

Bylaws of Hot Springs LGBTQ+ Community Network

Article I – Name

The name of the organization shall be Hot Springs LGBTQ+ Community Network, hereby referred to as the **Network**.

Article II – Dissolution of the Network and Successor Corporation

A. Disaffiliation – A decision of dissolution shall require a two-thirds (2/3) vote of the members present at a Special Meeting called for the purpose of disbanding the **Network**.

B. Successor Corporation – The Hot Springs AIDS Resource Center, Inc. is the not-for-profit organization designated to receive all assets in the event of dissolution or abandonment of the **Network**.

C. No member, director, or officer shall personally benefit from the dissolution of the Network. All assets shall be distributed exclusively for charitable purposes as defined by Section 501(c)(3) of the Internal Revenue Code.

Article III – Purpose

The purpose of the **Network** is to develop and maintain a sense of community in the lesbian, gay, bisexual, transgender, intersex, and all expressions of gender queer people, and their allies throughout Garland County and the surrounding area. We strive to accomplish this through organizing social, service, and educational opportunities, and outreach efforts to aid our community and celebrate our diversity. We seek equal opportunity to participate in our community at large and to be of service to those who believe we are all members of one family. We welcome all who share and support our purpose and our mission to join our **Network**. The Network shall remain a nonpartisan, nonpolitical organization and shall not endorse candidates for elected office. The Network may, however, engage in advocacy and educational efforts consistent with its mission and applicable laws.

Article IV – Membership

Criteria for Membership – Membership shall be open to all who agree with the purpose of the **Network** as defined by its bylaws. Membership is free. Only members that formalize their affiliation with the **Network** by attending at least one **Network** meeting (other than the annual meeting) and providing their name, email, and phone number to the Secretary will be eligible to vote. The Secretary shall maintain the list of members in good standing. Members are highly encouraged to actively participate in the **Network** and attend meetings. An active member is one who has attended at least one **Network** meeting before the annual meeting. A non-active member is defined as one who has not

attended a **Network** meeting during the calendar year (not to include the annual meeting). Non-active members are not eligible to vote. The Board shall establish and maintain a process for verifying eligibility of voting members prior to each meeting where votes will be taken.

Members may be removed for cause (such as harassment, discrimination, or conduct that materially harms the Network), by a two-thirds (2/3) vote of the Board of Directors, subject to appeal to the general membership.

Article V – Meetings

The governing of the **Network** is vested in its General Membership, which exerts the right to control of its affairs, subject to the provisions of bylaws or documents of legal organization. The rules in the most current edition of *“Meeting Procedures; Parliamentary Law and Order Rules for the 21st Century,”* by James Lochrie, shall govern the **Network** in all situations to which they are applicable.

A. Time and Place – **Network** meetings will occur monthly to foster community and provide a forum for the **Network** to provide education and discuss upcoming activities and events. At a minimum, the **Network** meeting will conduct the business of the **Network** in June and December. The annual **Network** meeting shall occur in December. The Board of Directors shall determine the time and place of meetings. The President or a majority (five) of the Board of Directors may also call Special Meetings. The purpose of the Special Meeting must be stated, and no other agenda items may be added.

B. Notification – The Board of Directors shall notify members at least seven (7) days in advance of the **Network** meeting by posting an announcement on our webpage, social media platforms, and the weekly newsletter email. Except in cases of emergency as determined by the Board, a minimum of one (1) week’s notice of the Special Meeting must be posted on our webpage and social media platforms.

C. Voting Rights – Each active member (as defined in Article IV) has the right to vote. Non-active members will not be allowed to vote in elections. Proxy or any other form of absentee voting shall not be allowed.

D. Votes Required for Approval – Decisions, including elections, require approval by a vote of more than fifty percent (50%) of those Members present and voting, unless otherwise stated in these bylaws.

E. Quorum – In order to transact business, no less than seven (7) active members must be present, not to include board members. If quorum is not met, the meeting may continue for discussion, but no binding votes shall be taken.

F. Agenda – The President and the Secretary shall determine the agenda for **Network** meetings.

1. Content of Business meetings – The agenda shall include, but not be limited to, election of members to the Board (if required), presentation of previous minutes and financial report, approval of budget (if necessary), and receiving reports from the Board of Directors.

2. Additions to Agenda – Members may request the Board of Directors to add agenda items by submitting additional agenda items to the Secretary no later than one (1) week prior to the meeting. The President and secretary shall add any items requested by the Board of Directors to be added to the agenda.

G. Elections – All votes for elected positions shall be taken by secret ballot.

Article VI – NETWORK Administrative Body

A. Name – The **Network** administrative body shall be the Board of Directors, which is authorized to provide administrative leadership for the **Network**.

B. Responsibilities – The Board of Directors shall be responsible for providing the **Network** with a set of bylaws, which are subject to approval by members at the annual meeting or Special Meeting, and for submitting the approved bylaws to the **Network**. The Board of Directors shall also have charge of all matters pertaining to the documents of legal organization and incorporation, **Network** property, risk-management, and physical and financial affairs of the **Network**. The Board of Directors shall also be responsible for collecting and disbursing funds, keeping adequate records, and making timely reports to the **Network** membership. Each member of the Board of Directors must agree to, and sign, a copy of the Code of Conduct before they assume office as an elected member of the Board.

C. Membership – Members desiring to serve on the Board of Directors must be an active member of the **Network**. All Board members must be at least 18 years of age. No Board member may serve more than three (3) consecutive terms in the same office without a one-term break. They must agree to adhere to the Code of Conduct. Any Board member that is found in violation of the Code of Conduct they signed, as determined by a majority of at least four (4) members of the Board of Directors and a vote of more than fifty percent (50%) of those members present at a **Network** meeting or Special Meeting, will be removed from their position.

D. Composition – There shall be seven (7) members of the Board of Directors to include four (4) officers, a Communications Director, a Community Relations Director, and one Member at Large. If a Board member consistently fails to attend three (3) or more consecutive Board meetings without reasonable cause, the position shall be considered vacant and subject to replacement as outlined in Section I.

E. Term of Office – The term of office for members of the Board of Directors, shall be two-year staggered terms, with half being elected at each annual **Network** meeting. The President, Secretary, and Community Relations Director shall begin their terms January

1st in even numbered years. The Vice President, Treasurer, Communications Director, and Member at Large will begin their terms January 1st in odd numbered years.

F. Meetings – The Board of Directors shall meet no fewer than ten (10) times a year. Meetings shall be open to **Network** members and friends. Members will have an opportunity to speak at the end of the meeting but will have no vote.

1. Minutes – Minutes and financial reports shall be available to members of the **Network** within one (1) week after each meeting.
2. Minutes shall include a record of those present, acceptance of the minutes from the previous meeting, the treasurer's report, and decisions made. A copy of the minutes shall become part of the permanent **Network** records.

G. Quorum – No less than a majority (4 of 7) of the members of the Board of Directors, including the President, must be present to transact business. If the President is unable to attend, a meeting of the Board of Directors may be conducted with the consent of the President; in such instance, no less than a majority (4 of 7) of the members of the Board of Directors must be present. If the President is incapacitated or otherwise unable to consider granting consent, no less than a majority of the members (4 of 7) of the Board of Directors, including the Vice-President, must be present.

H. Official Officers – The official officers of the **Network** are President, Vice-President, Secretary, and Treasurer. The Board will also consist of a Communications Director, a Community Relations Director, and a Member at Large. The term of office for all Board members shall be two (2) years.

1. The Board shall have general supervision of the affairs of the **Network**, to include scheduling of **Network** meetings, setting time and venue for such meetings, making recommendations to the **Network**, appointing ad hoc committees, and performing other duties as specified by the bylaws.
2. Duties of Officers:
 - a. President – The President shall serve as head of the Board of Directors. They will chair all meetings of the Board and **Network**. They will, with the assistance of the Secretary, prepare an agenda for each meeting. The agenda will be posted on our webpage and social media platforms one (1) week prior to the meeting. The President will ensure the **Network** is acting in accordance with the stated purpose of the **Network**, its bylaws, and any other governing documents.
 - b. Vice-President – The Vice-President shall assist the President in all matters pertaining to the **Network**. The Vice-President shall serve as President of the Board in the absence of, or upon the request, of the President. They will become President in the event of a vacancy in the office of President. In the event of a vacancy in the office of the Vice-President, a new Vice President will be elected at the next meeting of the **Network** to fill the office for the remainder of the term.
 - c. Secretary – The Secretary shall be responsible for ensuring the maintenance of official correspondence and **Network** records, and for

ensuring that accurate records are kept of all meetings of the Board of Directors and of the **Network**.

- i. They shall be responsible for recording and distributing the minutes of all meetings of the **Network** and its Board. The distribution of minutes shall be via a post to our webpage within one (1) week of the meeting.
 - ii. The Secretary shall facilitate communications within the **Network**. They will collect and count secret ballots after votes and present the results to the members present.
 - iii. The Secretary is the officer authorized to receive petitions submitted to the Board of Directors.
- d. Treasurer – The Treasurer shall be responsible for ensuring the preparation and maintenance of all financial records using acceptable accounting procedures. This shall include an annual budget, a monthly financial report to the Board and an annual financial report at the annual **Network** meeting. The monthly and annual financial reports shall reflect receipts, disbursements, and outstanding financial obligations. The treasurer is also responsible for ensuring required end of the year forms are filed with Arkansas Secretary of State and the IRS.
- i. The Treasurer shall ensure that any expenditure over ten percent (10%) of what is allotted in the annual budget is brought before the Board for approval. Any expenditure that is over fifteen percent (15%) must be brought before the membership for approval.
 - ii. The Treasurer will ensure that two (2) authorized signatures will be on every check. Check signing authority will be registered with the **Network's** bank to include the Treasurer, President, and Vice President.
 - iii. The Treasurer shall also ensure an annual external financial review or audit is conducted if required by law or if requested by a majority of the Board of Directors.

3. Duties of Directors:

- a. Communications Director – The Communications Director is responsible for maintaining a positive public image, creating compelling content for various platforms, and monitoring communication effectiveness to align with the organization's goals and values.
 - i. Overseeing the creation of various communications materials, including press releases, articles, speeches, website content, and social media posts.
 - ii. Building relationships with media outlets and influencers to secure positive coverage and manage press inquiries.
 - iii. Fostering a positive **Network** culture by managing internal communications, ensuring members are well-informed and engaged.
- b. Community Relations Director – The Community Relations Director is responsible for developing community programs, forging partnerships

with local leaders and organizations, and ensuring the Network's social responsibility initiatives align with its overall goals.

- i. Establishing and maintaining positive relationships with residents, businesses, community leaders, government organizations, and non-profits.
 - ii. Creating and implementing programs, events, and activities that promote the organization's mission, engage the community, and address local issues.
 - iii. Cultivating collaborations and partnerships with foundations, local businesses, and non-profit organizations to achieve shared goals and provide mutual benefits.
- c. Member at Large – The Member at Large will assist the President and the Community Relations Director with tasks that may include forming committees, working with set-up/break-down crews for Network functions, and acting as a liaison between Network members and the Board of Directors.

I. Vacancies – In the event of a vacancy other than President or Vice President, the Board of Directors may appoint a qualified member to fill the vacancy until the next **Network** meeting, when an election shall be held to fill the unexpired term.

J. Limitation of Liability – No member of the Board of Directors shall be liable for any act or failure to act by any other member of the Board of Directors or by any member of the **Network**. No member of the Board of Directors shall be liable for any loss arising from any fault in the title to any property acquired by the **Network**. No member of the Board of Directors shall be liable for any loss arising from any fault in any security in which the **Network** might invest, or from bankruptcy, insolvency, or wrongful act by any person to whom the **Network** might entrust any of its property. No member of the Board of Directors shall be liable for any loss due to error of judgment or oversight on their part, or for any other loss whatsoever occurring in the carrying out of the duties of their office, unless this loss arises from the member's own willful neglect or fraudulent or criminal actions.

K. Indemnity – The **Network** shall protect every member of the Board of Directors against all costs arising in relation to his/her relations with the **Network** unless they are occasioned by their own willful neglect or fraudulent or criminal actions.

Article VII – Adoption and Amendments

A. Adoption – These bylaws shall become effective immediately upon adoption by the **Network** meeting and approval by the Board of Directors.

B. Amendments – These bylaws may be amended or repealed at any duly convened **Network** meeting. Proposed amendments or repeals shall be submitted in writing to the Board of Directors no later than thirty (30) days prior to the meeting at which the

proposal is to be considered. Adoption of the amendment or the repeal shall require approval by a two-thirds (2/3) affirmative vote of the members present.

C. Emergency amendments to address compliance with federal, state, or IRS regulations may be provisionally adopted by the Board of Directors, subject to ratification by the membership at the next scheduled Network meeting.

Code of Conduct
Hot Springs LGBTQ+ Community Network Board of Directors

CONFIDENTIALITY is imperative and I will respect the integrity and protect the welfare of individuals as well as the community I serve. I take seriously the obligation to safeguard information entrusted to me. I will be sensitive to the kinds of information shared with me and hold it in confidence as needed. This kind of discernment will help to foster trust, build strong relationships, and serve to minimize confusion in the life of the Community Network.

CLEAR COMMUNICATION is indispensable in achieving success. I will be clear, open, honest, and direct in my speech and manner with people inside and outside the organization. I will also be faithful in getting correct and accurate information out to members and to the community at large.

RESPONSIBILITY is the mark of a mature person. I fully accept the responsibilities of my position only after careful consideration of my available time, energy, and gifts for the tasks. I will serve the full term of my election. If circumstances beyond my control prevent this, I will give thirty days written notice of my resignation.

COMMITMENT is critical for the success of any organization. I will view my commitment to being a part of this Board of Directors as part of my commitment to community at large.

HONESTY requires fairness in dealings with others. I will strive to operate on the highest level of trust and integrity. I will make all my communication accurate, honest, and clear, to the best of my ability. I will intentionally avoid misrepresenting the truth or misleading others. I will show respect to others when they disagree.

SOUND FISCAL MANAGEMENT is important for all Board members to prevent fraud, theft, or misappropriation of funds or property. I will strive to be a good steward of the resources for which I am given responsibility, including financial resources.

VIOLATIONS of this Code of Conduct by a Board member may result in disciplinary action, up to and including removal from the Board, in accordance with Article VI, Section C of these bylaws. A written record of violations and actions taken shall be maintained by the Secretary.

THEREFORE

I, _____, agree to adhere to the terms of this Code of Conduct to the best of my ability.

Signature

Date