

**Preamble: Interpretation**

The terms “include”, “including” and similar terms shall be construed as if followed by the phrase “without being limited to”. The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to the Bylaws as a whole and not to any particular provision or section of these Bylaws. These Bylaws use the singular “They” instead of the gendered pronouns he/she.

**ARTICLE I. NAME OF ORGANIZATION**

The name of this non-profit Corporation, organized under the Laws of the State of Missouri, shall be: GALA, Gay and Lesbian Acceptance, (“GALA”, the “Corporation”, “We”). The Principal office of the Corporation shall be located in Independence, Missouri. Meetings may be held at such place within or without the State of Missouri as may be designated by the Board of Directors.

**ARTICLE II. CORPORATE PURPOSE**

**Section 1: Non-profit Purpose**

The Corporation is organized and will be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The Corporation’s purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation (the “Articles”), as may from time to time be amended.

To further the Corporation’s purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Missouri Nonprofit Corporation Act, as may from time to time be amended (the “Act”), not outside the scope of the Articles.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; or (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

## **Section 2: Specific Purpose**

The mission of the Corporation is to affirm the dignity and worth of all persons without regard to gender, race, sexual orientation or religious affiliation; to support and encourage self-actualization in an atmosphere of love, understanding, and confidentiality; to celebrate diversity; to explore the issues of spirituality and justice through dialogue, education, and action. Furthermore, We work to enable full participation of persons of all sexual orientations and gender identities in the life and ministry of the Community of Christ both in policy and practice.

The specific objectives and purpose of this organization shall be:

- a. To provide sanctuary, spirituality, and transformation for persons of ALL sexual orientations and gender identities through our shared faith experience in Community of Christ while building bridges of understanding;
- b. To embody the love of Jesus Christ, to seek the power and reconciliation of the Holy Spirit, to encourage relationship with God as our authentic selves, and to honor each other and those who seek to become part of us;
- c. To develop, foster and support Welcoming and Affirming Congregations or Ministries of the Community of Christ;
- d. To increase the number of Welcoming and Affirming Congregations or Ministries in Community of Christ by providing programming, resources, support, and connections to ecumenical resources, for congregations or ministries that engage in the welcoming process;
- e. To encourage the development of church policies that provide for ministry to and by persons of all sexual orientations and gender identities;
- f. To partner with other faith traditions in support of the welcoming church movement.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Membership shall be open to any Individual, Family or Welcoming and Affirming Congregation or Ministry, who has met the requirements of a W&A program, that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues.

### **Section 2. Annual Dues**

The board of directors shall determine the amount required for membership dues. Continued membership is contingent upon being up-to-date on membership dues.

### **Section 3. Rights of Members**

Each Individual member (for Individual or Family membership) is eligible to:

- Cast one (1) vote in matters requiring a vote of membership
- Serve on the Board of Directors and/or hold office
- Serve on Committees

Each dues paying Welcoming and Affirming Congregation or Ministry, who has met the requirements of a welcoming and affirming program, is eligible to:

- Be part the ecumenical Welcoming and Affirming network

- Be listed as a Welcoming and Affirming Congregation on websites
- Cast one (1) vote in matters requiring a vote of membership
- Serve on Committees

Each non-dues paying Welcoming and Affirming Congregation or Ministry, who has met the requirements of a welcoming and affirming, is eligible to:

- Be part the ecumenical Welcoming and Affirming network
- Be listed as a Welcoming and Affirming Congregation on websites
- Participate as a voice-no-vote in meetings of the membership.

#### **Section 4. Non-voting Membership**

The board shall have the authority to establish and define non-voting categories of membership.

#### **Section 5: Liabilities and Property Rights of Members**

No member now or hereafter shall be personally liable to the creditors of the Corporation for any indebtedness or liability, and any and all creditors of this Corporation shall look only to the assets of this Corporation for payment.

The members of this Corporation shall have no property rights in the assets of the Corporation upon dissolution or otherwise.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Annual Meetings**

An annual membership meeting shall be held once a year, typically at the annual retreat in September, at a location, date and time designated by the Board of Directors. At the annual meeting the members shall hear the results of the election, vote on the Corporation's budget and other resolutions, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year.

### **Section 2. Special Meetings**

Special meetings of the membership may be called by the President, a simple majority of the Board of Directors, or by a petition signed by ten percent (10%) of membership.

### **Section 3. Notice of Meetings**

Notice of each meeting shall be given to each member, by electronic or print means, not less than fourteen (14) days prior to the meeting.

### **Section 4. Quorum**

A quorum for a meeting of the members shall consist of at least twenty percent (20)% of the membership.

### **Section 5. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, excepts as may be required elsewhere in these bylaws.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2. Property Devoted to Corporate Purposes**

All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles and these Bylaws.

### **Section 3. Election of Board of Directors (At Large Members, Chaplain and Officers)**

The Nominating Committee shall submit to the Secretary, 45 days before the election, the names of those persons for the respective positions on the Board of Directors and Officers. The Secretary shall prepare and distribute to the members of the Corporation the slate of candidates and instructions for voting. All votes shall be tabulated no later than seven (7) days before the Annual Membership meeting. If a candidate on the Nominating Committee's slate is not challenged, no balloting is necessary and that candidate shall be elected by affirmation at the Annual Meeting.

### **Section 4. Qualifications, Number, Tenure, and Requirements**

#### **Qualifications:**

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

#### **Number:**

The number of at large members shall be fixed at four (4). The Member Support Coordinator one (1), the Congregational Support Coordinator one (1) and Chaplain one (1). The number of officers shall be fixed at four (4), which includes the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

#### **Tenure:**

Upon election the term will begin on January 1<sup>st</sup> of the following year.

Newly elected members of the Board of Directors, who have not served before, shall serve an initial four (4) month term (September through December) as a voice-no-vote member of the board. At the conclusion of the initial four (4) month term (January 1<sup>st</sup>), the new members begin their elected term.

No At Large Member or Coordinator may hold office for more than two (2) consecutive terms in the same office, or six (6) years.

No Officer or Chaplain may hold office for more than two (2) consecutive terms in the same office, or four (4) years.

At large members terms shall be staggered so that a minimum of (1) at large member of the Board of Directors is elected each year for a three (3) year term.

Coordinators terms shall be staggered so that both coordinators are not elected in the same year for a three (3) year term.

The Chaplain shall be filled by a Member recommended by the President and approved by a vote of the Board of Directors for a two (2) year term to coincide with the President's term. The Chaplain will be a voice-no-vote member of the board of directors.

Officer terms shall be staggered so that:

- President and Secretary are elected in odd numbered years for a two (2) year term.
- Vice-President and Treasurer are elected in even numbered years for a two (2) year term.

**Requirements:**

Each member of the Board of Directors shall attend at least 75% of regular meetings of the Board per year.

**Section 5. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

**Section 6. Regular, Special and Annual Meetings**

**Regular** meetings of the Board of Directors shall be held at least once (1) a quarter at a place (may use technology), date and time as determined by the Board.

**Special** meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

**Annual** meetings of the Board of Directors shall be held at a time and day of each calendar year and at a location designated by the Board of Directors.

**Section 7. Notice of Meetings**

Notice of meetings shall be given by telephone, electronic methods or writing.

**Regular** meetings of the Board of Directors shall be given at least fourteen (14) days in advance of the meeting.

**Special** meeting of the Board of Directors shall be given at least three (3) days in advance of the meeting.

**Annual** meetings of the Board of Directors shall be given at least thirty (30) days in advance of the meeting.

**Section 8. Quorum**

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have the option to meet and not vote, or have the power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at

which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 9: Voting**

Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. 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 of Directors, unless the act of a greater number is required by law or by these Bylaws.

### **Section 10: Special Voting**

There shall be no voting by proxy at any meeting of the Board of Directors, unless authorized by a resolution of the Directors. In cases of urgency, when no meeting of the Board of Directors can be held, Directors may be polled by the secretary by telephone, or electronic means. A majority of all Directors shall be necessary to approve a special vote, unless a greater number is required by law or these Bylaws.

### **Section 11. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Secretary by reference to Robert's Rules of Order.

### **Section 12. Vacancies**

The Board of Directors shall be responsible for appointing persons to fill any vacancies on the Board of Directors, which occur between annual meetings. See Article VI for succession of Officers. The persons so appointed shall hold the position or office for the unexpired term in respect of which such vacancy occurred.

### **Section 13: Resignation**

Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 14. Removal**

Any member of the Board of Directors, including Officers, may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if, in their judgment, it is in the best interest of the Corporation. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

### **Section 15: Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

## **ARTICLE VI. Board of Directors Roles**

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. The remaining membership includes four (4) at large members, two (2) coordinators and one (1) Chaplain.

### **Section 1. President**

The President shall preside at all meetings of the membership. The President duties include:

- a. Presiding at all meetings of the Board of Directors.
- b. Chair the Executive Committee.
- c. Having general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed.
- d. Submitting a report of the operations of the Corporation for the fiscal year to the members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this Corporation.
- e. Being an ex-officio member of all committees.

### **Section 2. Vice-President**

In the event of the death, absence, incapacity, inability or refusal to act of the President, the Vice-President shall be invested with all the powers and perform all the duties of the office of President. The Vice-President's duties include:

- a. Working in cooperation with the President.
- b. Being invited to share in other duties as may be prescribed by the Board of Directors or the President.

### **Section 3. Secretary**

The Secretary shall be the managing, administrative and clerk co-officer of the Corporation. The Secretary, or designee, shall attend all meetings of the Board of Directors, Executive Committee and all meetings of members. The Secretary's duties include:

- a. In the absence, disability or inability to act of President and Vice President, the Secretary shall perform the duties and exercise the powers of the chief executive of the Corporation.
- b. Recording all votes and minutes of all proceedings in a shared location to be kept for that purpose. They in concert with the President shall make the arrangements for all meetings of the Board of Directors, Executive Committee, and the annual meeting of the organization.
- c. Sending notices of all meetings to the members of the Board of Directors and Executive Committee and shall take reservations for the meetings.
- d. Performing all official correspondence, including elections, from the Board of Directors and Executive Committee as may be prescribed by the Board of Directors or the President.
- e. Being the legal custodian of all of the books, papers and records of the Corporation, except accounting records, and shall permit, at such reasonable times as may be requested, an inspection of any or all such books, deeds, instruments, papers and records by any Director of the Corporation, and shall, upon reasonable demand therefor and without cost, furnish to any Director a full, true and complete copy of any paper or record in their possession as such.

- f. Being invited to share in other duties as may be prescribed by the Board of Directors or the President.

#### **Section 4. Treasurer**

The Treasurer shall have supervision and custody of all monies, funds, and credits of the Corporation. The Treasures duties include:

- a. Chair the Finance Committee.
- b. Causing to be kept full and accurate accounts of the receipts and disbursements of the Corporation in books belonging to it.
- c. Causing all monies and credits to be deposited in the name of and to the credit of the Corporation in such accounts and depositories as may be designated by the Board of Directors
- d. Disburse and supervise the disbursement of funds for the Corporation in accordance with the authority granted by the Board of Directors, taking proper vouchers therefor.
- e. Prepare and file any required Local, State or Federal, including Internal Revenue Service (IRS), reports according to applicable law (usually annually).
- f. Prepare an annual budget and submit it to the membership for approval at the annual membership meeting.
- g. Present a complete and accurate report of the finances of the Corporation at each meeting of the members, or at any other time upon request to the Board of Directors.
- h. Assist in direct audits of the funds of the Corporation according to funding source guidelines and generally accepted accounting principles.
- i. Being invited to share in other duties as may be prescribed by the Board of Directors or the President.

#### **Section 5: Chaplain**

The Chaplain shall serve as spiritual leader and advisor of inclusive ministry to the Corporation. The Chaplains duties include:

- a. Opening all meetings of the Board of Directors and/or Membership with a prayer or meditation or spiritual practice.
- b. Intentionally praying privately for each one of the Board members on a regular basis.
- c. Being available to provide a listening ear, with acceptance and confidentiality, for any member, congregation or board member of the Corporation.
- d. Collaborate on any resources that are developed to ensure they are inclusive.
- e. Being invited to share in other duties as may be prescribed by the Board of Directors or the President.

#### **Section 6: Congregation Support Coordinator**

The Congregation Support Coordinator shall serve in a support role for Congregations interested in or who have completed a Welcoming and Affirming Congregation program of the Corporation.

The Congregation Support Coordinator duties include:

- a. Facilitating open communication between the congregations and the larger network of welcoming and affirming congregations.
- b. Representing the Corporation at meetings of the Welcoming Church Program Leaders (WCPL)
- c. Communicating updates to appropriate websites for congregational listings
- d. Managing the Welcoming and Affirming program for the Corporation.
- e. Being a contact for events.
- f. Being invited to share in other duties as may be prescribed by the Board of Directors or the President.

### **Section 7: Member Support Coordinator**

The Member Support Coordinator shall serve in a support role to the membership to the Corporation.

The Member Support Coordinator duties include:

- a. Being responsible for membership activities of the Corporation
- b. Maintaining contacts with membership and seeks input from members for the board
- c. Inviting new members to participate
- d. Collecting and maintaining appropriate resources for membership
- e. Being a contact for events.
- f. Being invited to share in other duties as may be prescribed by the Board of Directors or the President.

### **Section 8: At Large Member(s)**

The At Large Member(s) shall serve as the voice of the membership to the Corporation.

The At Large Member(s) duties include:

- a. Representing the membership views and voice to the Board
- b. Serving as chairs of various committees
- c. Assisting officers with administrative tasks, as needed
- d. Being invited to share in other duties as may be prescribed by the Board of Directors or the President.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Committee Formation**

The Board of Directors may create committees as needed, such as fundraising, retreat planning, communication, data collection, etc. The Board of Directors appoints all committee chairs. Committees may be made up of directors and/or members.

## **Section 2. Executive Committee**

The President chairs the Executive Committee, which includes the four (4) officers. Except for the power to amend the Articles of Incorporation, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors on matters on which immediate decisions are required, except those which might be in conflict with previous Board decisions. Such actions will be reported at the next Board meeting.

## **Section 3. Finance Committee**

The Treasurer is the chair of the Finance Committee, which includes a minimum of two (2) other members of the Corporation. The members are recommended by the Treasurer and approved by a vote of the Board of Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. The membership must approve the Corporation's budget. All expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors.

The fiscal year shall be the calendar year (January 1 through December 31).

Quarterly reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public, upon request.

## **Section 4. Nomination Committee**

The Nominating Committee shall consist of one (1) Board member who serves as the chair and a minimum of two (2) other members of the Corporation recommended by the chair and approved by a vote of the Board of Directors.

The Nominating Committee shall solicit nominees from the membership of the Corporation and shall strive to include in its proposed slate of nominees representation of persons of all sexual orientations, differing abilities, racial-ethnic backgrounds, genders, geographic locations and ages.

The Nominating Committee shall submit, to the Secretary, 45 days before the election, the names of those persons for the respective positions on the Board of Directors and Officers.

# **ARTICLE VIII. INDEMNIFICATION**

## **Section 1. General**

To the full extent authorized under the laws of the State of Missouri, the Corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another Corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the

performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **Article IX: Books And Records**

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

Membership lists shall be confidential and property of the Corporation, and individual names and addresses appearing on said lists shall be disclosed only with permission, specific or passive, of each person, and may not be sold or rented.

## **ARTICLE X. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three (3) days in advance of such a meeting if delivered by telephone, electronic methods or writing. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of the majority of directors in office.

### **Section 2. Bylaws**

These Bylaws can be amended by a two-thirds vote of the membership voting provided notice has been given at least thirty (30) days prior to the vote. In the case of mailed ballots, ballots must be returned within fifteen (15) business days of issue and date of issue will be on the ballot.

## **ARTICLE XI: DISSOLUTION**

In case of the dissolution of the Corporation, all assets remaining after payment of authorized expenditures 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. The Board of Directors shall determine by a two-thirds majority the identity of said purposes.

## **ADOPTION OF BYLAWS**

We, the undersigned, consent to and hereby amend the foregoing Bylaws, consisting of the 11 preceding pages, as the Bylaws of this Corporation.

AMENDED AND APPROVED by the Membership on this 30 day of August, 2018.