

**BYLAWS
OF THE
NEW HAVEN GAY AND LESBIAN COMMUNITY CENTER, INC.
d/b/a NEW HAVEN PRIDE CENTER**

**ARTICLE I
NAME**

The NEW HAVEN GAY AND LESBIAN COMMUNITY CENTER, INC., dba New Haven Pride Center, shall be referred to in these Bylaws as the "Center."

**ARTICLE II
PURPOSE**

The purpose of the Center is to provide educational, cultural and social enrichment for the LGBTQ community and its allies and members, and make a positive contribution to the entire community of greater New Haven.

**ARTICLE III
MEMBERS**

Section 1. Eligibility, Certification, and Classes

- A. As used in these Bylaws, the term "Member" refers to a Member of the Center, and the term "Membership" refers to the collective group of all Members of the Center.
- B. Any person who wishes to support the purposes of the Center, as stated in the Certificate of Incorporation and these Bylaws shall be eligible to become a Member.
- C. Member status shall be conferred on all persons who support the purposes of the Center and who pay annual membership dues.
- D. The Board of Directors is authorized to establish various levels of membership. (The Board of Directors is hereinafter sometimes referred to as the "Board," and the individual members of the Board are hereinafter sometimes referred to as "Directors.")
- E. Membership dues shall be set by the Board.
- F. The Board shall be authorized to confer honorary membership status for a given period or lifetime membership upon individuals or organizations that have performed extraordinary service to the Center. An honorary member shall be entitled to all the privileges of membership.

Section 2. Rights and Responsibilities

- A. Members shall have access to the Center facilities and all regular activities, whether taking place at the Center or any other venue.
- B. Members may receive discounts to specific events and/or periodic incentives at the discretion of the Board of Directors or duly designated sub-Committees when such discounts and/or incentives have been approved by the Board.
- C. Members shall not have the right or power to vote in the affairs of the Board of Directors or Center except in cases where the Board calls for a general vote of the membership.
- D. Members shall abide by the Bylaws and by the rules and regulations of the Board of Directors.
- E. Members shall be sent notice of membership expiration by the end of the quarter in which said membership expires.

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- F. Should membership status expire or be terminated (see Section 3B), Member shall be sent notification of such expiration or termination with information, where appropriate, as to how said membership may be restored.

Section 3. Loss of Membership

- A. Failure to pay membership dues within thirty-one (31) days of written notice being sent will result in loss of active membership status. The Board may, at its discretion, extend the term of an individual membership.
- B. The Member status of any Member of the Center may be terminated for good cause by a two-thirds vote of the Directors present at a meeting called for the purpose, after allowing the member to be heard with due notice. Good cause for termination of Member status includes behavior that is disruptive or damaging to the public standing of the Center and/or refusal to abide by the Bylaws, Code of Conduct, or rules and regulations of the Board of Directors. Decisions regarding termination of Member status shall be within the sole discretion of the Board of Directors and shall not be reviewable by any other body or entity.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Powers

All activities, property, affairs and business of the Center shall be managed by the Board of Directors, except as otherwise expressly provided by law, the Certificate of Incorporation, or these Bylaws.

Section 2. Number

The Board of Directors shall optimally consist of no less than five (5) Directors, and no more than twenty (20) Directors.

Section 3. Composition

The Board of Directors shall make every effort to reflect the diversity of the community it serves. All Directors shall be voting members of the Board of Directors.

Section 4. Nomination

Names of candidates for the Board of Directors shall be accepted from the community only if submitted in writing to the Nominating Committee (or, in absence of a Nominating Committee, the Board of Directors) one month prior to the board meeting at which the nomination will be discussed.

Nominees that pass an initial board review will be asked to fill out a standard application.

An ideal candidate for nomination is an active, upstanding volunteer, who has demonstrated commitment to LGBTQ issues, and has demonstrated commitment to the Center and its activities and/or events. A member of the Board of Directors must actively participate in Center activities, events and meetings, as indicated in the Center's bylaws. Each member of the Board (after any probationary period at the beginning of his/her board term) should play an assigned role (e.g., Secretary, Treasurer, etc.), or serve on a minimum of one committee (e.g., communications, programming/events, Dorothy, etc.).

Section 5. Election

New Directors shall be elected by the Board of Directors at a meeting of the Directors as determined by the Directors.

Section 6. Term of Office

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Each elected Director shall serve a term of two (2) years. After serving one term, a director can be elected for a second consecutive term of two (2) years. After serving two (2) terms (a total of four [4] years), a board member must sit out for the length of one term (two [2] years). After serving two (2) terms, a Director can choose to make him/herself eligible for another term.

Section 7. Regular Meetings

There shall be no fewer than ten (10) regular meetings of the Board during any calendar year.

Regular meetings of the Board shall be called by a Co-President and shall be open to all Directors. The Board of Directors has discretion over allotting a portion of the meeting, (i.e., 15 minutes at the beginning of the meeting) for individuals from the community, whether members or non-members, to attend the meeting and bring matters to the attention of the Board.

Board meetings are open to the Center's membership, who may observe the entire meeting, however, the board shall have the right to call a closed meeting, or go into closed session during an open meeting. Membership can not vote on board matters except if the board stipulates that they may.

Notice of the time, date, and place of regular Board meetings shall be communicated to the Directors at least fifteen (15) days in advance of such meeting in person, in writing, by telephone, or electronic mail. Notice must also be communicated 30 days prior to the meeting to the Center's community via the center's website and via any newsletter or regularly issued communications the Center issues to its community.

Section 8. Special Meetings

Special meetings of the Board may be called from time to time by the Co-President or by any majority of Directors, provided that all Directors are notified at least three (3) days prior to such special meeting in person, in writing, by telephone, or electronic mail. The Board shall have the right to call a closed meeting.

Section 9. Quorum and Manner of Voting

- A. At all meetings of the Board, the presence of a simple majority of the voting Directors shall be sufficient to constitute a quorum to transact business, except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws. A lesser number may adjourn any such meeting to a later date, provided that notice of the adjourned meeting shall be given to each director not present at the meeting.
- B. At all meetings, each Director shall have one (1) vote.
- C. The action of a simple majority of Directors present at any properly noticed meeting at which a quorum is present shall constitute the act of the Board, except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws.

Section 10. Action Without Meeting

Any action which may be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if consent in writing setting forth the action taken or to be taken is agreed to by all persons who would be entitled to vote upon such an action at a meeting.

Section 11. Removal of Directors

Any Director may be removed for good cause by a two-thirds vote of the Directors present at a meeting called for that purpose, after allowing the Director to be heard with due notice. "Good cause" for removal shall include failure to attend three consecutive Board meetings or any four meetings within a twelve-month period, behavior that is disruptive or damaging to the public standing of the Center and/or refusal to abide by the Bylaws, Code of Conduct, or rules and regulations of the Board of Directors.

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**ARTICLE V
OFFICERS**

Section 1. Designation of Officers

Officers of the Center shall be the Co-Presidents, Secretary, and Treasurer, and such other officers as the Board may designate. The Co-Presidents, Secretary, and Treasurer shall be elected by a majority of the Board present at the Annual Meeting of the Board and shall serve as ex-officio voting members of the Board of Directors.

Section 2. Duties and Powers

- A. CO-PRESIDENTS. The Co-Presidents shall serve as the Chief Executive Officers of the corporation, shall preside at all meetings of the Board and shall be charged with the duties ordinarily performed by the president of a corporation and any other duties as specified by the Board. The Co-Presidents shall be ex-officio members of all committees of the Center. The Board shall make every effort to appoint Co-Presidents that reflect the diversity of the community it serves.

- B. SECRETARY. The Secretary shall be responsible for maintaining accurate attendance records. The Secretary shall document and maintain all records pertaining to and resulting from official business of the Board, shall record and distribute to all Directors minutes of all Board meetings and business meetings prior to or at the next regular Board meeting, shall be responsible for the notification of Board meetings, and shall perform such other duties as usually pertain to the office of Secretary. The Secretary shall perform other duties as may be assigned by a Co-President or the Board. The Secretary may be re-elected at the end of the two-year term.

- C. TREASURER. The Treasurer shall keep the books of account and perform all duties usually pertaining to this office. At the close of each fiscal year, a complete financial report shall be read and copies distributed at the Annual Meeting. Interim financial reports accurately detailing all income and expenses shall be submitted at each Board Meeting. At the end of the term of office, the Treasurer shall turn over, in good order, to the Treasurer-elect, all reports, record books, papers, and files pertaining to finances. The Treasurer may appoint a person or persons to assist him or her with recordkeeping; however, the Treasurer shall still assume the overall responsibility of any such appointee. The Treasurer shall perform other duties as may be assigned by a Co-President or the Board. The Treasurer may be re-elected at the end of the two-year term.

**ARTICLE VI
COMMITTEES**

The Board may provide for such committees as it deems necessary or desirable, and may discontinue any such committee at its discretion. It shall be the function and purpose of each committee to advise the Board; and each such committee shall have power to perform such specific duties or functions, not inconsistent with law, the Certificate of Incorporation, or these Bylaws, as may be prescribed for it by the Board, provided that the Board may nullify by majority vote any action taken by any committee. A member of each committee shall report any action taken by such committee at the next meeting of the Board.

**ARTICLE VII
AMENDMENTS**

These Bylaws, or any portion hereof, may be amended, or repealed, or new Bylaws adopted, by a majority of the Board attending any meeting, provided that written notice of the proposed changes shall have been provided to every Director at least five (5) days before such meeting.

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**ARTICLE VIII
CONFLICT OF INTEREST**

In any contract, loan, or obligation contemplated by the Board, any Director having a pecuniary interest in such contemplated contract, loan, or obligation must disclose such personal interest to the Board and abstain from voting on such matter.

**ARTICLE IX
COMPENSATION**

No Officer, Director, agent or employee of the Center shall at any time receive or be entitled to receive any compensation or any pecuniary profit from the operation of the corporation, or upon its dissolution, except reasonable compensation for such services actually rendered to the Center in effecting one or more of its purposes.

**ARTICLE X
INDEMNIFICATION AND INSURANCE**

The Corporation shall indemnify any person made a party to any proceeding by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Corporation, to the extent provided in Section 33-45a of the Connecticut General Statutes.

- A. The private property of Directors and Officers shall not be subject to the payment of corporate debts to any extent whatsoever.
- B. In addition to, and not in derogation of, any other rights conferred by law, a Director or Officer of the Corporation shall not be personally liable for monetary damages for breach of duty as a Director or Officer in an amount greater than the compensation received by the Director or Officer for serving the corporation during the year of the violation if the breach did not (1) involve any knowing or culpable violation of law by Director or Officer, (2) enable the Director, Officer or an associate, as defined by Section 33-374d(3) of the Connecticut General Statutes, to receive an improper personal economic gain, (3) show a lack of good faith and a conscious disregard for the duty of the Director or Officer to the Corporation under circumstances in which the Director or Officer was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (4) constitute an unexcused pattern of inattention that amounted to an abdication of the Director's or Officer's duty to the Corporation.
- C. A Director or Officer of the Corporation shall not be personally liable for any losses to the Corporation which result from the investment or reinvestment of the Corporation's funds in a manner that directly promotes the purposes of the Corporation without regard to whether such investments would be considered desirable or prudent by an investor interested solely in pecuniary profit and not interested in promoting the Corporation's purposes, in accordance with the Certificate of Incorporation of Bylaws.

Section 2. Insurance

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

**ARTICLE XI
CORPORATE POWERS**

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In connection with the accomplishment of any and all purposes, the Corporation shall be possessed of, and from time to time may exercise the power to:

- A. Take property of any description or interest therein, by gift, devise, or bequest, and invest and reinvest funds not currently needed in its affairs;
- B. Invest and reinvest the Corporation's funds in a manner that directly promotes the purposes of the Corporation without regard to whether such investments would be considered desirable or prudent by an investor interested solely in profit and not interested in promoting the Corporation's purposes;
- C. Acquire, by purchase or otherwise, hold, sell, convey and have the ability to exercise any and all rights of ownership or interest in or to any real or personal property whatsoever, including, without limitation, shares, securities and any other interest in or obligation of other corporations, unincorporated business enterprises or entities, individuals, or governmental units;
- D. Borrow money, issue promissory notes, bonds, or other evidence of indebtedness and secure the same by mortgage, pledge, or other form of security on any or all of its real or personal property or any interest therein;
- E. Make contracts, including contracts of guarantee or suretyship or other similar financial arrangements, and give security therefor;
- F. Enter into any arrangement with others for any union of interest with respect to any activities which the Corporation has power to conduct by itself, even if such arrangement involves sharing of delegation of control of such activities with or to others;
- G. Exercise all legal powers necessary or convenient to effect any or all of the purposes stated in this Certificate of Incorporation, whether or not such powers are set forth in this Certificate of Incorporation; and
- H. Exercise any and all additional powers currently conferred upon stock corporations by Section 33-428 of the Connecticut General Statutes, as the same may be amended from time to time.

**ARTICLE XII
ADMINISTRATIVE MATTERS**

Section 1. Property of the Center

Materials related to carrying out activities consistent with the purposes of the Center may be owned by the Center.

Section 2. Grants

Grants may be authorized by a majority of the Board of Directors.

Section 3. Loans

The Board of Directors may authorize any Officer or Officers, agent or agents, to borrow money, issue promissory notes, bonds or other evidences of indebtedness and secure the same by mortgage, pledge or other form of security on any or all of its real or personal property or any interest therein. Such loans or advances may be made at any time for the Center from any bank, trust company or other institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances.

Section 4. Execution of Contracts

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The Board of Directors may authorize any Officer or agent to make contracts, including contracts of guaranty or suretyship or other similar financial arrangements, and give security therefor. Such authority may be general or confined to specific instances.

Section 5. Checks, Drafts, Etc.

All checks, drafts, and other orders for payment of money out of the funds of the Center, and all notes and other evidences of indebtedness of the Center, shall be signed on behalf of the Center in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6. Deposits

The funds of the Center not otherwise employed shall be promptly deposited from time to time to the order of the Center in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by any Officer, or agent of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

Section 7. Books and Records

There shall be kept at the principal office of the Center correct books of account of all the business and transactions of the Center.

Section 8. Financial Review

A financial review by a qualified professional who is not a current member of the Board of Directors shall be required at least annually.

Section 9. Fiscal Year

The fiscal year of the Center shall begin on January 1 of each year.

Section 10. Principal Office

The principal office of the Center shall be located in Connecticut in such place as the Board of Directors may from time to time designate. The Center may also have other offices within or external to the State of Connecticut as the Board of Directors may from time to time determine.

Section 11. Scholarship

The New Haven Pride Center will maintain a scholarship fund, officially named the "David Knapp Scholarship Fund." Specific eligibility rules can be established annually by the board, but they must always contain the following:

- A. The recipient must be attending a school of higher education;
- B. The recipient must either be a Connecticut resident or attending a Connecticut institution of higher education;
- C. The recipient must be a member of the community the New Haven Pride Center serves or an ally.

Funds for the scholarship will come from a combination of interest earned on the scholarship fund account(s) and through fundraising efforts. At no time will the scholarship principal ever be tapped to fund the scholarship.

Any funds donated to the scholarship are restricted to use solely for scholarship purposes and cannot be tapped for any other purpose by the New Haven Pride Center or its board. If the Pride Center

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ceases operations, the fund will be transferred to another organization to maintain and grow the fund in the future.

The Pride Center reserves the right to not issue a scholarship in a particular year due to a fundraising shortfall or a lack of eligible candidates. The Pride Center, however, commits to making every effort to issue at least one scholarship each year. The amount of the scholarship, as well as the number issued annually, will be determined by the Pride Center board based on the success of fundraising and the growth generated in the scholarship fund.

The Center will establish and maintain a separate scholarship committee, whose goal will be to vet the scholarship applications that are received each year and make a selection. The board will either approve or decline the recommendation of the committee. If the board declines the recommendation, the board will explain the reasoning to the committee and ask the committee to make another selection or, if necessary, request that the applications are re-screened with additional criteria. The scholarship committee must consist of a minimum of three people. One board member from the Pride Center will be selected to represent the Pride Center on the committee, to both help steward the process and help the committee keep to the spirit of the scholarship.

Section 12. Vision Fund

The New Haven Pride Center will maintain a separate fund, currently entitled the "Vision Fund," the goal of which is to help fund the long-term goals of the New Haven Pride Center. The Board will make every effort to refrain from using Vision Fund for general expenses, but may vote to do so during times of financial hardship.

The Board will once annually, at its annual meeting, examine the current financial state of the Center and decide whether to contribute excess funds to the Vision Fund.

There are two types of finances contained in the Vision Fund.

General funds are those donated by either community members or added by the Pride Center board for any purpose. It is at the discretion of the New Haven Pride Center board to decide how these funds are used.

Mission-specific funds are those donated by either community members or added by the Pride Center board for a specific purpose in mind, generally a long-term goal. These funds are considered off-limits other than for the specified category in mind. The board commits to restricting use of mission-specific funds to respect the wishes of those donating to a certain cause.

The Center will make efforts to track what Vision Fund money is set aside for mission-specific purposes, and what are general funds. Any interest earned on the account(s) will be considered part of the general funds.

END

Revision History:

2002 Revised

August 2010 Revised

September 2010 Revised

May 2011 Revised

May 2011 Final