annual community meeting.

Article XIII. Dissolution of The Center and Disposition of The Center Assets

Section A.

Dissolution of The Center requires the consensus of the Board of Directors.

Section B.

Upon dissolution of The Center, and after all indebtedness and financial obligations are met, all assets are to be donated to a non-profit organization that expressly and primarily serves the Community as designated by the consensus of the Board of Directors.

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