



Bylaws
of the
North County LGBTQ
Resource Center

Revised 01/27/20

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ARTICLE I - PURPOSES

Section 1. The purposes for which the Center is formed are as set forth in the Articles of Incorporation.

Section 2. Vision. We envision a community where we all live in equality, feel accepted, valued, safe, and free from social stigma.

Section 3. Mission. To serve, empower, and advocate for North County’s Diverse LGBTQI community.

Section 4. The Center is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II - OFFICES

Section 1. Principal office. The principal office of the North County LGBTQ Resource Center (hereto referred to as “the Center”) is to be located in North San Diego County, California.

Section 2. Registered Office and Agent. The Center shall have and continuously maintain a registered office and a registered agent in the State of California as required by the State of California Nonprofit Center Act. The registered agent shall be either an individual resident of the State or an entity authorized to transact business in the State.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Center (hereby referred to as the “BOD”), which shall supervise and control the business, property, and affairs of the Center, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws.

Section 2. Duties. Directors are responsible for the governance of the Center, ensuring fulfillment of the Center's mission and vision. Basic responsibilities include hiring and supporting the E.D. and evaluating her/his performance; strategic planning; assisting in the development of programs and services; ensuring the availability and management of adequate resources; and working to enhance the Center’s public image.

Section 3. Number. The BOD shall have no fewer than three (3) and no more than 11 Directors. The number may be changed by amendment or repeal of these Bylaws and adoption of new Bylaws. The number of Directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 4. Qualifications for office. Except for the initial Directors/Incorporators, candidates for positions on the BOD must meet the following criteria:

1. Must be a resident of San Diego County, and must remain a resident during tenure of office.
2. Shall be 18 years of age or older upon acceptance of candidacy.
3. Has demonstrated involvement as a Center volunteer for a minimum of three (3) months prior to acceptance of candidacy.
4. In cases of clear need or demonstrable merit, the requirements under Section 3 of this Article may be waived by unanimous consent of the BOD.

Section 5. Nomination for candidacy. Any person qualified to be a Director under Section 4 of this Article may advance by providing submission of a letter of intent and completion of an application for candidacy.

Section 6. Elections and Term of Office.

1. Each Director, elected by BOD vote, shall hold office for two years, or as otherwise specified in these Bylaws. At the end of their term, a Director can be re-elected for another two-year term by a majority of the BOD.
2. The Board Chair position is elected for one 2-year term, and may be reelected, but not for consecutive terms.

Section 7. Compensation. Directors shall serve without compensation except for:

1. Reimbursement for funds lent to the Center to be repaid without interest charged.
2. Reasonable advancement or reimbursement of expenses in the performance of regular duties as specified in Section 2 of this Article.

Section 8. Conflicts of Interest

1. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Center in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Center.
2. No Director shall cast a vote, nor take part in the final deliberation in any matter in which a member of their immediate family, or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Center. Any Director who believes they may have such a conflict of interest shall so notify the BOD prior to deliberation on the matter in question and the BOD shall make the final determination by a two-thirds (2/3) vote as to whether any Director has a conflict of interest in such matter. The BOD may request from the Director any appropriate non-confidential information which might inform its decisions. The minutes of the BOD meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

Section 9. Non-Liability of Directors. Directors shall not be personally liable for the debts, liabilities, or other financial obligations of the Center.

Section 10. Resignation. Any Director may resign by giving written notice to the BOD Chair, Vice Chair, or Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the BOD Chair.

Section 11. Removal: A Director may be removed from office under the following circumstances:

1. The Director has failed to attend three (3) consecutive meetings of the BOD without satisfactory excuse, as determined by the BOD Chair.
2. The Director has been convicted of a felony.
3. The Director has been declared of unsound mind by a final order of court.
4. Misconduct, defined as conduct by a Director that, in the opinion of the BOD, is so egregious as to cause irreparable harm to the Center. Removal of a Director for misconduct must be conducted according to the procedures outlined in Section 12 of this Article.

Section 12. Procedures for Removal of a Director for Misconduct: In order for the BOD to consider removal of a Director for misconduct, a hearing on the alleged misconduct shall be held in the following manner:

1. A complaint alleging a Director's misconduct must be brought to the attention of the BOD Chair or, in the event that the complaint concerns the Chair, to the BOD Vice Chair. Such complaint may be made by anyone associated with the Center or with an affiliate organization, or by any member of the community.
2. Complainants will be asked to submit the complaint in writing within 15 days of the alleged misconduct. Such complaint shall describe, with reasonable specificity, the circumstances surrounding the complaint and the particular conduct in question.
3. The BOD Chair shall, in writing and within five (5) days of the receipt of the complaint, notify the Director that a complaint has been submitted against them. This notification shall:
 - a. Specify the allegations made in the complaint.
 - b. Set a date, time and location for a hearing within seven (7) to 30 days after the complaint has been received in order to provide the named Director an opportunity to respond in a timely manner to the alleged complaint.
4. The hearing shall be conducted by the Executive Committee presided by the BOD Chair, who will ensure that the hearing is conducted in good faith and in a fair and reasonable manner. The presence of the person(s) filing the complaint and the Director named in the complaint is required. During this hearing, the following will occur:
 - a. The charges will be read and verified by the testimony of the person(s) making them.

- b. Testimony will be heard from others providing evidence in support of the complainant's allegations.
 - c. The Director named in the complaint will be given an opportunity to make a statement and call witnesses in their own behalf, as well as cross-examine the complainant and others who have testified.
 - d. BOD members conducting the hearing may then question those testifying.
5. After hearing all testimony and reviewing supporting evidence, the Executive Committee will determine whether the evidence warrants removal of the accused Director from the BOD, or less severe penalties as it deems appropriate.
 6. The proposed removal of the Director requires an affirmative vote of two-thirds (2/3) of the BOD (excluding the Director in question).
 7. All rights as a member of the BOD and association thereof shall cease on their removal from the BOD. Termination shall not relieve the Director from an obligation for any assessments, charges incurred, or services or benefits rendered, arising from contract or otherwise. The Center shall retain the right to uphold any such obligation or obtain damages for its breach.

Section 13. Vacancies

1. The BOD may declare a BOD position vacant on the occurrence of:
 - a. Resignation of a Director.
 - b. Removal of a Director for any of the reasons listed in Section 11 of this Article.
 - c. The death of a Director.
 - d. An increase in the number of Director positions.
2. Vacancies shall be filled by majority vote of the remaining Directors for the unexpired term. If the number of Directors present is less than a quorum, the vacancy may be filled by the written consent of a majority of Directors then in office.
3. A person elected to fill a vacancy shall hold the term of office that remains for the vacancy filled, or until their death, resignation or removal from office.

ARTICLE IV - BOARD MEETINGS

Section 1. Regular Monthly. A regular monthly meeting of the Center's BOD shall be held at a time and day as designated by the BOD. Regular meetings of the BOD may be held without notice. The BOD shall have the right to change the date and time of regular meetings by majority vote.

Section 2. Place of Meetings. Meetings shall be held at the principal office of the Center the by resolution of the BOD. Any meeting not held at the Center shall be valid if held on the written consent of all participating Directors, given either before or after the meeting and filed with the Secretary of the Center.

Section 3. Participation by Telephone. One or more Directors may participate in a BOD meeting by means of a conference telephone or similar telecommunications device, as long as all Directors participating in such meeting can hear one another. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of establishing a quorum.

Section 4. Quorum

1. A majority of Directors then in office shall constitute a quorum for the transaction of business at any BOD meeting. Except as otherwise required as stated in these Bylaws, the Center's Articles of Incorporation, or by law, no business shall be considered by the BOD at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
2. The Directors present at a duly called and held meeting may continue to do business notwithstanding the loss of a quorum during the meeting.

Section 5. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Center, or these Bylaws, the affirmative vote of a majority of Directors present at any meeting at which a quorum is present shall be the act of the BOD. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 6. Conduct of Meetings

1. Meetings of the BOD shall be presided over by the Chair, or in their absence, by the Vice Chair or in their absence, by the Treasurer, or in their absence, by the Secretary.
2. The Board Secretary shall take minutes at all BOD meetings. In their absence, the presiding officer shall appoint another person to act as Secretary.
3. Meetings shall be governed by *Robert's Rules of Order*. Rules may be revised except as otherwise expressly required by law, the Center's Articles of Incorporation or these Bylaws.

Section 7. Special Meetings.

1. Special BOD meetings may be called at the direction of the Chair or the E.D., or by a majority of the BOD, to be held at such time and day as shall be designated in the meeting notice. Such meetings shall be held at the Center's principal office unless otherwise designated by the person or persons calling the meeting, in which case the written consent of all participating Directors must be obtained prior to the meeting, as directed in Section 2 of this Article.
2. Notice of Special Meetings
 - a. Notice of a special meeting of the BOD shall be given at least one week before the meeting, specifying the place, day and hour of the meeting and the purpose for which the meeting is being called.

- b. Notice shall be provided in writing and hand delivered or sent via electronic mail, facsimile, or first-class mail or overnight delivery service with postage prepaid to each Director at their address as it appears on Center records. Such notice will be deemed given when received.
- c. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 8. Unanimous Written Consent In Lieu of a Meeting.

- 1. The BOD may take action without a meeting if written consent to the action is signed by all Directors with the exception of any "interested Director" as defined in Section 5233 of the *California Non Profit Public Benefit Center Law*.
- 2. Written consents shall be filed with the minutes of the proceedings of the BOD.
- 3. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.
- 4. Any certificate or other document filed under any provision of law which relates to the action taken shall state that the action was taken by unanimous written consent of the BOD without a meeting and that the Center's Bylaws authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

ARTICLE V - OFFICERS

Section 1. Positions. The officers of the Center shall consist of a Chair, Secretary, and Treasurer.

Section 2. Qualification, Election, and Term of Office. Any Director may serve as a BOD officer. Officers shall be elected for a two-year term at any time by majority of the BOD. Each officer shall hold office until they resign or is removed, or until their successor is elected at the end of the term, whichever occurs first. The Chair is elected for one two-years term, and maybe re-elected, but not for consecutive terms.

Section 3. Removal. Any BOD officer may be removed from such office, with just cause, by a two-thirds (2/3) vote of the BOD at any regular meeting or special meeting expressly for that purpose. In addition to reasons for removal of a Director cited in Section 11 of Article III, an officer may be removed for failure to fulfill responsibilities of his/her office.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the BOD Chair, Vice Chair or Secretary. Such resignation shall take effect on the date specified in the notice, or if no time is specified, then immediately upon receiving the notice. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded if an officer is employed in any capacity by the Center.

Section 5. Vacancies. Any vacancy for an officer's unexpired term shall be filled by a majority of the BOD. In the event of a vacancy in any office other than that of Chair, such vacancy may be

filled temporarily by appointment by the Chair until such time as the BOD shall fill the vacancy. Vacancies for officers appointed at the discretion of the BOD may be filled as the BOD shall determine in accordance with Article III, Section 4 of these Bylaws.

Section 6. BOD Chair. The Board Chair shall provide leadership to the BOD in fulfilling the agency's goals and mission; supervise the BOD Committee Chairs; set the agenda for BOD meetings with input from the Executive Director (hereby referred to as the E.D.) and other Board Directors; facilitate BOD meetings; groom selected BOD members to assume future leadership roles on the BOD; and represent the agency in important matters designated by the E.D. (See BOD Chair job description for full description of job duties.)

Section 7. BOD Vice-Chair. Vice-Chair provides leadership to the BOD in fulfilling the agency's goals and mission when the chair is not available. (See BOD Vice Chair job description for full description of job duties.)

Section 9. BOD Secretary. The Secretary's primary responsibility is the maintenance of written documentation of the BOD's activities. The Secretary reports to the BOD Chair and in their absence, to the E.D. Job duties include taking the minutes at BOD meetings and maintaining a compendium of standing rules, resolutions and policies adopted by the BOD and other specific documents as directed by the BOD Chair. (See BOD Secretary's job description.)

Section 10. Treasurer. The Treasurer shall be responsible for and oversee all financial administration of the Center, ensuring the agency's financial accountability. The Treasurer works closely with E.D. and other BOD members to develop budgets and fundraising plans to meet the agency's fiscal needs; maintains the Center's financial records; with guidance from the E.D., oversees an ongoing process of budget development, approval, and review; presents a monthly budget report to the BOD at BOD meetings and performs other duties as be assigned by the BOD. (See BOD Treasurer's job description.)

ARTICLE VI – BOARD COMMITTEES

Section 1. Executive Committee. The BOD may, by majority vote, designate two (2) or more Directors (who may also be serving as officers of this Center) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the BOD in the management of the business and affairs of the Center, except with respect to:

1. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the BOD.
2. The filling of vacancies on the BOD or any committee which has the authority of the BOD.
3. The fixing of compensation of the Directors for serving on the BOD or any committee.
4. The amendment or repeal of Bylaws, or the adoption of new Bylaws.
5. The amendment or repeal of any resolution of the BOD, which by its express terms, shall not be amended or repealed.
6. The appointment of BOD committees and committee members thereof.

Section 2. Other Committees. The Center shall have other committees as designated by resolution of the BOD. Such committees may consist of persons who are not members of the BOD.

ARTICLE VII – EXECUTIVE DIRECTOR

The E.D. is hired by and works closely with the BOD in fulfilling the Center’s goals and mission. Primary responsibilities include designing, developing and implementing organizational strategic plans in a cost-effective and time-efficient manner; and overseeing the Center’s day-to-day operation; and, working closely with the Executive Committee, ensuring and maintaining financial accountability. (See E.D.’s job description for full description of job duties.)

ARTICLE VIII. COMMUNITY PARTNERS

Section 1. Purpose. Community Partners strengthens collaborations with other San Diego County community organizations and guarantees their representation at Board meetings.

Section 2. Becoming a Community Partner. The E.D. and/or Board Director can nominate a community entity to become a Community Partner, to be represented by no more than two (2) individuals selected by that entity. Acceptance of an entity as a Community Partner must be approved by an affirmative vote of the majority of the BOD. The maximum number of Community Partners allowed at one time is five (5).

Section 3. Eligibility and Requirements. Community Partners can be other nonprofit organizations, faith-based organizations, healthcare and educational institutions, government agencies, or private non-political entities that have a shared interest in supporting the LGBTQI community. A Community Partner can be represented by no more than two individuals. Commitment to a one-year term is required. The term can be renewed with the approval of a majority of the BOD.

Section 4. BOD Meeting Attendance. Community Partners are expected to attend at least six (6) regular BOD meetings. They can participate in discussion and present information about their organization but they do not have the right to vote on actions.

ARTICLE IX - HONORARY TITLES

Section 1. Life Time Title. A “Life Time” title, having been proclaimed by the BOD, shall be recognized as a separate status from that of general contribution levels. A Life Time title holder will be recognized as having served the Center in an outstanding manner that has earned this elevated recognition.

Section 2. Resource Center Ambassador. "Resource Center Ambassador," having been proclaimed by the BOD, shall be recognized as a separate status from that of general contribution levels. Such status is awarded to:

1. Former Center BOD members who have an interest in continuing to represent the Center's mission and vision.
2. North San Diego County LGBT activists, allies, and public persons in recognition of their contribution to the betterment of our community.

ARTICLE X - YOUTH ADVISORY TO THE BOARD

This role includes;

1. Board membership advisory. As "Youth Advisory to the Board of Directors". Youth Advisory (Y.A.) will advise the Board of Directors as to best practices from their perspective. They can discuss issues, make recommendations, and propose actions. They sit with the rest of the board at meetings, and are treated as equal who votes but in an advisory capacity.
2. Y.A. is a yearly-appointed position by a majority of the Board.
3. Y.A. eligibility is ages 17 – 24 years.
4. Y.A. may participate in all discussions, to the exception of personnel matters.
5. Y.A. will be present to check on the accountability of the board, to protect youth interests, and to carry news of board proceedings and decisions back to their constituency.

ARTICLE XI - PUBLIC EVENTS

Section 1. Public events/functions will be held in San Diego County as a form of fundraising for the Center.

ARTICLE XII - SUBSIDIARIES

Section 1. Unincorporated Subsidiaries. The following business names are to be considered registered, unincorporated subsidiaries of this Center, and may be changed to inactive or active status at the sole discretion of the BOD:

1. Pride by the Beach

ARTICLE XIII - CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records. The following records will be created, collected and maintained:

1. Minutes of all BOD and BOD committee meetings, indicating the meeting place and time, whether regular or special, how called, notice given, names of those present and proceedings thereof.
2. Adequate and correct accounting records, including accounts of the Center's properties and business transactions, assets, liabilities, receipts, disbursements, gains and losses, as described in the Financial Policies and Procedures Manual.
3. A record of donors indicating their names and addresses and, if applicable, their level of support.
4. A copy of the Center's Articles of Incorporation and Bylaws, as amended to date, which shall be made available for review by any member of the community during office hours.

Section 2. Center Logo. A logo for the organization may be adopted, used, and altered at will by the BOD. The Center's current logo consists of white triangle, point down, on a purple background, beneath the name *North County LGBTQ Resource Center*.

Section 3. Directors' Inspection Rights. Every Director shall have the right at any reasonable time to inspect and copy all Center records and documents.

ARTICLE XIV - FISCAL YEAR

Section 1. The fiscal year of the Center shall begin on January 1st and end on December 31st.

ARTICLE XV - INDEMNIFICATION

Section 1. Unless otherwise prohibited by law, the Center may indemnify any current or former Director and may, by resolution of the BOD, indemnify any Center employee or volunteer against any and all expenses and liabilities incurred by them in connection with any claim, action, suit, or proceeding to which they're made a party by reason of being a Director, employee, or volunteer. However, there shall be no indemnification in relation to matters as to which they shall be adjudged to be guilty of a criminal offense or liable to the Center for damages arising out of their own gross negligence in the performance of a duty to the Center.

Section 2. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs and disbursements, judgments, fines, and penalties against, and amounts paid in settlement by, such Director, employee, or volunteer. The Center may advance expenses or, where appropriate, may itself undertake the defense of any Director, employee, or volunteer. However, such Director, employee, or volunteer shall repay such expenses if it should be ultimately determined that they're not entitled to indemnification under this Article.

Section 3. The BOD may also authorize the purchase of insurance on behalf of any Director, employee, volunteer, or other agent against any liability incurred by them which arises out of such person's status as a Director, officer, employee, or agent, whether or not the Center would have the power to indemnify the person against that liability under law.

ARTICLE XVI - INSURANCE FOR CENTER AGENTS

The BOD may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Center (including a Director, officer, employee, or other agent of the Center) against any liability.

XVII - AMENDMENT OF BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote and written consent of two-thirds (2/3) of the BOD. Four (4) weeks notice of the meeting shall set forth a summary of the proposed amendments.

ARTICLE XVIII - AMENDMENT OF ARTICLES

Amendments of the Articles of Incorporation may be adopted upon the affirmative vote two-thirds of the BOD.

CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are presently the officers of the Board of Directors of the North County LGBTQ Resource Center and consent to, and hereby adopt the foregoing amendments, consisting of 14 pages, which now constitute the Bylaws of this Center.

Board Chair _____
Name (print) Signature Date

Board Secretary _____
Name (print) Signature Date

Board Treasurer _____
Name (print) Signature Date

This is to certify that the foregoing is a true and correct copy of the revised Bylaws and that such Bylaws were duly adopted by the Center's BOD.

Board Chair _____
Name (print) Signature Date