

Equality Springfield Bylaws

**Adopted October 6, 2011
Amended April 3, 2012
Amended January 3, 2023**

Article 1: Name and Operational Area

This organization shall be known as Equality Springfield. Equality Springfield shall operate in the Greater Clark County Area.

Article 2: Vision and Mission

Article 2, Section 1: Vision

We envision a Clark County community that honors, values, and embraces a tapestry of diverse individuals.

Article 2, Section 2: Mission

Equality Springfield champions an inclusive environment for the LGBTQ+ community through education, advocacy, and social connections.

Article 3: Membership, Dues and Removal from Membership

Article 3, Section 1: Membership is open to anyone who supports the mission of Equality Springfield. Members in good standing are defined as people who complete an application form and receive application approval, pay any required dues, and who agree to participate in meetings and activities. Membership applications shall be considered approved by a vote of the Membership Committee. Membership may be denied to an applicant if the Board of Directors or Membership Committee based on preponderance of evidence determines that an applicant has made statements or actions contrary to the organization's vision or mission statement and that denial is approved by 2/3rds of the members present at the meeting that the application is presented.

Article 3, Section 2: Dues, if any, are to be set in the annual organizational budget as approved prior to January 1st of the year the dues are to be established or changed. If the budget fails to be passed prior to that date the members by recommendation of the Treasurer shall set the dues amount, if any.

Article 3, Section 3: Loss of membership may occur. A member who is not in good standing with Equality Springfield may have their membership revoked by simple majority vote of the Board of Directors. Members may also lose their membership based upon an allegation made by a membership petition containing the signature of at least ten percent (10%) of members in good standing or by recommendation of action by the Board of Directors. The Petition shall be presented to the President (if the member proposed to be removed is the President the petition shall be submitted to the Vice President.) The President within fourteen days (14

shall call a special meeting of the Board of Directors who shall review and confirm validity of the signatures, confirm the investigating committee as nominated by the President or Vice President, and instruct the Secretary to send by certified mail or electronic means a copy of the petition to the accused member at least fourteen days before the first meeting of the investigating committees. The duties and procedure of the Investigating Committee shall be defined by written procedure adopted by the membership.

Article 4: Elected Officers and Duties

Article 4, Section 1: Elected Officers shall be President, Vice-President, Secretary, Treasurer and Member at Large. These Officers shall constitute the Executive Committee of the organization and shall be responsible collectively for the day to day operations of the same.

Article 4, Section 2: Duties of Elected Officers

Article 4, Section 2.1: The President shall oversee the activities of Equality Springfield and assure that the activities follow the policies decided upon by the membership and the Board of Directors. The President will preside at all meetings of Equality Springfield membership, Executive Committee and Board of Directors. The President shall be an ex officio member of all working groups and committees unless delegated to another elected officers. The President shall perform all duties usually pertaining to the office. The President shall have the right to vote at all meetings and shall break ties by casting an additional vote to resolve the matter.

Article 4, Section 2.2 The Vice-President shall act as an aide to the President and perform the duties of the President in their absence. The Vice President shall be a signer on all accounts of the organization to allow for the seamless transition if the President is incapacitated for any reason. The Vice President shall have other duties as delegated by the President, Executive Committee or Board of Directors.

Article 4, Section 2.3 The Secretary shall keep records of all meetings of the membership, Executive Committee, and Board of Directors and shall present them for approval of that same body at the next scheduled meeting. . The Secretary shall maintain a list of the members in good standing. The Secretary shall have other duties as delegated by the President, Executive Committee or Board of Directors.

Article 4, Section 2.4: The Treasurer shall collect all monies owed to the organization, deposit the same according to policy and procedure, , and maintain the Equality Springfield bank accounts. A Written, Itemized financial report shall be made at each regular meeting. The Treasurer will submit financial account documentation to

the audit committee annually. The Treasurer shall prepare and submit any financial reports required by law. The Treasurer shall have other duties as delegated by the President, Executive Committee or Board of Directors.

Article 4, Section 2.5: **The Member at large (MAL)** shall act as the primary liaison between the membership and both the Executive Committee and Board of Directors. The MAL shall be a full voting member of the Membership Committee and shall serve as the primary elected Officer to that committee. The MAL shall have other duties as delegated by the President, Executive Committee or Board of Directors.

Article 5: Nomination and Election of Executive Committee

Article 5, Section 1: Nominations shall be made at least seven days prior to election meeting and shall be made by email to the Secretary and the Election Committee. Nominations may also be taken from the floor at the meeting prior to the election. Those wishing to provide a biography or resume of not more than one page in length may send that along with their nomination as described above.

Article 5, Section 2: Election shall be by secret ballot. Any office that only one person is running for shall be considered elected and shall not be listed on the secret ballot but shall be announced by the Election Committee Chair prior to the commencing of voting. The person receiving the plurality of the votes shall be considered elected. If a tie occurs, up to three ballots shall be conducted on that specific office and those that are tied as the top vote getters. If after three ballots there is still a tie, the individuals that are tied shall pull out of a hat pieces of paper with one containing the word "elected" on it. There shall be at least ten times the number of those participating in the tie vote pieces of paper placed in the hat. The order of pulling out shall be by the alphabetical order of last name. This process shall take place in front of the members and shall be conducted by the Election Committee Chair.

Article 5, Section 3: Election Committee shall be appointed by the President subject to confirmation of the membership at the meeting prior to the meeting that elections will be held. The President shall designate one of the members as the Chair. The Election Committee shall be responsible for collecting nomination and creation of the secret ballot. The Election Committee Chair shall send out to the membership all nominations received and any biographies or resume received at least five days prior to the meeting at which the election shall take place. The Election Committee shall be considered dissolved immediately after announcing the results of the elections and shall turn over the ballots to the Secretary who shall preserve the ballots for up to six months after the election.

Article 6: Executive Committee and Board of Directors

Article 6, Section 1: Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Member At Large. The Executive Committee shall meet at such times and on such schedule as they shall deem necessary or appropriate. The Executive Committee shall be responsible for daily operations of the organization and shall make a report of their activities to the Board of Directors at least quarterly.

Article 6, Section 2: Board of Directors shall consist of the aforementioned Executive Committee and the Chairs of Standing Committees or a member of the committee as designated by the Standing Committee if the Chair or Co-Chair is already a member of the Board by virtue of elected office. The Board of Directors shall be responsible for ensuring compliance with all policies and procedures approved by the membership. They shall also serve in an advisory capacity to the Executive Committee on day to day operations.

Article 7: Meetings, Special/Emergency Meetings and Quorum

Article 7, Section 1: Meetings of membership of Equality Springfield shall be held at such intervals as the membership shall determine from time to time. The Executive Committee shall present a schedule of meetings at the January Membership Meeting subject to approval of the membership.

Article 7, Sections 2: Special/Emergency Meetings may be called by the President, Executive Committee or by petition of five (5) members in good standing. All Special/Emergency Meetings of the Membership shall be by written notice and shall only contain the subjects or issues that the calling body has determined. Meetings called by petition of members shall clearly state the date, time and subjects or issues to be discussed and shall be presented to the Secretary in person, by mail or by email at least seventy-two hours prior to the start of the meeting. The Secretary shall then set the location and send such notice by email to the membership at least forty-eight hours prior to the start of the meeting. If reasonable accommodation for the meeting can not be acquired the Executive Committee may postpone the Special/Emergency Meeting by one week by unanimous vote only.

Article 7, Section 3: Quorum of all membership meetings shall consist of at least ten percent of all members in good standing and at least two members of the Executive Committee. Quorum for the Executive Committee shall consist of three (3) members of the Executive Committee. Quorum of the Board of Directors shall be the majority of

sitting members of the Board of Directors. Quorum of standing or special committee meetings shall consist of the Chair and at least two other members of the committee.

All meetings not achieving quorum may discuss the agenda and may adjourn or set a new date and time of a meeting to vote on the agenda but shall not have the authority to make any decision without the presence of a quorum.

Article 7, Section 4: Voting all members regardless of their position that are in good standing shall be entitled to vote on any matter. Voting may take place by electronic means pursuant to a policy adopted by the membership.

Article 8: Financial Affairs

Article 8, Section 1: Financial documents (except contracts) such as checks must be signed by the Treasurer. The President and Vice President shall be additional signers on all bank accounts . The Vice President shall only be authorized to sign financial documents, including checks and contracts, when acting in the capacity as President temporarily or when delegated to do so by the Executive Committee. All checks exceeding five hundred (\$500) dollars shall be countersigned by an additional signers pursuant to other provisions of this section or other sections of this bylaws.. The President shall sign all contracts on behalf of Equality Springfield after approval of the appropriate body.

Article 8, Section 2: Audits must be conducted annually. An Audit Committee shall be appointed by the President and confirmed by the membership at the last regular meeting of the calendar year. The Audit Committee shall consist of at least one member of Equality Springfield but may consist of outside financial, non-profit, or operations experts. The Chair of the Committee shall be designated by the President and shall be a member of Equality Springfield. The Audit committee shall be given access to all financial documents including but not limited to checks, receipts, contracts, accounting reports and other documents as requested by them. The Audit Committee shall present the results of an audit at the earliest opportunity available but no later than April 1st. The Audit Committees report shall be in writing and may consist of any omission, errors or recommendations of the committee for better financial management to the Board of Directors. The Board of Directors shall review all the items contained in the report and develop a plan of action by no later than thirty (30) days after presentation of the report. The Audit Report and Plan of Action shall be presented to the membership at the next scheduled membership meeting for adoption. The Audit Committee shall be considered dissolved at the close of the meeting that the membership approves the audit report.

Article 8, Section 3: Fiscal year shall be the calendar year, January 1st to December 31st.

Article 8, Section 4: Government reporting shall be the responsibility of the Secretary and Treasurer. The Secretary shall be responsible for ensuring that all reporting requirements of the Ohio Secretary of State are up to date and active. The Treasurer shall be responsible for all IRS and Ohio Attorney General reports are filed as required by those agencies.

Article 8, Section 5: Purchasing Authority limits shall be submitted to the membership for approval by the Executive Committee at the first meeting each year. The limits shall expire at the close of the first meeting of each year unless renewed or a new limit is established.

Article 9: Committees

Article 9, Section 1: Standings Committees shall be the Membership Committee, Programming Committee, Pride Planning Committee and other committees as created by the membership. The President shall appoint all committee chairs subject to confirmation of the membership. The Chairs shall present to the Board of Directors a slate of committee members who shall become members of the committee upon confirmation of the Board of Directors.

- A. The Membership Committee shall be responsible for the recruiting and retention of the members and the planning of such events that furthers that charge with the exception of any Pride Festival related events. They may have other duties assigned to them by the Board of Directors or Membership.
- B. The Programming Committee shall be responsible for education, external outreach and legislative programming and the planning of such events that furthers that charge with the exception of any Pride Festival related events. They may have other duties assigned to them by the Board of Directors or Membership.
- C. The Pride Planning Committee shall be responsible for planning all matters of the Pride Festival and shall have the authority to authorize any contract, plan or purchase within their budgetary restrictions. The Pride Planning Committee may move unexpended dollars between line items in their budget. They shall also be responsible for planning any fundraising or other event associated with the Pride Festivals and may seek assistance from other committees. They may have other duties assigned to them by the Board of Directors or Membership.

Article 9, Section 2: Special and Ad Hoc Committees may be created from time to time to further the vision and mission of Equality Springfield by the Executive Committee

or membership.. The President shall appoint these committee chairs subject to confirmation of the Executive Committee. Chairs of Special or Ad Hoc Committees shall not be entitled to a seat on the Board of Directors but may be invited to meetings of the Executive Committee or Board of Directors in an informational or advisory capacity only.

Article 10: Emergency or Disaster Designation

Article 10, Section 1: Government Designated Emergencies shall be honored by Equality Springfield. The Executive Committee shall immediately notify the membership of any government issued designation that shall disrupt the normal operations of Equality Springfield. The membership may not disagree with this designation and shall follow all orders of the designation.

Article 10, Section 2: Equality Springfield President Designated Emergencies shall be subject to immediate review by the Executive Committee. The President may only declare said emergencies if they believe that the normal operations of Equality Springfield would be detrimental to the memberships health, safety, or well being. Any declaration shall be made in writing with an explanation of the need for the designation. The Executive Committee may disagree with the designation of the President and send it to vote of the membership. A designation shall be upheld or reversed by a simple majority vote of the membership.

Article 10, Section 3: Operational Planning shall be the responsibility of the Executive Committee in the event that either Section 1 and/or 2 shall be enacted. The Executive Committee shall provide immediate notification to the membership of either designation. The notification shall include but not limited to alternative meeting options (i.e. video or telephone conferencing, etc) or any other plans that would mitigate threats to health, safety or well being of the membership. The Executive Committee may not cancel any meeting of the membership unless absolutely necessary and shall provide an explanation in the cancelation notice. Any cancellation is subject to Article 7, Section 2 and may not interfere with the calling of any meeting under Article 7, Section 2.

Article 11: Amendments

The By-Laws may be amended by a 2/3 vote of members present, provided that such amendment has been presented in writing and shall be read at the regular meeting preceding the meeting at which the vote is taken. Notice must be emailed at least 10 days in advance, to all members of the proposed changes to the By-Laws.