

Bylaws of
The Greater Atlantic City GLBT Alliance
A New Jersey Nonprofit Corporation

1. Name, Offices and Purposes

1.1 Corporate Name: The official name of the corporation shall be “Greater Atlantic City GLBT Alliance a New Jersey Nonprofit Corporation” (hereinafter the “organization”). In addition, it shall have the right, from time to time, to operate under such other name or names as it may receive the authorization to use pursuant to applicable law and the requisite vote of its Board of Directors.

1.2 Principal Office: The principal office of the organization shall be at _____ with a mailing address at P.O.Box 7941, Atlantic City, New Jersey 08404, or at such other place as the Board of Directors may, from time to time, determine.

1.3 Other Places of Business: The Board of Directors may, at any time, establish an office or offices at any location where the organization is qualified to do business.

1.4 Corporate Purpose: The organization has been organized primarily for educational, charitable and social welfare purposes including but not limited to advancement and support of the GLBT community, eliminating prejudice and discrimination and promotion of the common good and welfare of the GLBT community all within the meaning of Section 501 (c) (3) and Section 501 (c) (4) of the Internal Revenue Code, or corresponding sections of any future applicable federal tax code, within the meaning of Section 501 (c) (3) and Section 501 (c) (4) of the Internal Revenue Code, and further including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future applicable tax code. It is the further mission of this organization is to promote the economic, social and political environment for the GLBT and GLBT supportive community of the Greater Atlantic City region.

1.5 Purpose of Bylaws: These bylaws establish rules and practices for conducting the affairs of the organization. They are binding upon the Board of Directors, on members of any committees established by said Board, on the officers of the organization, and the Members of the organization regardless of whether such person(s) served in their applicable capacity at the time these bylaws were adopted; or were appointed or elected to such position at a later date or became Members at a later time. These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (hereinafter the “Act”) and the Certificate of Incorporation of this organization (hereinafter the “Certificate”), and may be from

time to time amended or supplemented by the Board of Directors. If any provision of these bylaws is inconsistent with a provision in the Act or the Certificate, the provision of the Act or the Certificate, as the case may be, shall govern to the extent of such inconsistency.

1.6 Statement of Equality and Non-Discrimination: The organization shall not discriminate in any of its functions, based on race, color, religion, sex, handicap, familial status, nation origin, ancestry, age, or gender identity. Members of the organization must work and/or reside in the state of New Jersey.

2. Membership

2.1 Membership: Individual Members shall be at least 18 years of age. Guests attending special events must be 18 years of age, with the exception of such events held in conjunction with adult supervised community groups.

2.2 Membership Dues: Annual Membership dues shall be set from time to time by the Board of Directors of the organization.

The Annual Membership Dues are currently set as follows:

Large Business (100+ employees)	\$250.00
Small Business (100- employees)	\$100.00
Government Agencies	\$50.00
Non-profit Organizations	\$50.00
Individual Members	\$25.00

2.3 Good Standing: A member in good standing (**hereinafter “Member”**) shall be current in payment of dues and shall not have been removed under these by-laws.

2.3 Honorary Membership(s): The Board, in its sole discretion, may grant an honorary membership to one or more institutions, organizations and individuals for such period of time and on such terms and conditions as may be determined by the Board at the time the action is taken.

2.4 Dues: Dues shall be due and paid annually. The fiscal period of the organization shall be based on a calendar year (January 1st through December 31st). Members initially joining the organization between January 1 and June 30 shall be billed and shall be obligated to pay membership dues in full upon joining. Members initially joining the organization between July 1 and December 31 shall be billed and shall be obligated to pay one-half of the annual membership fee. Thereafter all membership dues will be billed on an annual basis and will be due and owing on January 1 of the membership year.

Upon written request the Board may, for good cause shown, reduce or waive dues for one or more Members for not more than one calendar year. All such requests shall be reviewed by the Board on a case-by-case basis.

2.5 Removal and Censure:

- a. The Board reserves the right to censure or remove by consensus, (two-thirds majority), any Member for actions contrary to the ideals of the organization including, but not limited to the following: fraudulent activity, failure to meet financial obligations, actions deemed hostile or inconsistent with the goals of this organization.
- b. All motions to censure or remove a Member by the Board shall be mailed or delivered in writing to the Member no less than 10 days prior to the board meeting at which time the scheduled action is to be taken.
- c. Any party in interest shall be given the opportunity to be heard at the board meeting following which a simple majority vote shall be taken. If removed, the Member will forfeit paid dues, the privilege of attending organizational events, and the ability to participate in any organizational functions. If censured, the Board reserves the right to impose additional sanctions as its discretion.

2.6 Member Meetings: General meetings of Members shall be held twice a year (June & November). Officers and committee chairpersons shall give full reports to the general membership. Notices shall be sent out to all Members of record on the mailing date not less and three weeks in advance of the meeting. The November meeting shall be the Annual Meeting of Members.

3. Directors

3.1. a Board of Directors: The affairs of the organization shall be managed by a Board of Directors consisting of not less than twelve (12) members to be elected by the Members divided into three (3) classes of four (4) members each. The term of office of the first class of Directors will expire at the first annual meeting of Members after their election. The term of the second class of directors shall expire at the second annual meeting of Members after their election. The term of office of the third class of directors shall expire at the third annual meeting of Members after their election. At each annual meeting of Members the successors to the class of directors whose term expires that year shall be elected by the Members to hold office for a term of three (3) years. In the event a vacancy shall be filled, the replacement director shall serve for the remaining term of the replaced director before being made subject to re-election.

There shall be one (1) additional Director to be appointed by the elected Board Members to serve as Solicitor to the organization. The Solicitor shall be an attorney who is: i) licensed to practice law in the State of New Jersey; and ii) a Member of the organization. The Solicitor shall constitute the thirteenth (13th) Director of the organization and his or her presence shall be counted in determining the presence of a quorum at each meeting; but the Solicitor shall not be entitled to vote on any matter coming before the meeting of the Board nor shall the Solicitor's signature be required on any Action taken by Unanimous Written Consent. The Solicitor shall be appointed for a term of one (1) fiscal year commencing on January 1.

3.1.b Increase or Decrease in Number of Directors: The Board of Directors, in its sole discretion may, from time to time, either by Action taken by Unanimous Written Consent acting in the manner described in Article 3.6 or upon written notice in advance to each director in the manner described in Article 3.4 by a vote of not less than two-thirds (2/3rds) of the entire Board of Directors at a meeting held for that purpose, increase or decrease the number of Directors of the Corporation. In so doing, the Board shall act in such a manner as to maintain the staggered board terms as close as practicable to the balance of numbers in each of the three (3) classes.

3.2 Election of Directors: Directors shall be elected by the Members at the Annual Meeting of Members to be held in November of each calendar year unless held on another date in accordance with these bylaws and the laws of New Jersey (hereinafter the "Annual Meeting"). Subject to the Classification of Directors set forth in the preceding Article 2.1, the term of office of each Director shall be for three (3) years. Elected directors shall take office on January 1 of the year first following the Annual Meeting at which they were elected and until the next Annual Meeting at which their term comes up for re-election, or until his or her successor has been elected and qualified. Nothing herein shall be construed to prevent a Director from succeeding himself or herself in office for additional terms if elected by the Members to serve. The electoral procedures are set forth in Article 6.

3.3 Regular Meetings of Directors: The Board of Directors shall hold regular meetings at least once per month at the organization's principal address or at such other place as may be determined by the Chairman of the Board of Directors and approved by a majority of the Board. At each such meeting the Board shall fix the date, time and place of the next regular meeting. The Secretary of the organization shall notify any Trustee not present at that meeting of the date, time and place of the next regular meeting by sending written notice to each such Trustee at least thirty (30) days in advance of the date designated for such meeting.

The agenda for each such meeting shall include but not be limited to reports from officers and committees, correspondence, old business and new business

- 3.4 Special Meetings:** A special meeting of the Board of Directors may be called at any time by the President of the organization, the Chairman of the Board of Directors or any Trustee with the consent of the Chairman, for any purpose consistent with the organization's Certificate and bylaws. Such meeting shall be held upon not less than five (5) calendar days' notice if given by telephone, electronic mail or in person; or upon not less than ten (10) calendar days' notice if given by mail. Such notice shall specify the date, time and place of the special meeting. The Notice of Special Meeting may also include a statement as to its intended purpose.
- 3.5 Waiver of Notice of Meeting:** Notice of a meeting need not be given to any Director who signs a Waiver of Notice of Meeting, whether before or after said meeting, or who attends the meeting without protesting prior to the conclusion of said meeting, of the lack of notice to such Director. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the Notice or Waiver of Notice of such meeting.
- 3.6 Action Without Necessity of a Meeting:** The Board of Directors may act without a meeting if, prior or subsequent to such action, each Director consents to such action in writing. All written consents shall be filed in the Minute Book of the organization.
- 3.7 Conference Call Meetings:** Members of the Board of Directors may participate in any regular or special meeting by means of conference telephone calls, conference video calls or similar communication technology which enables all participants to hear each other. Participation in any such meeting by such means shall constitute presence at a meeting for the purpose of establishing a quorum.
- 3.8 Quorum:** A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting.
- 3.9 Voting Rights of Directors:** With the exception of the Board Solicitor, each member of the Board of Directors shall have one (1) vote on all matters which come before the Board. The Solicitor shall not vote on any matter but shall be counted for the purpose of determining the existence of a quorum. All matters requiring a vote of the Board of Directors shall be decided by a majority of Directors voting thereon, except that a vote of two – thirds (2/3rds) of the entire Board of Directors shall be required to amend the Certificate of Incorporation of the organization or to amend the bylaws of the Corporation. Under no circumstances, however, shall the Board act to amend the Certificate of Incorporation or bylaws in a manner which would adversely affect the status of the Organization as a tax exempt organization under Section 501 (c) (4) of the Internal Revenue Code.
- 3.10 Conflicts of Interest:** The organization, through its Board of Directors or any committee thereof, shall not enter into a contract or transaction with any of its

officers or Directors or with any other entity in which its officers or Directors have a substantial financial interest or serve as an officer, director or trustee unless material facts about such affected officer's or trustee's interest or position are disclosed or known to the Board of Directors and the Board either: a) authorizes, approves or ratifies the contract or transaction by unanimous written consent, provided at least one Director so consenting is a disinterested party or b) the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a quorum.

3.11 Compensation: No Director shall receive a fee, salary or remuneration of any kind for his services as Director. The organization may, however, reimburse Directors for reasonable expenses incurred by them, provided such expenses have been approved by the Board prior to payment.

4. Board Committees

4.1 Ad Hoc Committees: The Board of Directors, by resolution adopted by a majority of the entire Board, may appoint from among its members an Executive Committee and / or one or more other "Ad Hoc" committees, each of which shall have one or more members. To the extent provided in the each such enabling resolution, each such committee shall have and may exercise all of the authority of the Board, except that no such committee shall take any action: a) prohibited by the Certificate of this organization; b) prohibited by N.J.S.A. 15A: 6 – 9; or c) prohibited by or inconsistent with the applicable provisions of the Internal Revenue Code governing tax exempt organizations. The Board may, by resolution adopted by a majority of the entire Board of Directors: abolish, fill any vacancy in, appoint alternate members to, or remove Directors from, any such committee. Ad Hoc committees are to be established only for a special and limited purpose. Such committees shall cease to operate once their purpose has been completed and all business related to that purpose has been completed and the results thereof reported to and accepted by the Board of Directors.

4.2 Standing Committees: In addition to any other Executive or Ad Hoc Committee which may, from time to time, be established by the Board there shall be the following Standing Committees:

- a. Marketing
- b. Networking
- c. Membership
- d. Education and Political Advocacy

4.3 Committee Meetings: Committees of the Board of Directors shall meet at such times and places as may be acceptable to a majority of the members of that committee. The presence of a majority of the members of a committee shall constitute a quorum for the transaction of business by that committee. Any meeting of a committee may be held in the same manner as contemplated by Articles 3.4 through 3.6 of these bylaws.

4.4 Advisory Committees: The Board of Directors, in its sole discretion and acting by a vote of the majority of directors present at a meeting and entitled to vote thereon, may appoint one or more Advisory Committees. For each such Advisory Committee the Board shall appoint from among its members a Chairperson. The remaining persons who may be selected to serve on any such committee shall be either a) selected by the Chairman of the Board of Directors and specified at the time the committee is proposed; b) named by the Board in the resolution creating the Advisory Committee; c) selected by the Advisory Committee Chairperson if that authority is granted in the enabling resolution creating the Advisory Committee; or d) any combination thereof as specified in the enabling resolution creating the Advisory Committee.

The purpose of each such Advisory Committee shall be as set forth in the enabling resolution of the Board as shall: a) the timing of reports to the Board on the progress of the Advisory Committee; b) the duration of the life of the Advisory Committee; and c) any other information deemed by the Board to be necessary to the fulfillment of the Advisory Committee purpose.

With the exception of the Chairperson members of the Advisory Committee need not be members of the Board of Directors and serving on an Advisory Committee shall not constitute Board membership. Unless otherwise specified in the enabling resolution all Advisory Committee members shall be Members of the organization. No Advisory Committee participant shall be entitled to receive compensation for any services rendered. Authorized out of pocket expenses may be reimbursed to Advisory Committee members if said expenses were: a) authorized to be offered and paid in the enabling resolution; b) within whatever limitations established in the enabling resolution; c) approved in advance by the Advisory Committee Chairperson; and d) were reasonable and necessary in the furtherance of the Advisory Committee mission and purpose.

4.5 Participation by President: The President of the organization shall be a member of every committee authorized by the Board of Directors unless the enabling resolution adopted by the majority of the Board shall otherwise direct.

4.6 Committee Chairmanship: Each committee having more than one member shall elect a Chairman from among its members. If there is only one member that member shall be deemed Chairman. It shall be the responsibility of the Chairman to report to the Board of Directors at each regular meeting of the Board

concerning the actions taken by such committee subsequent to the last regular meeting of the Board.

5. Officers

5.1 Election of Officers: The Board of Directors shall appoint from among their members a president, one or more vice-presidents, secretary, treasurer, solicitor and such other officers as it deems necessary for the conduct of the organization's affairs. Any two or more offices may be held by the same person but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these bylaws to be executed, acknowledged or verified by two or more officers. The duties and authority of the officers shall be determined from time to time by the Board of Directors. Subject to any such determination, the officers shall have the duties and authority set forth in the following paragraphs.

5.2 Duties of the President: The President shall have general charge and supervision over and responsibility for the affairs of the organization, and shall preside at all meetings of the Board of Directors. The President shall also serve as Chairman of the Board of Directors unless by a majority vote of the Board the Directors elect another from among their members to serve in that capacity. In such event the Chairman of the Board shall preside over the meetings of the Board and the President shall provide a President's Report. The position of Chairman of the Board of Directors shall not be deemed an officer position.

Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the President; and the President shall be responsible to ensure that the duties of every office are performed in a satisfactory manner.

The President may enter into and execute, in the name of the organization, contracts or other instruments in the ordinary course of business and contracts or other instruments not in the ordinary course of business but only to the extent such latter contracts or other instruments shall have been authorized and approved by the Board of Directors. The President shall have the general powers and duties of management customarily and usually vested in the office of president of a nonprofit organization. The President may, from time to time, delegate any or all of his duties and authority to any other officer.

5.3 Duties of the Vice President(s): The Vice – President or Vice – Presidents, if one or more shall be appointed by the Board of Directors, shall perform the duties of the President in the absence of or inability of the President to perform such duties. In addition, each such Vice – President shall perform such other duties and possess such other powers as are incident to the office or as shall be delegated to him or her by the President or the Board of Directors.

5.4 Duties of the Secretary: The Secretary shall cause notices of all meetings to be served as prescribed in these bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have charge of the seal of the organization and shall perform such other duties and possess such powers as are incident to the office or as shall be delegated to him or her by the President or the Board of Directors.

5.5 Duties of the Treasurer: The Treasurer shall have the custody of the funds of the organization and shall keep or cause to be kept regular books of account for the organization. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be delegated to him or her by the President or the Board of Directors.

5.6. Duties of the Solicitor: The Solicitor shall provide legal counsel and advice to the Board and shall keep the Board updated on all relevant legal issues, including but not limited to pending and adopted legislation so that informed decisions can be made. The Solicitor shall serve as a non-voting member of the Board; but the presence of the Solicitor at a meeting of the Board shall be counted for the purpose of determining whether a quorum is present.

Because the Solicitor is not entitled to vote on any matter coming before the Board but is to be counted for the purpose of determining the presence of a quorum, in determining whether the vote on a matter coming before the meeting of the Board has received the requisite number of votes, the presence of the Solicitor is to be counted notwithstanding his or her lack of a vote.

5.7 Removal of Officers: All officers to the organization serve at the pleasure of the Board of Directors. The Board may remove any officers, with or without cause, by a majority vote of the entire Board membership. Any officer who is removed as an officer of the organization shall remain a Director unless the individual has been removed as a Director in compliance with the procedures set forth below.

By way of supplement to and not limitation upon the rights of the Board as set forth in the preceding paragraph:

- a. Any officer or committee chair or co-chair who consistently fails to fulfill his or her duties and/or is violating these by-laws may be censured or removed from office.
- b. Any Board member missing three or more consecutive Board meetings may be removed from the Board.
- c. A motion to censure or remove by the Board shall be mailed or delivered in writing to the member no less than 10 days prior

to the Board meeting at which time the scheduled action is to be taken.

- d. Any party in interest shall be given the opportunity to be heard at the Board meeting following which a simple majority vote in favor of removal by those Board members present and entitled to vote thereon shall be sufficient to approve the action taken. If removed, the board member will forfeit the right to serve as a member of the Board of Directors unless and until subsequently nominated and elected to such office in the manner elsewhere specified in these bylaws. If censured, the Board reserves the right to impose additional sanctions as its discretion as permitted by law.

The provisions Set forth herein for removal of a Board member are separate from and in addition to the Member removal provisions set forth in Article 2.5.

5.8 Officer Compensation: No officer shall receive a fee, salary or remuneration of any kind for his or her services as an officer. The organization may, however, reimburse officers for reasonable expenses incurred by them, provided such expenses have been approved by the Board of Directors prior to such payment and funds therefor have been provided and approved in the annual budget of the organization.

5.9 Vacancies: Vacancies in any officer position shall be filled by a simple majority vote of the Board members present at the monthly Board meeting following the creation of the vacancy. The person chosen must meet all requirements as set forth in these by-laws concerning membership and eligibility to hold office.

5.10 Term of Service: Each officer shall be appointed to serve for a term of one (1) year from January 1 through December 31 and until a successor shall have been elected by the Board.

6. Board Elections – Time and procedures

6.1 Procedures: The following procedures shall be observed in the conduct of elections:

- a. Regular elections shall be held at the last general membership meeting held in each calendar year.
- b. The President of the organization shall form a nominating committee.

This Committee shall be comprised of, as many general members as deemed necessary in the discretion of the President. It shall be the responsibility of the nominating committee to encourage and solicit nominations for all vacancies.

c. The list of nominees shall be presented to the President not more than 30, nor less than 20 days prior to the November Board meeting.

d. In order to be eligible, a nominee must be a Member in good standing in accordance with these by-laws.

e. The Secretary shall promptly send ballots to every Member of record on the date of mailing for purpose of registering a vote.

f. To be counted for the election all ballots must be received no later than one (1) week (seven calendar days) prior to the November Annual Meeting at which time all ballots will be counted.

g. Each Member shall be entitled to cast one (1) vote for each nominee. There shall be no cumulative voting. All ballots shall be properly completed and signed by the member. Proxy voting will not be accepted.

h. The President and Chairman of the Board shall appoint one or more Inspectors to tabulate the votes and make a written report of the results.

i. Elected Board members shall be announced at the November Annual Meeting and will be distributed by e-mail to the all Members of Record on the date of the Annual Meeting.

7 .Contributions and Dissolution

7.1 Contributions: In addition to Membership Fees the organization shall have the right to solicit and accept contributions in cash or in kind from third parties. All monies thus received will be used in furtherance of the organization's purposes as hereinabove stated. The organization shall have the right, however, to use a reasonable and necessary amount of any sums received for the payment of administrative expenses.

7.2 Dissolution of the Organization: Upon dissolution of the organization the Board of Directors shall utilize the organization's assets for the payment of all obligations and liabilities. Any remaining assets will be disposed of in a manner consistent with the organization's purpose as hereinabove stated and as set forth in its Certificate of Incorporation, either in the form of direct expenditures or by disbursement to one or more organizations organized and operated exclusively for charitable, scientific, educational or religious purposes so as to qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code, or

any corresponding provision of applicable future law of similar import, or to the United States, or a state or local government for a public purpose.

8. Finances

8.1 Fiscal Year: The fiscal year of organization shall be January 1st through December 31st.

8.2 Checks: All checks collected shall have one copy made and retained in the books of the organization by the Treasurer.

8.3 Banking: All banking shall be done expeditiously and properly. Cash and checks must be deposited no later than one (1) week after they are received by organization.

8.4 Budget and Disbursements: The Board shall adopt an Annual Budget for the organization. In addition, the Board must approve all disbursements to any one person or entity which individually or in the aggregate are over Five Hundred Dollars (\$500.00).

8.5 Goods and Services: Whenever practicable, the Board and officers will make purchases of goods and services within the greater Atlantic City region and from gay, lesbian, bisexual or transgender supportive establishments.

8.6 No Personal Benefit: No part of the net earnings of the organization shall inure to the benefit of, or be distributed to it's members, trustees, officers, or other private persons, except the organization shall be authorized and empowered to make payments and distributions as reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in these by-laws. (IE: the Board and members shall not be paid for their work or services performed for the organization).

9. Indemnity

9.1 Indemnity: Any persons joined as a party to any action, suit or proceeding in his or her capacity as an officer or Board member of this organization, shall be indemnified and held harmless against all reasonable expenses, including travel, lodging, attorney fees, actually and necessarily incurred by him or her for the defense of such actions, suit or proceedings, or related to any appearance therein, except as to matters where it has been determined in such action or proceedings that the officer or Board member has acted in a grossly or willfully negligent manner or has been found guilty of misconduct in the performance of his or her duties or has acted contrary to the by-laws of the organization. It is the intent of this Article that each officer and Director of the organization shall be entitled to

indemnification and defense to the fullest extent allowed by law including but not limited to the protections afforded under N.J.S.A. 15A: 3-4.

10. Rules of Order

10.1 Robert's Rules of Order: Robert's Rules of Order shall govern the parliamentary procedure of all Board and general membership meetings when business is being discussed or conducted, unless otherwise provided by these by-laws.

10.2 Participation: Any Member shall have the right to speak at a Membership meeting when recognized by the President. Any Board Member shall have the right to speak at a Board Meeting when recognized by the President unless the circumstances of the meeting do not require formal recognition and involve informal discussion.

10.3 Motions, amendments and substitute motions:

Main motions: A main motion shall be a proposal that a decision be made on a matter of substance.

- a. A main motion may be made by anyone recognized by the President and as long as there is no other pending motion on the floor.
- b. The main motion shall be open for debate during which time the motion may be amended or a substitute motion may be made until such time as the period for debate and discussion has been closed by the President.

Amendments: An amendment may be made on motion to properly quantify a main motion.

- a. An amendment must be relevant to the main motion, can modify the main motion, but not reverse the intent of the main motion or change a motion already adopted.
- b. There can only be one amendment to a main motion on the floor at one time. The amendment can itself be amended as follows; Only one amendment to an amendment can be made to a main motion that is on the floor at one time.

Substitute motion: A substitute motion is a motion to replace the main motion on the floor.

- a. A substitute motion must be relevant to the main motion, cannot reverse the main motion and can be made as follows; *i.* During debate on main motion, *ii.* During debate on an amendment to the main motion, or *iii* During debate on an amendment to an amendment to a main motion.

11. Confidentiality

11.1 Statement Concerning Privacy:

Homophobia prevents some members of the organization from living and working as openly gay, lesbian, bisexual or transgender people. People associated with this organization should honor and respect another person's need for privacy. Disclosing someone's sexual orientation or that any person is attending meetings or functions of this organization without that person's knowledge or express consent is prohibited.

11.2 Lists and Correspondence:

The Board of Directors and the Secretary of the organization shall keep the mailing and membership lists of this organization confidential. The mailing list shall not be shared, sold or lent to any other organization or individuals without the express consent of the Board and the Membership upon passage of a Motion expressly authorizing such action and placing any conditions or limitations deemed necessary or desirable. The Secretary of the organization shall keep an accurate account of any such released, shared, sold or lent lists.

11.3 Board Authority to Act upon Written Consent: The Board, acting through the Secretary of the organization shall be authorized to reveal a Member's identity if the Member has previously executed in writing and has not revoked in writing a consent for such disclosure and if the written consent is in the possession of the Board, which consents shall be maintained on file by the Secretary of the organization.

12. Construction

12.1 Headings: The Section and Article headings contained within these bylaws are for descriptive purposes only and are not a material part of the text.

12.2 Gender: When used herein the masculine pronoun includes the feminine and has in no instance been used to indicate pre-selection, designation or discrimination. The use of the masculine has been chosen solely for ease of use and consistency of reference.

12.3 Singular and Plural: When used herein, depending upon the context, the singular includes the plural and vice – versa.

ADOPTED: June 4, 2009

REVIEWED & APPROVED

14, 2010

Richard Helfant

President Board of Directors

Date January