

# The Billy DeFrank **LGBTQ** Community Center



## BYLAWS

Revised May 16, 2017

# The Billy DeFrank LGBTQ Community Center

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## **Article I - Name and Principal Executive Office**

### Section 1. Name

The name of this organization shall be the Billy DeFrank *LGBTQ* Community Center, herein referred to as "Community Center".

### Section 2. Principal Executive Office

The principal executive office of the Community Center shall be in the County of Santa Clara, State of California.

## **Article II - Mission**

### Section 1. Mission Statement

The Billy DeFrank LGBTQ Community Center provides community, leadership, advocacy, services and support to the Silicon Valley's LGBTQ People and their Allies.

## **Article III - Activities**

### Section 1. Nonpartisan Activities

This Community Center has been formed under the California Non-Profit Public Benefit Corporation Law for the purpose described above, and it shall be non-profit and non-partisan. The Community Center shall not participate or intervene in any political campaign on behalf of any candidate for public office.

In compliance with non-profit corporation laws, the Community Center may publicly educate about issues of importance to the community it serves. It may not, however, devote substantial resources to the publication or dissemination of materials with the purpose of attempting to influence legislation or for or against any cause or measure being submitted to the people for a vote.

### Section 2. Operational Activities

The Community Center shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

The Community Center may rent, own or lease suitable real estate, buildings and any other personal property which is deemed necessary for its purposes. It may enter into, make, perform and carry out contracts of any kind, for any lawful purpose, without limit as to amount.

# The Billy DeFrank LGBTQ Community Center

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## Article IV - Dedication of Assets

### Section 1. Dedication of Assets

The properties and assets of this non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Community Center, on dissolution or otherwise, shall inure to the benefit of any private individual, or any Director of this Community Center. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to a charitable organization dedicated to serving the gay, lesbian, bisexual, transgender and queer community, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code section 501(c)(3).

## Article V - Board of Directors

### Section 1. Corporate Powers

The Corporate powers shall be vested in a Board of Directors, which shall manage the affairs of the Community Center, and will serve as the General Membership of the Center.

### Section 2. Number and Quorum of Directors

The number of Directors on the Board of the Community Center shall be a *minimum of nine (9)* and a maximum of fifteen (15). A quorum at any meeting of the Board of Directors shall consist of a simple majority of the current number of sitting Directors. Directors attending via telephone conferencing are considered present, if they have provided a written request to the board secretary no less than five (5) business days prior to the meeting. Electronic communications is an acceptable form of written communication.

### Section 3. Qualification of Directors

The Board of Directors *shall* define **qualification requirements** .

### Section 4. Election and Tenure of Directors

Any individual wishing to be considered for a Director position must complete an application, submit a resume and meet all of the qualification requirements set by the Board. Election of new Directors shall be by a majority vote of the current sitting Directors. Directors shall hold office for two (2) year terms. At the end of term, Directors may be re-elected by a majority vote, by secret ballot, of the current sitting Directors. Newly elected or re-elected Directors shall assume office at the next regularly scheduled Board meeting.

# The Billy DeFrank LGBTQ Community Center

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## Section 5. Vacancies in the Board of Directors

- A. *Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining Directors. Nomination and qualification requirements shall be the same as those set forth in Section 3. Newly elected Directors shall assume office at the next regularly scheduled Board meeting.*
- B. A Board of Directors position may be declared vacant by vote of the remaining Directors if a Director is absent at three (3) consecutive regularly scheduled Board meetings, or at a total of five (5) regular meetings during a term.
- C. In the event of cause which prevents confirmation of a resignation, the Board shall have the power to immediately declare that position vacant.

## Section 6. Removal of Directors

Any three (3) Directors may call for a vote to remove a Director from office for failure to fulfill his or her duties as outlined by **Board policy**, by submitting a request in writing to the President or Secretary of the Board at least fifteen (15) days before a regularly scheduled Board of Directors meeting. A Director must be removed from office by a two-thirds (2/3) vote at a regularly scheduled Board of Directors meeting. Directors must be active for 90 days without a lapse for their vote to be valid.

## Section 7. Meetings

- A. The Board of Directors shall hold at least one (1) regular meeting per month, excluding the month of December or if special notice is given 30 days prior. *All Board of Directors meetings, regular and special, will be conducted according to Robert's Rules of Order.*
- B. Special meetings of the Board of Directors may be called by the President, by a vote of the Board of Directors, or upon written request of at least three (3) Directors addressed to the President or Secretary. Such meetings shall be held within Thirty (30) days of said request. Directors shall be given reasonable notice of special meetings, by electronic, written or verbal communication.
- C. The Board of Directors meetings shall be open meetings except for executive sessions for personnel, contractual and litigation matters.
- D. *The regular Board of Directors meeting in September of each year shall serve as the General Membership meeting.*

## Section 8. Powers and Duties of the Board of Directors

The powers and duties of the Board of Directors shall be:

- A. To conduct, manage and control the affairs and business of the Community Center and its properties, and to make such rules and regulations that are in compliance with the law, the Articles of Incorporation or the Bylaws.

# The Billy DeFrank LGBTQ Community Center

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- B. To formulate and promulgate **policies** for the selection, removal, duties and powers of officers, agents and employees of the Community Center.
- C. To provide an audit of the books and records of the Community Center at least once annually by someone other than a member of the Board of Directors.
- D. To select an Executive Director of the Center if and/or when deemed necessary by the Board for the day-to-day management of the Center. The Executive Director will execute the directives of the Board and exercise powers delegated by the Board of Directors. The Executive Director will be under the general supervision of the Board.

## Section 9. Committees

The Board of Directors shall have the power to establish and to dissolve standing and special committees for the advancement of the purpose of the Community Center.

## Section 10. Absentee Voting

A Director who is unable to attend a Board meeting may, in writing or electronically, submit votes on specific issues to the President or Secretary 2 days prior to the meeting.

## Section 11. Action by Written Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of all members of the Board of Directors shall individually or collectively consent in writing, including electronic, prior to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as though voted upon by a majority of the Directors at a regular or special meeting of the Board. This section shall not authorize any committee of the Board of Directors to take any action by written *consent* without a meeting.

## **Article VI - Officers of the Board of Directors**

### Section 1. Officers

The officers of the Board of Directors shall be a President, Vice-President, Secretary and Treasurer.

### Section 2. Election and Tenure of Officers

Officers of the Board of Directors shall be elected by the Directors, by secret ballot, at the September Board of Directors meeting, assume their duties upon election, and serve for one (1) year. Any Director may be nominated for any

# The Billy DeFrank LGBTQ Community Center

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office. A Director wishing to be nominated for an Office may nominate him or herself or be nominated by another Director.

## Section 3. Removal of Officers

Any three (3) Directors may call for a vote to remove a Director from Office by submitting a request in writing to the President or Secretary at least fifteen (15) days before a regularly scheduled Board of Directors meeting. An Officer must be removed by a *two-thirds (2/3)* vote of the full Board at a regularly scheduled Board of Directors Meeting. Such a vote shall remove a Director from Office only. Removal of a Director from the Board must occur in accordance with the process outlined in Article V. Section 6.

## Section 4. Duties of Officers

- A. President -- The President shall have general executive supervision of the Community Center; shall ensure the effective action of the Board in governing, managing risks for the organization, supporting the organization; shall oversee board affairs and act as a representative of the Board as a whole. The President shall be a designated liaison of the Board of Directors in public matters; shall speak to the media and the community on behalf of the organization and represent the organization in the community, with stakeholders and elected officials, unless he/she designates a representative. The President shall serve as the main liaison between the Board and the Executive Director unless he/she appoints another representative. The President may countersign checks.
- B. Vice President -- The Vice President shall assist the President and Board of Directors in carrying out their duties, and shall carry out such executive and/or supervisory duties as are delegated by the President or the Board of Directors. The Vice President may countersign checks.
- C. Secretary-- The Secretary shall keep a record of all proceedings of the Board of Directors, shall keep files of all reports of officers and committees, shall keep a file of the Articles of Incorporation and the Bylaws and any other files and records deemed necessary by the Board and shall maintain a *list of Directors and their term start dates*. The Secretary shall make the minutes and records available to all Directors, and upon request, shall post a copy of the minutes of all Board meetings.. The Secretary shall also send out all meeting notices, including the proposed agenda for each meeting, and shall prepare the official correspondence for the Board, as they may direct. The Secretary may countersign checks.
- D. Treasurer --The Treasurer, in coordination with appropriate staff members/volunteers, shall ensure that all donations, fees and other monies given to the Community Center are held in safekeeping as directed by the Board of Directors. The Treasurer shall ensure that

# The Billy DeFrank LGBTQ Community Center

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accurate records are kept of the finances of the Community Center and all documents relating thereto. The Treasurer shall make quarterly and yearly financial statements and such interim reports as the Board may require. The Treasurer may countersign checks.

## Section 5. Officer Vacancies

- A. President - If the Office of President becomes vacant, the Vice President immediately becomes President until the next regularly scheduled officer election. If the Vice President is unable to fulfill the role of President, the Secretary becomes the President. If both the Vice President and Secretary are unable to fulfill the role, the Office of the President then goes to the Treasurer. If no other officer is able to fulfill the role, any Director may be nominated by another Director and ratified by secret ballot by a majority of the full board at a special Officer election. Said Director will serve as President until the next regularly scheduled Officer election.
- B. Vice President, Secretary and Treasurer - A vacancy in the Office of the Vice President, Secretary or Treasurer shall be filled by a special Officer election to be held at the next regularly scheduled Board of Directors meeting. Any Director may be nominated by another Director and ratified by secret ballot by a majority of the full board.

## **Article VII - General Membership**

### Section 1. Membership

The Board of Directors will serve as the General Membership of the Community Center and the regular Board of Directors meeting in September of each year shall serve as the General Membership meeting.

### Section 2. Qualifications

Any individual who supports the purpose set forth in Article II of these Bylaws and is willing to contribute their efforts towards these aims, may become a Member/Director of this Community Center by meeting requirements as set forth by the Board of Directors in Article V Section 4.

### Section 3. Categories and Requirements of Membership

- A. The Board of Directors may establish various categories of membership and set forth benefits and requirements of such categories, including dues.
- B. The categories, benefits and requirements of memberships shall be in the form of a **written policy**.
- C. Any changes to the membership policy must be made and announced at least 30 days prior to a regular general or special membership meeting. Any change shall require two-thirds (2/3) approval of the full Board.

# The Billy DeFrank LGBTQ Community Center

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## **Article VIII - Amendments of the Bylaws**

### Section 1. Amendments of the Bylaws

These Bylaws may be amended by a simple majority vote of the Board of Directors present and voting at any regular or special Board meeting.

### Section 2. Submission of Amendments

Any proposed amendment must be submitted in writing to the Board Secretary at least 30 days prior to a scheduled or special meeting. Said amendment shall be placed on the agenda for the first available Board meeting for discussion.

### Section 3. Effective Date

Amendments shall become effective immediately upon adoption, unless specified otherwise.

## **Article IX - Indemnification of Directors and Officers**

### Section 1. Indemnification of Directors and Officers

Each Director or Officer now, or hereafter, serving the Community Center and each person who at the request of, or on the behalf of, the Community Center is now serving, or hereafter serves as a Director and their heirs, executors and administrators or each of them, shall be indemnified by this Community Center against all costs, expenses, judgments and liabilities, including attorney fees reasonably incurred or imposed upon him/her connection with, or resulting from any action, suit or proceeding, civil or criminal, in which he/she is, or may be made, a party by reason of an action alleged to have been taken or omitted by him/her as such Director or Officer, whether or not he/she is a Director or Officer at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters as to which he/she shall be finally adjudged, without right of further appeal, in misconduct in the performance of his/her duty as such Director or Officer. Such indemnification shall be made with respect to adjudication other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such Directors or Officers may be entitled as matter of law.

## **Article X - Compensation and Conflict of Interest**

### Section 1. Compensation of Directors

No compensation shall be paid to Directors for their services.

# The Billy DeFrank LGBTQ Community Center

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## Section 2. Conflict of Interest

Directors must recuse themselves from discussion, decisions or votes that present them with a personal or professional conflict of interest. Directors in violation of this clause may be removed as outlined in Article V Section 6.

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Last Amended by the Board of Directors on May 16, 2017

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