

LAMBDA CENTER, NEW ORLEANS, INC.

BY-LAWS

I. DESCRIPTION

The Lambda Center, New Orleans, Inc., is a not-for-profit organization whose membership is comprised of contributing members of the groups to which it provides meeting space, governed by a Board of Directors, elected by the General Membership.

II. PURPOSE

The purpose of the Lambda Center, New Orleans, Inc., is:

A. To provide a meeting place for LGBTQ recovery community, and a place where autonomous twelve step groups may hold their meetings.

B. To attract the LGBTQ newcomers into the resident twelve step programs and to foster their interest in these programs.

III. MEMBERSHIP

Membership in the Lambda Center, New Orleans, Inc., shall consist of twelve step program members that attend meetings at the Lambda Center, and who have paid their membership dues to the Lambda Center, New Orleans, Inc..

IV. GOVERNING BODY

- A. The Lambda Center, New Orleans, Inc., is to be governed by a Board of Directors consisting of nine (9) members elected from and by the General Membership.

The Board shall consist of a Chair person, a Vice-Chairperson, a Secretary, a Treasurer, and five (5) Directors-at-Large.

The term of office for First, Second, Third, and Fourth Directors-at-Large shall be two {2} years; the first year as a Director-at-Large and the second year as an Officer of the Board.

The term of office of the Fifth Director shall be one year.

The First, Second, Third, Fourth and Fifth Directors shall be elected by the General Membership at the January semi-annual Membership meeting.

- B. Officership will be terminated at the respective election. A Board Member may be removed by two thirds (2/3) majority vote of the Board of Directors for cause as detailed in the PP Manual.

V. NOMINATIONS AND ELECTIONS

A. Elections for the Board of Directors shall be held at the semi-annual meeting of the General Membership: said meetings to be held during the months of January and June each year, the actual dates to be set by the presiding board, and announced no less than ten days nor more than fifty (50) days prior to the meeting date.

B. The Four Officers of the Board of Directors are to be elected by the General Membership at the semi-annual meeting in January. The term of office for each member of the board, with the exception of the Fifth Director, shall be two years. The first year elected, the member will serve as a director at large, and the second year, the member will serve as an officer. One year must elapse following the expiration of their two-year term before a person is eligible to serve on the Board again.

C. The Fifth Director-at-Large is to be elected, at the semi-annual meeting January, and the term of office will be twelve (12) months. This Director will be eligible for election as an officer or Director-at-Large at the end of each twelve (12) month period.

D. Nominations for open positions on the Board of Directors must be submitted to the Board of Directors prior to the election during the period stated in the announcement of vacancy. The presiding board will post the nominations in a timely manner.

1. The requirement for nomination is that the nominee be a currently paid Member of the Lambda Center, New Orleans, Inc., with a minimum of three (3) consecutive months paid membership to the Lambda Center, New Orleans, Inc..

2. Nominations may be submitted by any two (2) eligible members of the Lambda Center, New Orleans, Inc. Eligible members are those whose dues have been paid for at least three (3) consecutive months, prior to the opening of nominations.

3. Nominations from the floor during the election meeting are permissible, provided the nominee is present and has indicated a willingness to accept nomination. Nominations from the floor require a motion and second, in accordance with Robert's Rules of Order.

4. In the event an elected Member of the Board of Directors resigns, retires, or a vacancy is created for any reason whatever, the Chairperson of the Board shall call a special meeting of the General Membership for the purpose of electing a replacement(s) for the vacated position(s) in accordance with requirements. Temporary appointments to fill any vacancy may be made by the Chairperson of the Board of Directors pending Special Election, which shall be called within ninety (90) days of creation of said appointment.

5. Eligible members of the Lambda Center, New Orleans, Inc., shall be those members who have paid their dues continuously for a minimum of three (3) consecutive months excluding the month in which the election is held. It shall be the responsibility of the Treasurer of the Board of Directors to maintain a current list of all eligible members and to certify members for voting privileges.

6. All elections shall be in accordance with Robert's Rules of Order and positions on the Board determined by a majority vote of the membership present, including proxy votes certified by the Treasurer of the Board of Directors.

VI. AMENDMENTS TO THE BY-LAWS

The By-Laws may be amended by as required to be consistent with the operation of the Lambda Center, New Orleans, Inc., as defined in our purpose. The following procedure will be followed to amend the By-Laws:

- A. The portion(s) to be amended or changed shall be brought up for discussion at a regular Board Meeting. After adequate preliminary discussion, the Chairperson shall then appoint a committee of three (3) Members of the Board, with the approval of those Board Members present, to draft any changes that fall in line with the discussion(s) which had been held.
- B. The drafted form of the amendment will be discussed at the following months meeting of the Board, and a finalized form of amendment(s) will be drawn up.
- C. The finalized form of the amendment(s) will then be presented at the following monthly meeting of the Board, and a vote will be taken to present the proposed amendment(s) to the General Membership for approval.
- D. The proposed amendment(s) to the By-Laws will be added to the agenda for the General Membership only with a two-thirds (66 percent) approval of the Board of Directors. The amendment(s) will be presented to the General Membership in the same form as was presented to the Board at its final reading, Article VI, C, above. A vote of the General Membership will be taken and will be considered affirmative if more than fifty (50) percent of the members present (in person or in proxy) at the meeting vote affirmatively. Otherwise, the proposed amendment(s) shall be considered dead.
- E. Amendments to the By-Laws may be proposed at any time by any eligible voting members, in good standing, by submitting such proposed amendment(s) to the Board, in writing with the signatures of twenty (20) percent of the eligible voting members. The Board of Directors shall then be obligated to follow the procedures outlined above, Articles VI, A through D, and take the necessary action as therein provided. If a two-thirds (66 percent) majority of the Board of Directors does not agree to the proposed amendment(s), the proposed amendment(s) must then be presented to the General Membership at the semi-annual meeting for further discussion.

VII. BOARD MEETINGS

- A. The Board of Directors shall meet at least once each month, with the designated monthly meeting being held within the first twenty-one (21) days of each month; except that the first meeting of each new Board of Directors shall be held within ten (10) days after the election. At least ten (10) day notice will be given each Member of the Board as to the meeting place, time, and date for each regular Board meeting.
- B. All members of the Board should be present at all meetings. Failure to be present at two (2) consecutive meetings without due cause may constitute grounds for removal.
- C. Special meetings of the Board may be called by the Chairperson at any time; all Board members must be given at least three (3) day notice of such meetings. Should the Chairperson be absent or unable to call a meeting, a special meeting may be called by a minimum of three

(3) Board Members. A quorum for any special meeting will be no less than six (6) Board Members present in person and/or digitally, excluding proxies.

D. Roberts Rules of Parliamentary Procedure will be used as a guide for conducting Board Meetings, and a copy of same shall be available at each Board Meeting.

E. A quorum of six (6) Board Members is the minimum number of board members that must be present at any of its meetings to vote and to make the proceedings of that meeting valid.

F. A non-voting representative of each autonomous Group renting the Center's facilities is invited to attend the meetings of the monthly Board of Directors to make known the individual Group's conscience on any matters pertaining to the Center.

VIII. DUTIES OF THE BOARD OF DIRECTORS

A. CHAIRPERSON: To preside over all meetings; to call special meetings; co-ordinate activities discussed by the Board; to call special elections; assure people are responsible for implementing actions taken by the Board; and to appoint chairpersons for special group functions. The Chairperson is an Ex-officio member of every committee and may attend in person or may delegate this responsibility to another Board Member. Chairperson will vote on matters before the Board only in the event of a tie.

B. VICE-CHAIRPERSON: Preside over meetings in the absence of the Chairperson; direct all social functions held at the Lambda Center, New Orleans, Inc., handle all public relations items; serve on special committees as designated by the board; may vote on all actions taken by the Board, except when acting as temporary chairperson in the absence of same.

C. TREASURER: Responsible for maintaining all necessary records concerning monies and pledges collected and disbursed; responsible for maintaining records of collections from the participating Groups; submit the monthly bank statement and financial report to the Board. Counting money and deposits, check book, copy of the bank statement. Annual Report to be filed with the Secretary of state (or seek competent outside counsel to do so). Prepare annual tax returns and file with the IRS and Louisiana Department of Revenue & Taxation

D. SECRETARY: Responsible for taking, keeping and distributing minutes of all meetings and elections; maintain official records of all of the Lambda Center, New Orleans, Inc., activities; handling any and all correspondence; mail notices of Board Meetings and General Membership Meetings and post all official notices on bulletin board; may vote on all action(s) taken by the Board.

- E. DIRECTORS-AT-LARGE: Attend all Board meetings, make recommendations for action regarding the Center; assist any and/or all of the officers when requested to do so; serve on special committees as designated by the Board; may vote on all actions taken by the Board.
1. FIRST DIRECTOR AT LARGE (Chairperson of the future Board): in addition to the above noted duties, the First Director at Large who will serve as Chairperson of the future Board shall be responsible for membership. This shall include serving as liaison with the General Membership.
 2. SECOND DIRECTOR AT LARGE (Vice-Chairperson of the future Board): In addition to the above noted duties, the Second Director at Large who will serve as Vice-Chairperson of the future Board shall be responsible for assisting the Vice-Chairperson in all Lambda Center activities and approved functions.
 3. THIRD DIRECTOR AT LARGE (Treasurer of the future Board): In addition to the above noted duties, the Third Director at Large who will serve as Treasurer of the future Board shall be responsible for paying any and all debts incurred by the Center as directed by the Treasurer; responsible for liaison and coordination between the current Treasurer and the current (newly elected) Fifth Director at Large, and assist in the maintenance of the Center, the ordering of supplies and the repair of equipment.
 4. FOURTH DIRECTOR AT LARGE (Secretary of the future Board): In addition to the above noted duties, the Fourth Director at Large who will serve as secretary for the future Board shall be responsible for liaison and coordination of common interests to Lambda Center and outside organizations with Board approval.
 5. FIFTH DIRECTOR AT LARGE: In addition to the above noted duties, the Fifth Director at Large of the current board shall be responsible for maintenance of the Center; ordering of supplies; repair of equipment; maintenance of utilities; inventory of property, and supplies, and ensuring that all supplies and physical needs of the Center are in order and available for use by the Groups renting space at the Center.

IX. POLICIES AND PROCEDURES MANUAL

- A. The Lambda Center, New Orleans, Inc. Policies and Procedures Manual (PPM) will document and maintain operating policies and procedures for the Lambda Center, New Orleans, Inc. The PPM is subordinate to the By-Laws. The PPM does not interpret or redefine content in the By-Laws.
- B. The purpose of the PPM is to document the Center's operating procedures and provide an accessible source for members and future Boards.
- C. The content of the PPM will include detailed descriptions of the Officer's duties, Financial procedures, administrative procedures, and general operating procedures.
- D. The PPM can be edited to reflect current operating procedures for the Center. The proposed edit(s) will be presented at the monthly Board meeting and documented in the Secretary's report. The proposed edit(s) will be added to the agenda of the following

Board meeting for a detailed discussion. A majority approval of the Board of Directors is required to implement changes to the PPM. Otherwise, the proposed edit(s) shall be considered dead. The changes will be documented in the Secretary's Report and in the relevant section of the PPM.

X. FINANCIAL POLICIES

A. A portion of the donations received by all Groups utilizing the Lambda Center, New Orleans, Inc., as hereinafter stated, will go to the treasury of the Center. The Center will cover all required expenses for the operation of the facility including the payment of rent, maintenance of the facilities for meeting, supplies for meetings and building equipment, etc.. Each Group's cost for utilization of the Center will be seventy-five (75) percent of the donations collected at each meeting. The Lambda Center, New Orleans, Inc., may if it chooses, provide supplies for participating Group meetings.

B. A general checking account shall be maintained by Treasurer. The checking account will require two authorized signatures on each check. Signatories of said account shall be any Board Member or Officer so designated by the Board of Directors by majority vote.

C. A financial report must be given at each monthly meeting by the Treasurer, and as necessary at the request of the Chairperson of the Board at any time.

D. Each autonomous Group utilizing the Center will maintain necessary records regarding donations of its group and shall turn over seventy-five (75) percent of the total collection as rental for each meeting to the Board Treasurer, or to the person or place so designated to receive such collections, immediately following each meeting.

E. Any and all household improvements at the Lambda Center, New Orleans, Inc., at a cost in excess of two hundred fifty (250) dollars must be approved by the Board of Directors; said approval being recorded in the minutes of the Board Meeting.

F. Should it become possible and desirable, a sinking fund or building fund may be set up in a separate savings account to cover liability for leases signed, cost of relocating the Center, major purchases, etc.. This is the option of the Board of Directors. Signature requirements for such account shall be the same as those of the checking account, Article X, B, of these By-Laws.

G. The books for the Lambda Center, New Orleans Inc., shall be open and available for inspection by the current Board Members or by any accountant so appointed for that purpose at any time.

H. Should funding of the Center be such that the Board of Directors deems there is a surplus of funds, the Board may annually elect by majority vote to disperse the unneeded funds as follows: each group meeting at the Center will receive a percentage of the unneeded funds equal to the percentage of the twelve (12) month total rental paid by that Group as figured from the most recent financial report.

XI. OPERATING REGULATIONS

A. The meeting rooms will be used for specific twelve step meetings no longer than one-half (1/2) hour before the designated meeting time and until one half (1/2) hour after the close of the meeting.

B. All meetings will be scheduled through and approved by the Board of Directors and posted by the Board to eliminate conflicts.

C. Groups desiring to hold special meetings, steering committee meetings, any special events, Etc., may do so with the permission and knowledge of the Board of Directors.

D. The membership and each group utilizing the facilities is responsible to follow the procedures outlined in the Lambda Center, New Orleans, Inc. Policies and Procedures Manual (PPM).

E. No one is to remain in the Lambda Center, New Orleans, Inc., after meetings or other functions, unless he/she has a valid reason to be there; no one is to live in, sleep at, store materials or participate in any unscheduled or unauthorized activity at the Center at any time.

XII. DISSOLUTION

In the event of the liquidation, dissolution, or winding up of this corporation, whether voluntary or involuntary, the assets of this corporation remaining after payment of all obligations of this corporation, including expenses of such liquidation, dissolution or winding up, shall be distributed exclusively for charitable, educational, religious, scientific, and literary purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1954, as now in effect or hereafter amended, in accordance with the objects and purposes of this corporation, and the members shall receive nothing.