

LGBT+ Archives Project of Louisiana
Bylaws
Adopted June 23, 2014
Updated October 23, 2020

ARTICLE 1: NAME

The name of this organization is the LGBT+ Archives Project of Louisiana. This organization is established in accordance with the Articles of Incorporation.

ARTICLE II: MISSION STATEMENT

The Mission of the LGBT+ Archives Project of Louisiana is to promote and encourage the protection and preservation of materials and information that chronicle the culture and history of the Lesbian, Gay, Bisexual, and Transgender communities in Louisiana. To achieve this mission, it contemplates these tasks:

- Educating the community on the importance of ensuring that LGBT+ historical materials and information are archived and made available for future generations to access, research, and study;
- Promoting the proper maintenance and preservation of historical LGBT+ materials and information;
- Providing an informational directory of archival resources where LGBT+ historical materials and information may be donated or accessed for research and study;
- Indexing, publishing, and maintaining a current list of locations of archived historical LGBT+ materials and information;
- Developing financial resources to assist in the preservation and availability of certain LGBT+ collections.

ARTICLE III: BOARD OF DIRECTORS

3.1 General Powers: The affairs of the Organization shall be managed by the Board of Directors who shall be elected by the membership.

3.2 Number and Tenure: The Board shall be composed of no fewer than five (5) and no more than thirteen (13) Directors, including the officers. The number of Directors may be changed from time to time by amendment to these Bylaws but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. A Director shall hold office for a term of two (2) years, or until he or she dies, resigns or is removed pursuant to Article III, Section 9 of these Bylaws.

3.3 Regular Meetings: The Board shall specify the time and place for holding regular meetings. The Board shall meet at least one (1) time per quarter. Executive Committee Meetings shall be called by the President.

3.4 Special Meetings: Special Board meetings may be called by the President, the Secretary, or any two (2) Directors. The person or persons authorized to call special meetings may fix any place within the state as the place for holding any special Board Meeting called by them.

3.5 Notice of Special Board Meetings: Notice of special meetings of the Board of Directors shall be sent to all members of the Board by U.S. Mail or email at least fourteen (14) days prior to the meeting.

3.6 Quorum: A majority of the total number of Directors shall constitute a quorum for the transaction of business at any Board meeting, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting.

3.7 Manner of Acting: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

3.8 Resignation: Any Director may resign at any time by delivering written notice, personally, by U.S. Mail, or by email, to the President or the Secretary.

3.9 Removal: Any Director, including an Officer may be removed from the Board (1) by a 2/3 vote of the Board of directors for behavior inconsistent with the mission of the organization including, but not limited to, the failure to attend three consecutive or regular meetings of the board or any four meetings during any eighteen month period, or (2) by a majority of the membership at a general membership meeting.

3.10 Vacancies: Any vacancy occurring on the board may be filled by the vote of a majority of the remaining Directors.

3.11 Compensation/Reimbursement: No Director shall receive a salary or any other form of compensation for his or her services, but nothing herein shall be construed to preclude any Director from receiving reimbursement for authorized expenses incurred on behalf of the Organization.

3.12 Loans: No loans shall be made by the organization to any of its Directors.

3.13 Action by Board without a Meeting: Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by a majority of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.14 Committees: There shall be such Standing Committees as determined by Article V, Section 2, of these Bylaws. The President may appoint such Ad Hoc Committees, with the approval of a majority of the Board as may be necessary. The President shall appoint the Chairs of all committees of the Board.

ARTICLE IV. OFFICERS OF THE BOARD

4.1 Number, Election and Term of Office: The officers of the Organization who shall also be members of the Board shall be a President, a Vice-President, a Secretary and a Treasurer, who shall constitute the Executive Committee, each of whom shall be elected by a majority vote of the Membership at the Annual General Membership Meeting for a one year term, except that vacancies shall be elected by a majority vote of the Board.

4.2 Vacancies: a vacancy in any Office may be filled by a majority vote of the Board for the unexpired portion of the term.

4.3 President: The President shall preside over all Board Meetings and, subject to the Board's approval, shall supervise all of the business and affairs of the Organization.

4.4 Vice-President: The Vice-President shall perform any such duties as may be assigned by the President, and in case of the President's absence or inability to serve, shall perform the duties of the President.

4.5 Secretary: The Secretary shall: (1) keep the minutes of meetings of the Board and of the Membership, (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law or as directed by the President or the majority vote of the Board, (3) be custodian of the organizational records, (4) keep registers of the post office address and email address and necessary contact data of each Director and Member, (5) prepare and submit an annual report as required by law, and (6) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the majority vote of the Board.

4.6 Treasurer: If required by the Board, the Treasurer may be required to give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Organization, receive and give receipts for moneys due and payable to the Organization from any source whatsoever, and deposit all such moneys in the name of the Organization in banks, trust companies or other depositories approved by the board of Directors. Additionally, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the majority vote of the Board and shall submit a Treasurer's report at all regular meetings of the Board and an annual report at the Annual General Membership meeting.

ARTICLE V. COMMITTEES

5.1 Executive Committee: The Executive Committee shall be composed of the Officers and may include the immediate Past President. Any actions of the Executive Committee shall be reported at the next meeting of the Board of Directors.

5.2 Standing Committees: There shall be the following Standing Committees of the Board: Membership, Development and Fundraising, Public Relations and Communications, Archive Liaison, Nominating, and Finance.

5.3 Committee Chairs: For each committee, with the exception of the Executive Committee, the President shall appoint a Chair with the approval of the Board who will be responsible for achieving the objectives of the Committee and for reporting on activities of the Committee at Board Meetings. Committee Chairs are not required to be Members of the Board. Committee Chairs may be removed by a majority vote of the Board.

5.4 Committee Guidelines:

1. Each Committee shall have a Chair.
2. Each Committee shall have a stated objective based on guidance from the President and the Board of Directors and these Bylaws.

3. Committee membership shall be open to the general Membership, Board Members, and selected advisors.

4. Each Committee shall have an agreed upon operating procedure.

5. Each Committee shall be accountable to the Board of Directors.

5.5 Purposes of the Committees

5.5.1 Membership Committee will coordinate the recruiting of new members.

5.5.2 Development and Fundraising Committee will coordinate and direct all of the fundraising activities of the organization.

5.5.3 Public Relations and Communications Committee will coordinate a media presence for the organization.

5.5.4 Archive Liaison Committee will track archives in Louisiana that are preserving the history and culture of Louisiana LGBT+ community, maintain current contact information for them along with summaries of their specialties and services, serve as a resource for persons seeking professional archival repositories, and will post this information on the organization's website as appropriate.

5.5.5 Nominating Committee will be responsible for presenting a slate of proposed officers and members of the board for the annual elections. The Board of Directors shall appoint the Nominating Committee which shall include at least one member from the Board of Directors at least eight weeks before the annual meeting set pursuant to these Bylaws. The Nominating Committee shall nominate at least one candidate for each office plus at least five candidates for the Board. The Nominating Committee shall report its slate to the Membership by mail or email at least fourteen (14) days prior to the Annual General Membership meeting. Additional nominations may be made from the floor. Nominees shall have previously agreed to serve if elected. The members of the Nominating Committee shall serve until the conclusion of the election with respect to which they were appointed.

5.5.6 Finance Committee will be responsible for the development of the annual budget.

5.5.7 The Oracle Gala Committee shall be responsible for planning the annual Oracle Gala.

5.5.8 The Volunteer Committee shall be responsible for coordinating the organization's volunteers.

ARTICLE VI. MEMBERS.

6.1 Membership shall be open to all persons who support the Mission statement and whose dues are current.

6.2 Individual annual dues shall be set by the Board at a minimum of \$10.00.

The Annual General Membership meeting shall be held once per calendar year as set by the Board during which the Board of Directors and Officers of the Board shall be elected by the membership/ The nine (or fewer) nominees for the Board receiving the most votes of the membership shall be

elected to the Board

6.3 Notice of the place, date, time, and agenda of all General Membership meetings shall be mailed or emailed to all members in good standing at least fourteen (14) days prior to the meeting.

6.4 A quorum for the transaction of business at any General Membership meeting shall be those members who are present and voting at any time during the meeting. All issues to be voted on shall be decided by a simple majority of the membership present and voting.

6.5 There shall be no proxies.

6.6 The membership and mailing lists of the organization are to remain confidential to the extent permitted by law and cannot be loaned, given, or sold to any person or organization except those who are approved by the Board of Directors. The membership and mailing lists shall be available to the Officers and members of the Board.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS (left blank intentionally)

ARTICLE VIII. BOOKS AND RECORDS. It shall be the responsibility of the Secretary to maintain all of the books and records of the organization pursuant to the provision of these bylaws.

ARTICLE IX. FISCAL YEAR. The fiscal year of the organization shall be the calendar year beginning with January 1 and ending with December 31.

ARTICLE X. AMENDMENTS:

These Bylaws may be amended the affirmative vote of a two-thirds (2/3) majority of the entire number of Board Members at a regular meeting of the Board provided that written notice of the proposed amendment shall be sent to each Member of the Board by email or by U.S. mail postmarked thirty (30) days prior to the Meeting. Alternatively, these Bylaws may be amended or repealed by a 2/3 vote of the members present and voting at the Annual General Membership meeting provided that such proposed amendment(s) or repeal shall have been included in the mailed or emailed notice for such meeting. Said amendment(s) or repeal must be submitted in writing to the Secretary at least forty-five (45) days prior to the Annual General Membership meeting and the Secretary shall include said amendment(s) or repeal in the notice of the meeting.

ARTICLE XI. DISSOLUTION: In the event of dissolution, after all liabilities and obligations are satisfied, any remaining assets of the Organization shall be disposed of as the Board of Directors shall determine, in accordance with United States Internal Revenue Law and the laws of the State of Louisiana.