

## BYLAWS OF EQUALITY FAIRFAX

### ARTICLE I. NAME

#### Section 1. **Name:**

The name of this organization shall be Equality Fairfax

#### Section 2. **Office:**

The principal office of this corporation shall be in the county of Fairfax, Virginia.

#### Section 3. **Dissolution:**

Upon dissolution of the corporation and at the direction of the Board of Directors, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future federal tax code, or shall be distributed to the state or a local government for a public purpose. If such distribution is not made within one year of dissolution of the corporation, the assets shall be distributed in a manner determined by the Court of Common Pleas of the county or city in which the principal office of the corporation is then located.

### ARTICLE II. STATEMENT OF PURPOSE

#### Section 1. **Statement of Purpose:**

Equality Fairfax is a nonpartisan, not for profit organization that strives to improve the quality of life and meet the needs of the gay, lesbian, bisexual and transgender community throughout Fairfax County through activities that build relationships with business, civic, religious and community leaders.

### ARTICLE III. MEMBERSHIP

#### Section 1. **Membership:**

There will be one class of general membership. Membership is open to those people who support the purpose of the organization and who pay annual dues, the amount of which shall be set by the Directors. The Directors may change the amount of the annual dues from time to time.

#### Section 2. **Qualifications:**

Membership and participation in Equality Fairfax shall be free from discrimination on the basis of race, color, religion, age, national origin, gender, disability, sexual orientation, gender identity, status as a parent and political affiliation.

### **Section 3. Confidentiality:**

Equality Fairfax maintains a strict policy of privacy. The membership and e-mail lists are only available to the Board of Directors and other key volunteers or members, in accordance with law for meetings, with a valid need for such information. Equality Fairfax will not sell or otherwise make the membership list available to any other group or party without the consent of the member.

### **Section 4. Privileges:**

Members in good standing are eligible to participate in the annual, special, general membership meetings and activities and to vote for the Board of Directors. A member in good standing is one who has paid the dues set by the Board of Directors and supports the purpose of the corporation. No cumulative voting will be allowed.

### **Section 5. Notice**

Any notice to members required to be given by these Bylaws may be given by mailing the same to the member thereto at his/her address (either physical or electronic) as shown the current record of members and such notice shall be deemed to have been given at the time of the dispatch of such mailing. It shall be a member's responsibility to ensure that Equality Fairfax is notified of address changes. Any notice required by these Bylaws may be waived by the person entitled to such notice.

### **Section 6. Suspension and Expulsion**

For sufficient cause, any member may be suspended/ expelled by a two-thirds majority vote of the Board of Directors. "Sufficient cause" shall be determined by the Board, but includes violation of the bylaws or any lawful rule or practice duly adopted by this organization, or any conduct deemed prejudicial to the organization's interests by the Board of Directors. Before suspending/expelling a member, the Board must give no less than 30 days written notice to the Member that the Board is considering suspension/expulsion. The notice must provide the Member an explanation of "sufficient cause" and inform the Member of his/her right to be heard in writing or in person, as well as the date and location of the vote.

## **ARTICLE IV. DUES**

### **Section 1. Annual Dues:**

The annual dues for membership shall be determined by the Board of Directors. The Board of Directors shall set the annual dues amount and the payment due date for those dues.

### **Section 2. Exemption from Dues:**

A simple majority of the Board of Directors may grant any person membership without payment of dues, or payment at a reduced rate, for a defined period of time. Individuals

exempted from full payment of annual dues are accorded the same rights, responsibilities and privileges as a member required to pay the annual dues.

**Section 3. Honorary Member:**

Upon a two-thirds majority vote of the Board of Directors, the Board may designate a given individual an honorary membership in Equality Fairfax for any specified period of time and waive payment of the annual dues for that individual. Individuals who are selected as honorary members are accorded the same rights, responsibilities and privileges as a member required to pay the annual dues.

**ARTICLE V. MEMBERSHIP MEETINGS**

**Section 1. Annual Membership Meeting:**

The annual membership meeting of Equality Fairfax shall be held in Fairfax County, Virginia, at such place as the Directors designate by proper notice to the members during the month of December of each year. Notice must be given no less than ten (10), nor more than sixty (60) days before the meeting. Elections of the Board of Directors will be held at this meeting in accordance with Article VI.

**Section 2. Special Membership Meeting:**

Special meetings of the members for any purpose(s) may be called by the President, and must be called by him/her on receipt of a written request from a majority of the Board of Directors or on receipt of written request from twenty-five percent (25%) of the members entitled to vote. Notice of a special meeting shall be given to each member at least ten (10) days prior to meeting and shall include the date, time, place and purpose for which the meeting is called.

**Section 3. General Membership Meetings:**

General membership meetings may be called for the purpose of dispensing information and conducting business as the Board of Directors deems necessary. General membership meetings may be called by a simple majority vote of the Board of Directors.

**Section 4. Quorum:**

The members in good standing who attend either the annual, general or special meeting shall constitute a quorum for that meeting.

**Section 5. Membership Meeting Procedure/Mode:**

All membership meetings will be conducted in person.

## **Section 6. Attendance:**

Any member of Equality Fairfax in good standing may attend an annual, general or special membership meeting. The Board of Directors may vote to allow non-members to attend any given annual, general or special membership meeting.

## **Section 7. Proxies:**

A member in good standing unable to attend either the Annual, general or special membership meeting may designate a member in good standing as his/her proxy. The Board of Directors will adopt a policy defining the requirements for the proxy process.

## **ARTICLE VI. BOARD OF DIRECTORS**

### **Section 1. Number of Directors, Election of, and Vacancies:**

The business and affairs of the corporation shall be managed and controlled by a Board of Directors of not less than five (5) nor more than nine (9) Directors. Directors shall be elected by the members at the annual meeting or appointed by a simple majority of the Board of Directors. Each Director shall hold office until the election of his/her successor. Vacancies occurring on the Board of Directors may be filled by a 2/3 vote of the remaining Directors. S/he will hold their position until the next annual membership meeting. Any Director may be removed at any time for sufficient cause by the affirmative vote of a two-thirds majority of the membership present at a special meeting of the membership called for that purpose.

### **Section 2. Regular and Special Meetings of the Board:**

The Board of Directors may meet as often as they desire, but must meet at least once quarterly. Special meetings of the Board of Directors shall be held upon notice or by resolution of the Board of Directors.

### **Section 3. Tenure of Directors:**

Directors shall be elected to a year term, to commence on January 1<sup>st</sup> of each year.

### **Section 4. Elective Officers:**

The Board, in part, will consist of elected officers who shall be elected by the Membership at the Annual Meeting. The officers shall be a President, a Vice President, a Secretary and a Treasurer. These officers shall hold office in the corporation for a term of one year. These officers shall also maintain memberships in affiliated organizations as deemed essential by the Board of Directors. All vacancies occurring among any of the above officers may be filled by the Board of Directors. In the event of a vacancy in the office of the President, the Vice President shall succeed immediately. If he/she is unable or unwilling to serve as President, then the Board shall elect a President from its ranks within fourteen (14) days. In the event of a vacancy in any other office, the President shall nominate, and the Board of Directors shall confirm by a majority vote, the new officer upon compliance with Article VI, Section 1.

#### **Section 5. The President:**

The President shall serve as the official spokesperson and leader of the corporation and may designate another Board member to act as spokesperson for the corporation as deemed necessary from time to time. A member may be designated as spokesperson if approved by the Board. The President shall coordinate the implementation of the policies of the corporation/membership as guided by the strategies developed by the Board. S/he shall chair all meetings except committee meetings and may designate a chair in his/her absence.

#### **Section 6. The Vice President:**

The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The Vice President shall maintain the Corporation's calendar and schedule. The Vice President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

#### **Section 7. The Treasurer:**

The Treasurer shall have custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in such bank as shall be designated by the Directors. The Treasurer shall receive and give receipts and acquittance for monies paid in on account of the corporation and shall pay out of the funds on hand all bills, and other just debts of the corporation of whatever nature upon maturity of the same; S/he shall enter regularly in books of the corporation to be kept by him/her for that purpose, full and accurate accounts of all monies received and paid out by him/her on account of the corporation. S/he shall give a summary financial report at all meetings and provide a complete financial report at the annual membership meeting. S/he shall coordinate preparation and filing of all tax returns and other legally required documents relating to the corporation's finances. S/he shall perform all other duties incident to the office of Treasurer.

#### **Section 8. The Secretary:**

The Secretary shall keep and publish the minutes of all proceedings of the membership. S/he shall record and keep minutes of all corporation Board meetings. S/he shall attend to the giving and serving of all notices to the members and Directors, or other notices required by law or these Bylaws. S/he shall have charge of the minute books and such other books and papers as the Board may direct. S/he shall act as historian for the corporation. S/he shall develop formats for standard letters, maintain records of all the corporation's business letters and minutes for all meetings for authenticating records of the corporation. S/he shall perform all other duties incident to the office of Secretary.

#### **Section 9. Subordinate Officers:**

The Board may appoint such other officers and agents with such powers and duties as it shall deem necessary. These officers/agents may or may not be members of the Board of Directors.

#### **Section 10. Committees:**

The Board may establish committees by a simple majority of the Board. These committees may consist of persons who are not members of the Board. Committees shall act within the authority granted by the Board. Committee meetings and minutes will be approved by the Board, as they are considered part of the corporation's official records.

#### **Section 11. Quorum of the Board of Directors/Mode of meetings:**

Fifty percent (50%) of the sitting members of the Board shall constitute a quorum at any meeting of the Board. Vacant Board seats shall not be counted for purposes of determining quorum.

Board Meetings may be conducted in person as well as by teleconference, or Internet conferencing. All meetings, regardless of the manner in which they are conducted, shall be noticed and called according to the methods described herein. In addition, votes on written Board resolutions may be conducted by mail (physical or electronic).

A Board member unable to attend a Board meeting may designate another Board member as his or her proxy. The proxy process will be determined and fashioned by the Board as needed.

### **ARTICLE VII. Amendments**

#### **Section 1. Power of the Directors to amend**

The Board of Directors shall have power to make, amend and repeal the Bylaws of the corporation by a vote of two-thirds majority of all the Directors at any regular or special meeting of the Board. A vote of the Board of Directors on any proposed change to the bylaws of Equality Fairfax cannot be taken unless the proposed change was described orally (and recorded in the minutes) or in writing at the previous meeting of the Board of Directors unless exigent circumstances dictate otherwise by a two-thirds majority vote of the Board. The members shall receive notice of all such changes within thirty (30) days of the adoption of the change.

Adopted at the organizational meeting of Equality Fairfax, held on September 11th, 2003.  
Modified at the Board meeting of Equality Fairfax, held on January 24<sup>th</sup>, 2004.