

**Table of Contents**

- Article I – Name of the Corporation ..... 3**
- Article II – Purpose ..... 3**
- Article III – Membership ..... 3**
  - Section I – Definition of a member ..... 3**
  - Section 2 – Qualifications for Membership ..... 3**
  - Section 3 – Roles and Responsibilities of Members ..... 3**
  - Section 4 – Dues ..... 4**
  - Section 5 – Termination of Membership ..... 4**
  - Section 6 – Meetings ..... 4**
  - Section 7 – Rule of Order ..... 4**
  - Section 8 – Quorums ..... 4**
- Article IV – Committees ..... 5**
  - Section 1 – Committee Definition ..... 5**
  - Section 2 – Committee Responsibilities ..... 6**
- Article V – Board of Directors ..... 6**
  - Section 1 – Definition of the Board of Directors ..... 6**
  - Section 2 – Role of the Board ..... 6**
  - Section 3 – Terms of Office ..... 7**
  - Section 4 – Withdrawal of Board Member ..... 7**
  - Section 5 – Resignation of a Board member ..... 7**
  - Section 6 – Termination of a Board member ..... 7**
  - Section 7 – Vacancies ..... 7**
  - Section 8 – Meetings ..... 7**
  - Section 9 – Special Meetings ..... 7**
  - Section 10 – Annual Report ..... 8**
  - Section 11 – Quorum ..... 8**
  - Section 12 – Nominations ..... 8**
  - Section 13 – Absentee Voting ..... 8**
  - Section 14 – Voting for Executive Officers ..... 8**
  - Section 15 – Conflict of Interest in Voting ..... 8**
- Article VI - Officers ..... 8**
  - Section 1 – Requirements of Officers ..... 8**
  - Section 2 – Responsibilities of Officers ..... 8**
- Article VII – Membership Lists ..... 9**
  - Section 1 – Membership List ..... 9**
- Article VIII – Checking/Savings Accounts ..... 9**
- Article IX – Amendments to the Bylaws ..... 10**

<b>Article XI - Tie Votes</b> .....	<b>10</b>
<b>Article XII – Accounting Period/Method of Accounting</b> .....	<b>10</b>
<b>Article XIII - Liabilities</b> .....	<b>10</b>
<b>Article XIV - Annual Meeting</b> .....	<b>10</b>
<b>Section 1 – Date and Location</b> .....	<b>10</b>
<b>Section 2 – Purpose</b> .....	<b>10</b>
<b>Section 3 – Agenda of the Annual Meeting</b> .....	<b>11</b>
<b>Section 4 – Elections Management</b> .....	<b>11</b>
<b>Section 5 – Minutes</b> .....	<b>11</b>
<b>Article XV – Compensation and Earnings</b> .....	<b>11</b>
<b>Article XVI – Dissolution of the Corporation</b> .....	<b>11</b>
<b>Article XVII – Amendments to the Bylaws</b> .....	<b>12</b>
<b>Section 1 - Ratification</b> .....	<b>12</b>

## **Article I – Name of the Corporation**

The name of this organization shall be Positive VOICE, Inc., herein after referred to as Positive VOICE.

## **Article II – Purpose**

The mission statement of Positive VOICE is to support all gender and sexuality diverse and questioning individuals, their families, and allies through community outreach and education, as well as collaborative and social activities.

## **Article III – Membership**

### **Section I – Definition of a member**

Any individual who subscribes to the purpose and basic policies of Positive VOICE, and whose admission will contribute to the group's ability to fulfill its purpose, shall be considered a member.

There are ~~three~~ two classes of membership:

#### **Individual members**

- Individual members are afforded full voting rights, with one vote per individual per issue.

#### **Corporate members**

- Corporate members shall designate one individual to cast one vote per issue on behalf of the company.

### **Section 2 – Qualifications for Membership**

Membership is open to all individuals regardless of race, creed, ethnicity, religion, national origin, sex, sexual orientation, age, physical or mental ability, veteran status, gender identity or expression, marital status, social and economic status, and any other class protected by federal or state law.

### **Section 3 – Roles and Responsibilities of Members**

The specific roles of Positive VOICE members shall include

- adopting and amending these bylaws that control the operation of this organization,
- electing a Board of Directors,
- voting on submitted issues at meetings of the membership,
- holding the Board of Directors accountable for policy-making decisions impacting the group,

- attending regular and annual meetings,
- serving on various committees established by the Board of Directors,
- abiding by the decisions made by the Board of Directors and supporting the organization's goals and purpose,
- providing feedback and suggestions to the Board of Directors and membership at regular meetings to assist them in making decisions on behalf of the organization,
- discussing concerns with Board of Directors members and/or committees,
- and paying annual dues in a timely manner to coincide with Positive VOICE's fiscal year.

## **Section 4 – Dues**

As of July 1, 2018, Positive VOICE will not longer require paid dues for membership.

## **Section 5 – Termination of Membership**

Any member may be removed by a two-thirds vote of the Board of Directors at any time with just cause for making misrepresentations to the Board of Directors or for intentionally violating these bylaws. Terminations of membership may be appealed by addressing the Board of Directors for reinstatement. A two-thirds vote by the Board of Directors is required to reinstate membership.

## **Section 6 – Meetings**

### **Annual Meeting**

- The Annual Business Meeting shall be conducted in May at a time and place to be determined by the Board of Directors. Members shall be notified of the meeting 30 days prior. A quorum is required to conduct a vote at any meeting. Annual meetings are open to the general public.

### **General Membership Meetings**

- General Membership Meetings shall be conducted monthly at least nine times per year. General membership meetings may include drop-in programs, educational programs, or social events. General membership meetings are open to the general public. Any issue upon which an action may be required shall be brought forth at the next board meeting.
  - General members planning to attend a board meeting must notify the President or Vice President twenty-four hours in advance.

## **Section 7 – Rule of Order**

“Roberts Rules of Order, Revised” shall guide this organization.

## **Section 8 – Quorums**

A quorum shall consist of one half plus one of all members present.

## Article IV – Committees

### Section 1 – Committee Definition

Committees shall be comprised of volunteers from the membership. The Board of Directors has the authority to approve the formation of new committees, combine committees, discontinue committees, or suspend committees. The Chairperson of the committee shall be a dues-paying member and will be elected by the committee. A board member will be designated to each committee in order to provide communications between the Board of Directors and committee members. This organization shall have standing committees: Executive Committee and Membership Committee. Any other standing or ad hoc committees may be established by the board. Each committee shall establish a charter to define their roles and responsibilities. The charters shall be approved by the board of directors and filed by the secretary.

- **Executive Committee** is a closed committee consisting of the officers of Positive VOICE. This committee acts as the nomination committee.
- **Membership Committee** is a committee that meets regularly to maintain and increase general membership. This committee is open to general membership. A board member must be the chair of the membership committee.
- **Public Relations Committee** shall be comprised of board members most familiar with the latest sources and approaches for promoting and maintaining Positive VOICE's exemplary reputation, including one position designated as the webmaster. This committee's responsibilities are to:
  - prepare or edit informational materials [i.e pamphlets, business cards, etc.],
  - update and maintain all social media outlets [i.e. Facebook, website, etc.],
  - promote Positive VOICE to ALL internal and external audiences,
  - respond to requests (in conjunction with the president) for information from the media or designate another appropriate spokesperson or information source,
  - establish and maintain cooperative relationships with all gender and sexuality diverse individuals, their family, friends, allies, and gender and sexuality diverse friendly businesses/groups/organizations, and
  - plan and direct development and communication of informational programs to maintain favorable public perceptions of Positive VOICE's accomplishments and agenda.
- **Program Education and Outreach Committee** supports the educational and outreach component of the Positive VOICE mission by
  - creating and maintaining a database of relevant educational and informational resources,
  - identifying and establishing relationships with potential community audiences (outside of Positive VOICE membership) that could benefit from outreach activity, and
  - organizing and hosting relevant educational programs for the benefit of Positive VOICE members and the Greater Fox Cities community.
  - This committee is open to all Positive VOICE members as well as members of the community.
- **Ad Hoc Committees** can be formed on an as needed basis (such as the By-Laws Committee or Social Program Committee) and can be members of Positive VOICE as

well as members of the community. Ad hoc committees can be temporary; if they exceed more than a year, they will become a standing committee.

Membership may form interest groups focused on specific issues/topics with the approval of the Board of Directors. The board of directors may define or limit the activities of the interest group and present goals and objectives to the group. Interest groups will follow committee responsibilities as defined below.

## **Section 2 – Committee Responsibilities**

The responsibilities of each committee shall include

- developing a charter of the committee's definition and responsibilities,
- keeping a written summary of all meetings, including a list of all attendees present,
- developing a plan of action and a timeframe to carry out committee business,
- reporting to the Board of Directors at regular monthly Board meetings, including proposed budget,
- making specific recommendations to the Board of Directors,
- and submitting a report to the Board of Directors in preparation of the annual meeting.

## **Article V – Board of Directors**

### **Section 1 – Definition of the Board of Directors**

The governing body of Positive VOICE is the Board of Directors, which consists of four corporate officers and five at-large directors. ~~Directors~~ Open positions shall be elected by majority vote of the voting membership at the annual meeting each year and shall take office at the first Board of Directors meeting following the annual meeting. Each Board of Directors member is required to be a member in good standing. The newly elected Board of Directors shall elect, by majority vote, the four corporate officers.

### **Section 2 – Role of the Board**

The role of the Board of Directors shall include the following objectives:

- determining the goals and policies of the organization and carrying them out in a timely fashion,
- managing the financial affairs of the group in a responsible manner and following proper accounting procedures,
- approving the creation of standing or ad hoc committees and ensuring that annual objectives are established for all standing committees,
- reviewing reports and keeping records to ensure the corporation is in compliance with all Federal and State statutes pertaining to corporations,
- attending Board of Directors' meetings at a predetermined place and time,
- approving long-range commitments,
- possessing a working knowledge of the bylaws and the organization's mission statement,
- keeping the membership fully informed of the organization's plans, problems, and accomplishments,

- voting on actions that require Board of Directors' approval,
- serving on a committee,
- and signing and adhering to the Board Membership Guidelines Agreement.

### **Section 3 – Terms of Office**

The term of office for the Board of Directors shall be three years. The terms of the directors shall be staggered so that approximately one-third of the directors' terms expire each year. In the event of an uneven staggering of terms, the Board may choose to truncate an individual's term. There is no limit on the number of terms any director may serve.

### **Section 4 – Withdrawal of Board Member**

A Director of the Board shall be deemed to have withdrawn from the board creating a vacancy on the Board if that Director has unexcused absences from three regularly scheduled meetings within the preceding twelve months.

### **Section 5 – Resignation of a Board member**

A Board of Directors member can resign at any time by providing a ~~written~~ letter of resignation to the President. Resignations shall be effective upon receipt unless otherwise specified in the letter.

### **Section 6 – Termination of a Board member**

Director may be removed with just cause from the board by a two-thirds vote of the other directors.

### **Section 7 – Vacancies**

Vacancies on the Board of Directors shall be filled for the remainder of the term. The new director will be elected by quorum vote of the Board of Directors present. An open board position will be filled by notifying the existing membership through the distribution list and asking for nominations. Nominees will be required (unless excused by the president) to come to the following board meeting to introduce themselves and express why they wish to be on the board. A closed vote will be done by the Board of Directors.

### **Section 8 – Meetings**

Meetings of the Board of Directors shall be held at least ten times per year. They are open to all members of Positive VOICE. When necessary, board members can make a request, with twenty-four hours notice to the President, for a closed session to discuss sensitive material or issues.

### **Section 9 – Special Meetings**

Special meetings may be scheduled as needed with at least forty-eight hours notification to all Board of Directors members. Date to be determined by availability of at least two thirds of the directors.

## **Section 10 – Annual Report**

The Board of Directors shall prepare and present a formal ~~printed~~ annual report for the annual meeting highlighting the past year's events and its objectives for the upcoming year.

## **Section 11 – Quorum**

A quorum shall consist of one half plus one of all the Board of Directors.

## **Section 12 – Nominations**

Nominations for the Board of Directors shall be opened up at the time of the annual meeting.

## **Section 13 – Absentee Voting**

Board or general members are able to vote absentee by request through the President; requests for absentee ballots must be in at least a week in advance of the Annual Meeting and returned to the President twenty-four hours before the Annual Meeting.

## **Section 14 – Voting for Executive Officers**

Executive officers will be voted on by Board Members in the following order: President, Vice-President, Treasurer, and Secretary. Nominees for the position of President must have been on the Board of Directors for at least one full year.

## **Section 15 – Conflict of Interest in Voting**

Directors will abstain from voting on matters (such as budget requests) for groups in which they are involved.

## **Article VI - Officers**

The officers of the organization shall be President, Vice-President, Treasurer, and Secretary. No two officers may be from the same household.

### **Section 1 – Requirements of Officers**

Only members who have paid their dues in full are eligible to serve as officers.

### **Section 2 – Responsibilities of Officers**

The President shall

- prepare the agenda and preside at all Board of Directors, annual, and special meetings,
- represent Positive VOICE and perform such duties as usually pertains to the office of President,



- sign all negotiable contracts on behalf of the organization with the approval of the Board of Directors,
- and assign duties as needed.

The Vice-President shall

- assume the role and duties of the President in their absence or disability,
- perform other duties at request of the President or of the Board of Directors,
- in absence of the President, sign all negotiable contracts on behalf of the organization with the approval of the Board of Directors,
- and act as contact person for committee chairs.

The Treasurer shall

- prepare an annual budget,
- keep a record of all receipts and disbursements,
- make needed disbursements as directed by the Board of Directors,
- prepare financial reports as determined by the Board of Directors,
- in absence of both President and Vice President, sign all negotiable contracts on behalf of the organization ~~and~~ with the approval of the Board of Directors,
- ~~and~~ maintain financial ledgers according to state and federal laws using standard accounting practices,
- and check PO Box at least twice monthly.

The Secretary shall

- manage for all official correspondence,
- receive and process applications for membership and maintain the membership list,
- prepare and maintain minutes of all Board of Directors meetings and for the annual meeting, as well as make copies available to the general membership within forty-eight hours of meeting,
- and maintain reference copy of these bylaws and of the policies that incorporate all amendments properly adopted.

## **Article VII – Membership Lists**

Positive VOICE shall maintain a membership.

### **Section 1 – Membership List**

An electronic membership list shall consist of members as defined in Article III. The electronic membership list shall be made available only to the Board of Directors of Positive VOICE and may not be given or sold to anyone or any organization, or used for personal use.

## **Article VIII – Checking/Savings Accounts**

Positive VOICE shall maintain a business checking account. It may also maintain a business savings account or COD.

## **Article IX – Amendments to the Bylaws**

Proposed amendments to the bylaws must be submitted in writing by a member in good standing to the Board of Directors. Proposed amendments need to be discussed by the Executive Committee or Bylaw Ad Hoc Committee and approved by the Board of Directors. Notice of the proposed amendment(s) shall be sent, by the Secretary, to all members at least two weeks prior to the next annual business meeting by posting on our website and/or to the membership list. Voting members shall take action on the proposal at the next annual business meeting. In addition, the Chair of the Website Committee will post to Website two weeks prior to next annual business meeting.

Amendments shall be passed by a quorum of half plus one of the voting members must be present to vote on a proposed amendment.

## **Article XI - Tie Votes**

All tie votes shall be broken by the President.

## **Article XII – Accounting Period/Method of Accounting**

Positive VOICE shall operate on a fiscal year starting July 1 and use cash basis of accounting.

## **Article XIII - Liabilities**

No member shall have the power to incur liabilities on behalf of the group without prior approval of the Board of Directors.

## **Article XIV - Annual Meeting**

### **Section 1 – Date and Location**

Notice as to the time, date, and place of the annual meeting will be posted on the website and via electronic membership list thirty days in advance.

### **Section 2 – Purpose**

The purpose of the annual meeting is to

- approve the past year's annual meeting minutes,
- vote on any bylaw amendments,
- vote on large-scale initiatives,
- review the goals and objectives of the corporation,
- review the budget and fiscal condition of the corporation,
- elect members to any vacancies on the Board of Directors,
- and to carry out business, as authorized under law.

### **Section 3 – Agenda of the Annual Meeting**

An agenda for the meeting will be presented at the meeting.

### **Section 4 – Elections Management**

Elections shall be managed by members of the Board of Directors whose terms are not up for election.

### **Section 5 – Minutes**

Every dues-paying member shall have access to a draft of the annual meeting minutes within thirty days following the annual meeting.

## **Article XV – Compensation and Earnings**

Directors shall not be paid compensation for their services as directors; however, this provision shall not be construed as prohibiting reasonable compensation to an individual who serves as a Director for services rendered to the corporation in another capacity or to prohibit reimbursement for expenses incurred by the Director in carrying out the corporation's business. The corporation shall not engage in any other activities not permitted by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

## **Article XVI – Dissolution of the Corporation**

Dissolution of the corporation requires approval of two thirds of the Directors present at a meeting at which a quorum is present and the approval of two thirds of the votes cast by members at a meeting at which a quorum is present. Upon dissolution of Positive VOICE and the liquidation of its affairs, any money and/or assets remaining after payment of all obligations shall be disposed of to an organization or organizations operated exclusively for charitable, educational, religious, or scientific purposes and at a time qualified as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code as determined by the Board of Directors.

## **Article XVII – Amendments to the Bylaws**

### **Section 1 - Ratification**

These bylaws may be amended by the Board of Directors and shall be adopted by a quorum of present and absentee votes of the members at an annual or special meeting, provided that notice is given within thirty days of the meeting stating the proposed amendment, repeal, or new bylaws to be considered.

The foregoing is a true and correct copy of the bylaws of Positive VOICE, Inc. and was adopted by the general membership on May 2, 2016.