

The Rainbow History Project

Preserving Our Community's Memories

Bylaws

Article 1 Name and Offices

The name of this corporation will be The Rainbow History Project. The principal office of The Rainbow History Project (hereafter known as the corporation) will be in the city of Washington in the District of Columbia. The Board of Directors may select other offices, as the affairs of the corporation require.

Article 2 Purpose and Organization

Section 1 *Purpose*

This corporation is a nonprofit public benefit corporation organized exclusively for charitable and educational purposes and not for the private gain of any person. Our mission statement:

The Rainbow History Project is a non-profit organization whose mission is to collect, preserve, and promote an active knowledge of the history, arts, and culture relevant to sexually diverse communities in metropolitan Washington DC.

No substantial part of the activities of this corporation will consist in carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. The first rule of the corporation's operations will be *Do no harm*.

Section 2 *Activities*

Notwithstanding any other provision of these articles and Bylaws, the corporation will not carry on any activities not permitted to be carried on

by a corporation exempt from federal income tax under Sections 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or by a corporation contributions to which are deductible under Section 170 (c) 2 of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 3 Property and Dissolution

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation will ever inure to the benefit of any director, officer, or member or to the benefit of any private individual. In the event of dissolution of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational purposes and which has established its tax-exempt status under Section 501 (c) 3 of the Internal Revenue Code.

In the event of dissolution of the corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501 (c) 3 of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the District of Columbia exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 3 Members

Section 1 Member Status

Any person or organization that agrees with the primary purpose of this corporation, upon making payment of the prescribed dues, will become a member of this corporation and will have one vote.

Section 2 Member Benefits

Each member will be entitled to cast one vote for Directors of the corporation's Board of Directors according to Article 4 of these bylaws. In addition, members will receive the benefits of membership as determined by the Board of Directors and will be entitled to receive or review

publications and reports on the economic or other status of the corporation.

Article 4 Board of Directors

Section 1 *The Board*

The general management of affairs of the corporation will be under the control, supervision and direction of its Board of Directors or, if delegated, under the ultimate direction of the Board. The Board will vote on matters affecting disposition of any or all assets of the corporation, on any merger or dissolution, on any amendment to Bylaws, or as necessary to exercise other corporate powers.

Section 2 *Board Members*

The number of Directors of the Board of Directors will be any odd number from five (5) to eleven (11). Directors shall serve for two (2) year terms, with the exception that the a majority of the first Board of Directors shall serve for only one year, with the remaining Directors serving a full two year term. The corporation will endeavor to assure a diversity on the Board of Directors representative of the community.

Section 3 *Notice of Election*

The Board will give notice to the members four (4) weeks in advance of an election to the Board of Directors.

Section 4 *Meetings*

Regular meetings of the Board will take place at such time and place as the Board determines. There will be an annual meeting of the Board of Directors in April for the purpose of appointing new Directors and electing officers.

There will be an annual meeting of the members of the corporation in March at which members will elect Directors.

Any two Directors may call special meetings of the Board.

Section 5 *Notice of Meetings*

The Chair will ensure that all Directors are given minutes of the last meeting and a tentative agenda for the next meeting at least one week prior to each regular meeting of the Board. If mailed, notices are considered delivered when deposited in the United States mail in a sealed envelope addressed to each Director at the address shown by the records of the corporation.

Notice of all special meetings must be delivered to all Directors at least four (4) days prior to the meeting. Such notice may be delivered in person, by telephone, by email, or by mail.

Section 6 *Quorum*

A simple majority of the Board of Directors will constitute a quorum for the transaction of business.

Section 7 *Proxy*

No Director of the Board may authorize another person or persons to act for that Director by proxy.

Section 8 *Absence, Removal, Resignation*

A Director who is absent without an excuse from three (3) consecutive meetings ;will be informed by the Chair at least ten (10) days prior to the fourth meeting that absence will be grounds for dismissal, subject to a majority vote of the Board of Directors.

A Director may be removed for malfeasance in office by a two-thirds vote of the remaining Directors. Such removal is without prejudice to the contract rights, if any, of the Director so removed. Any Director will receive a full and fair hearing by the Board prior to voting. The Board may appoint a fact-finding committee if it finds such a committee necessary.

A Director may resign at any time by giving signed written notice to the Board of Directors or to an officer of the corporation. Such resignation will take effect at the date of receipt of such notice or at any later date specified in the notice of resignation; and unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

Section 9 *Act of the Board*

The act of a majority of the Directors present at a meeting at which a quorum is present will constitute an act of the Board of Directors, unless an act of a greater number is required by law or by these Bylaws.

Section 10 *Vacancies*

Any vacancy occurring on the Board of Directors at any time other than expiry of a Director's term of office may be filled vote of a majority of then existing Directors. A Director elected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

Section 11 *Compensation*

Directors will not receive any salaries for their services. Nothing in this article will be construed to preclude any Director from serving the corporation in any other compensation or receiving compensation therefrom.

Section 12 *Duties and Liability*

A Director will perform the duties of a Director, including duties as a member of any committee of the Board, in good faith in a manner the Director believes to be in the best interest of the corporation and with such care as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing his or her duties, a Director will be entitled to rely on information, opinions, reports, statements and other data prepared or presented by:

1. Officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
2. Counsel, independent accountants, or other persons regarding matters the Director believes to be within such person's professional or expert competence; or
3. A committee of the Board upon which the Director does not serve which the Director believes to be acting in good faith and competence.

A Director performing his or her duty in compliance with the above will have no liability based on any failure to discharge his or her obligation as a Director, including without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation or its assets are dedicated.

Section 13 *Loans, Guarantees*

The corporation will not make any loan of money or property or extend any guarantees for obligations of any Director or officer of the corporation. However, the corporation may advance money to a Director or officer or any subsidiary for expenses reasonably anticipated in performance of his or her duties so long as such expenses would normally be reimbursed.

The Board will not normally approve any self-dealing transactions, except as noted below. A self-dealing transaction is one in which one or more of the Directors has a material financial interest in a transaction with the corporation. The Board may only approve a self-dealing transaction when the Board, in good faith determines, that the corporation could not have found a more advantageous arrangement. Such a transaction must be approved by a majority of the Board, not including the vote of any Director(s) standing to materially gain from the transaction. The Board may not approve any transaction engaged in by a private foundation which contravenes or undermines the corporation's non-profit and tax exempt status.

Article 5 Indemnification

The corporation will provide indemnification to the full extent allowed by law. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in a capacity or arising out of the agent's status as such.

Article 6 Officers

Section 1 *Officers*

The officers of the corporation will be a Chair, a Vice-Chair, a Secretary, a Treasurer and other officers as may be elected in accordance with this Article. No Director may hold more than one office and all officers will be chosen from the Board of Directors.

Section 2 *Election and Term*

The Board will elect officers at its annual April meeting. If the elections cannot be held at that meeting, they will be held as soon after as may be convenient. Officers will hold office until a successor has been elected. A simple majority of the Directors present will be able to elect the officers.

Section 3 Removal, Resignation, Replacement

An officer elected by the Board of Directors can be removed by a two-thirds majority of the Board whenever in the Board's judgement the best interests of the corporation would be served thereby. Such removal will be without prejudice to the contract rights, if any, of the officers removed. Any officer will receive a full and fair hearing by the Board prior to voting. The Board may appoint a fact-finding committee if it finds it necessary.

Any officer may resign at any time by giving a signed written notice to the Board of Directors or to the officer(s) of the corporation. The resignation will take effect at the date of receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

Section 4 Filling of Vacancy

A vacancy in any office will be filled by a majority vote of the Board of Directors to fill the unexpired term.

Section 5 Chair and Vice-Chair

The Chair will be principal executive officer of the corporation and will in general supervise and control all the business and affairs of the corporation. The Chair will preside at all meetings of the Board of Directors. The Chair will not vote in meeting of the Board of Directors except in the case of a tie vote of the Board of Directors. The Chair will sign, with the Secretary or any other properly designated officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except where the signing and execution has been expressly delegated by the board of Directors, these Bylaws, or by statute to another officer or agent of the corporation.

The Vice-Chair will fulfill all the duties of the Chair in the absence of the Chair. In such case, the Vice-Chair shall also not vote, except in the event of a tie vote.

Section 6 Secretary

The Secretary is responsible for recording the minutes of all meetings of the Board, for giving all notices as required by statute or these Bylaws, and for keeping all membership records. The Secretary may delegate these activities to a staff person approved by a majority of the Board. The Secretary will perform all duties as from time to time may be assigned by the Board of Directors or by the Chair.

Section 7 *Treasurer*

The Treasurer is responsible for the receipt and safekeeping of all funds and assets of the corporation and deposits them, or causes them to be deposited, in such depository as is designated by the Board. The Treasurer will make an annual accounting of the financial transactions and condition of the corporation to the members and at the annual meeting of the Board of Directors. The Treasurer will perform all duties as from time to time may be assigned by the Board of Directors or by the Chair.

Section 8 *Staff*

At its discretion, the Board of Directors may hire staff, such hiring being by a simple majority of the Board.

Article 7 Contracts, Checks, Deposits, and Funds

Section 1 *Contract Authority*

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or limited to specific instances.

Section 2 *Checks, Indebtedness, Instruments*

A resolution of the Board will determine the manner in which all checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness will be made. In the absence of such determination by the Board, such instruments will be signed by the Treasurer and co-signed by the Chair. No check will be signed in blank.

Section 3 *Funds*

All funds of the corporation will be deposited from time to time to the credit of the corporation in banks, trust companies, or other depositories selected by the Board.

Section 4 Bequests, Gifts, Contributions

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

Article 8 Books & Records

The corporation will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of the Board of Directors and committees having authority of the Board of Directors. The corporation will keep at the registered or principal office a record of the names and addresses of the Board of Directors and members. Any member or agent or attorney of any member may inspect all books and records of the corporation for any purpose at any reasonable time.

There will be an annual audit in February of the books of the corporation. The Treasurer will not participate in the audit.

Article 9 Fiscal Year

The fiscal year of the corporation will begin on the first day of January and end on the last day of December in each year.

Article 10 Fees & Dues

The Board of Directors will determine the amount of service fees, if any, and of annual dues payable to the corporation by its members. Dues will be payable on an annual basis in a manner determined by the Board of Directors. The membership of any member in default of payment of dues may be terminated

Article 11 Alteration, Amendment, Repeal, Replacement of Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may

be recommended by a two-thirds vote of the Board of Directors. At least four weeks written notice will be given to the membership of the corporation of intention to alter, amend, repeal, or to adopt new Bylaws. A general membership meeting will be called to ratify such revisions. Approval will be by a two-thirds vote of those members present.

Article 12 Retention of Savings

Net savings will be retained for actual or potential expansion of services or for such other purposes authorized by the Board of Directors but not inconsistent with the corporations purposes or its non-profit and tax exempt status.