

**Constitution and Bylaws of The LOFT
The Lesbian and Gay Community
Services Center, Inc.**

Adopted May 10, 1990

As amended: 8/9/90, 6/8/91, 5/13/93, 7/15/93, 4/6/95, 1/18/96, 3/24/99, 11/18/99, 6/15/02, 6/18/08,
6/22/10, 6/27/13, 6/28/16, 6/14/17

**Constitution and Bylaws of The LOFT
The Lesbian and Gay Community
Services Center, Inc.**

ARTICLE I Name

The name of this not-for-profit corporation shall be “The LOFT: The Lesbian and Gay Community Services Center, Inc.,” hereinafter referred to as “The LOFT” or “The Center.”

ARTICLE II Purpose

The purpose of The LOFT is to:

- 1) Organize and operate a facility, whether through lease, purchase or other means, to serve as a community center for the general lesbian, gay, bisexual and transgender (LGBT) community in the lower Hudson Valley of New York State.
- 2) Promote a better understanding of LGBT orientations to achieve mutual respect and understanding and to eliminate prejudice and discrimination through outreach programs.
- 3) Provide information and referral services to the LGBT community and the general public including, but not limited to the operation of a telephone Helpline.
- 4) Develop and provide peer support services.
- 5) Provide educational services and programs to the LGBT community, the public, other organizations and the media.
- 6) Maintain a resource center on issues of interest and importance to the LGBT community, for use by any member and public.
- 7) Provide a forum for the expression of positions regarding issues of importance to the LGBT community.
- 8) Expose and fight all forms of bigotry and discriminatory practices that tend to deprive persons of their human and/or civil rights.
- 9) Cooperate with and assist, by moral, monetary or other means, other organizations or

groups of organizations having objectives which are consistent with those of The LOFT, or which are of a nature beneficial to The LOFT and its members, directly or indirectly.

- 10) To do any other act or thing incidental to or connected with the foregoing proposes or in advancement thereof, but not for pecuniary profit or financial gain of its members, Directors or Officers except as permitted under ARTICLE 5 of the Not-For-Profit-Law.
- 11) Utilizing, in every way, including but not limited to every kind of use, expenditure and investment, the property and funds of The LOFT, in order to achieve its purposes and objectives and perform its obligations, and for such other purposes directly or indirectly furthering the interests of The LOFT and its members.

ARTICLE III Affiliation

- A. The LOFT is not affiliated with any other organization and is completely independent in every respect.
- B. The LOFT may join with other organizations for the purposes of advancing its objectives as outlined in ARTICLE II, as long as joining does not conflict with or endanger The LOFT's not-for-profit, or tax-exempt status.
- C. No affiliation with any other organization shall dictate the policies of The LOFT.

ARTICLE IV Membership

- A. **Eligibility:** Membership in The LOFT shall be open to all persons, 18 years of age and above, interested in promoting the purposes of the organization as set forth in ARTICLE II.
- B. **Application:** Applications for membership shall be made to the Executive Director and shall be accompanied by the appropriate dues.
- C. **Good Standing:** All members must support the purposes of The LOFT as described in ARTICLE II. A member shall be considered in good standing if, at the time of consideration, their annual dues are paid and have held their membership for more than 30 days.
- D. **Privileges:** All members in good standing shall be eligible to vote in all general membership affairs, shall have the right to run or and hold elective and appointive office and be eligible for any special membership privileges as deemed appropriate and as authorized by this Constitution and Bylaws, or approved LOFT policy. Voting rights for new members take effect 30 days after membership approval.
- E. **Confidentiality:** All information pertaining to membership shall be kept strictly confidential. This shall pertain to names, addresses and telephone numbers. Under no circumstances shall any information regarding a person's membership or lack thereof

be given out to anyone outside The LOFT for any reason whatsoever, without the express consent of the person involved. Membership in The LOFT shall be verified within The LOFT only at such times as it may be necessary, such as to run or vote in LOFT elections or to participate in a membership activity or benefit. This shall not be construed as to limit The LOFT's ability to comply with lawful requests from appropriate agencies for statistical or demographic information of a non-personal nature.

F. Revoking Membership:

1. Reasons: A member may be dismissed from membership in The LOFT for engaging in prohibited activity or conduct that compromise, discredit, or diminish the integrity of The LOFT including, but not limited to:

- a) Violent or disorderly behavior
- b) Harassing other members
- c) Violating the confidentiality of others
- d) Misappropriating LOFT resources
- e) Violating The LOFT Constitution and Bylaws
- f) Violating The LOFT Policies
- g) Violating any Federal, State or local law, regulation, ordinance, statute, or code
- h) Discriminatory behavior prohibited under Federal, State and local laws, which are currently enacted or which may be enacted in the future or which may be amended in the future
- i) Retaliatory behavior prohibited under Federal, State and local laws, which are currently enacted or which may be enacted in the future or which may be amended in the future
- j) Other conduct not in accordance with the purposes of The LOFT

2. Complaint Procedure:

- a) A complaint of prohibited activity or conduct that compromise, discredit, or diminish the integrity of The LOFT pertaining to officers and directors of The LOFT shall be submitted to the President of The LOFT, unless the complaint pertains to the President then such complaint shall be submitted to the Vice-President. Any other complaint shall be submitted to the Executive Director, unless the complaint pertains to the Executive Director, then such complaint shall be submitted to the President. The Board of Directors is authorized to develop and publish a Complaint Adjudication Policy to give effect to this Section.
- b) **Emergency Action:** The President and the Executive Director are authorized to immediately prohibit any member from all LOFT property and functions if the

President or the Executive Director reasonably believes the member's activity or conduct places the member or other LOFT members in danger, or the member's activity or conduct is reasonably likely to compromise, discredit, or diminish the integrity of The LOFT. The Board of Directors is authorized to develop and publish a Complaint Adjudication Policy to give effect to this Section.

G. Meetings:

- 1. Annual Meeting:** In June of each year (date to be determined by the Board), a general membership meeting shall be held and will be attended by all Board members. The President will report to the members on the state of the organization and the Treasurer will report on the organization's finances. At the discretion of the President, reports of all standing and special committees shall either be reported individually or summarized in the President's report. Annual elections are to be held at this meeting.
- 2. Additional Meetings:** Additional membership meetings may be called by the President or a two-thirds vote of the Board.
- 3. Membership Petition:** The membership may call a membership meeting by submitting a valid petition to the Secretary with the signatures of at least 10 percent of the total general membership. The petition must specify a meeting date not less than two months or more than three months from the petition date.
 - a) A petition will be determined valid by the Secretary who will verify the number of signatures needed to meet the 10 percent threshold and that only the signatures of members in good standing may be counted towards that number.
- 4.** The Secretary must notify the petitioners within five business days from receipt of the petition of a meeting date. Upon failure to do so, petitioners may proceed with the meeting on the date prescribed on the petition.

Notice: Members shall be provided 30-days notice of all membership meetings.

An emergency membership meeting may be called by the President, based on a vote of the Board, which provides less than the required 30-days notice. The President, in consultation with the Board, shall determine what constitutes an emergency. The business of such an emergency meeting shall be limited to the emergency item only.

- 5. Presiding Officer:** The President will preside over all membership meetings.
- 6. Quorum:** In order for any motion to be approved, there must be an affirmative vote of a simple majority (one-half plus one) of those present and eligible to vote (*See ARTICLE IX, Section F for inclusion of Absentee Ballots*). A tie vote is deemed to go against its maker and fails.
- 7. Proxies:** Proxy votes will be allowed on all membership votes, including elections, and will be counted towards a quorum. Prior to any meeting, a member carrying a proxy must submit it, signed, to the Secretary or the Secretary's designee for verification. Verification must be completed no later than 5:00 p.m. the day before

the election in which they will be used. Unverified proxies may not be used.

Honorary Membership: As a means of recognizing individuals whose work has benefited the LGBT community, the Board may approve honorary membership in The LOFT. Honorary members shall be exempt from paying dues and shall be entitled to all the privileges of regular members, except the right to vote or hold office.

ARTICLE V Dues

A. Categories: Categories of membership shall be determined by the Board of Directors. The amount of dues for each membership category shall be determined by a vote of the Board.

B. Payment and Terms:

Applications for membership shall be submitted to the, Executive Director and must be accompanied by the appropriate dues. Dues are non-refundable. Dues may be paid in cash or in goods and services, at the discretion of the President. The President is authorized to waive dues, in whole or part, based on financial hardship. Such a waiver shall be made on a case-by-case basis and every effort made to protect the privacy of prospective members.

The Executive Director shall mail renewal reminders annually.

ARTICLE VI Officers

A. Positions:

The Officers of The LOFT shall be:

President

Vice-President

Treasurer

Secretary

B. Term of Office: The term of office for each Officer shall be for two years. Officers shall be elected in June and are to serve from the period of July 1, through June 30, of the Second year.

No Officer may serve more than two consecutive terms in a particular position.

Should the position of any Officer become vacant, it shall be filled promptly by a majority vote of the Board for the unexpired term of the office. The resignation of any Officer must be in writing to the president.

C. Qualifications: Officers must, when nominated, be members of The LOFT in good standing and be 18 years of age or older. The nominated officers shall be drawn from among the members of the Board of Directors. No Officer shall be a member of the

governing body of any Sub lessee or Renter.

- D. The President shall** be responsible for overall supervision and control of all functions of The LOFT. The President shall preside at all Board meetings and annual general membership meetings, including special meetings of the membership as deemed necessary, unless the President, in the absence of the Vice-President, shall designate another person to preside. The President shall prepare the agenda of Board and annual meetings, and shall in general supervise and control all business of The LOFT, as prescribed by the Board, and shall serve as ex-officio member of all standing committees except the nominating committee. The President shall keep the officers and Board fully apprised of matters concerning The LOFT, and perform all duties prescribed by the Board or specified in these bylaws. The President is the supervisor of the Executive Director in the day-to-day operations of The LOFT.
- E. The Vice President shall** act as the assistant to the President and shall, in the absence of the President, be the presiding officer at Board meetings and membership meetings. In the event of a vacancy in the office of President, the Vice-President shall succeed to the office for the unexpired term. In the event of the temporary incapacity of the President to act, as determined by a two-thirds vote of the Board, the Vice-President shall fill the office of President until the President is able to resume office. When the Vice-President has succeeded to or is filling the office of President under this section, and is so acting, the Vice-President shall have all the powers and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned by the President or the Board.
- F. The Treasurer shall** be responsible for assuring that the financial records of The LOFT are properly maintained. In consultation with the Executive Director, the Treasurer shall keep an accurate record of accounts, receipts and disbursements, and all monies, securities and property owned by The LOFT. The Treasurer, in consultation with the President and Executive Director, shall prepare and monitor The LOFT's annual budget. The Treasurer, in consultation with the Executive Director, shall oversee bookkeeping and accounting activities, the completion of tax forms and other financial documents, prepare written and oral reports for the Board and the annual membership meeting, and facilitate long-term financial planning.
- G. The Secretary shall** be the recording officer of The LOFT and custodian of those records not specifically assigned to other officers. The Secretary or another person designated by the President in the absence of the Secretary, shall maintain the minutes of The LOFT Board and annual meetings, and publish an agenda for all membership and Board meetings, and perform all duties prescribed by the Board or specified in these bylaws.

ARTICLE VII Board of Directors

- A. Number:** The number of Directors shall not be more than fifteen. The total number of Directors may be changed by the Board by announcing additional vacancies when

upcoming elections are announced. The change can only exceed the one-third-election rule in Section B by one seat.

- B. Term of Office:** Directors shall be elected for a two-year term of office running from July 1, directly following the election, through June 30, of the second year.

Should the position of any Director become vacant, it may be filled promptly by a majority vote of the Board. A Director elected under this paragraph shall serve out the unexpired term of the position. The resignation of any director must be in writing to the President.

No Director shall serve more than three consecutive terms.

- C. Qualifications:** Directors must, when nominated, be members in good standing, and must be 18 years of age or older, be of high ethical and moral standards, both professionally and personally, and satisfy the Board of Directors Code of Ethics and Conduct of the LOFT. No Director shall be a member of the governing body of any sub-lessee or renter.

- D. Duties:** The Directors shall have the general duty of governing the business of The LOFT, be responsible for setting policy, and be accountable for the legal, financial and philosophical aspects of the LOFT. The Board or the President may assign special duties.

The Executive Committee may appoint an ex-officio to advise the Board as a non-voting member.

- E. Meetings:** All meetings of the Board shall be presided over by the President, unless the President, in the absence of the Vice-President, shall designate another person to preside. The Board shall meet eight (8) times annually at an agreed upon date and time. Two Board development meetings may be held annually. Special meetings may be called by the President or a majority of the Board. A quorum (simple majority of total Board members, not including vacant positions) must be present, in any manner consistent with New York State Laws and regulations, to call a meeting to order and transact any business.

Directors are required to attend all monthly meetings and be present for at least three-quarters of a meeting. On an annual basis each director is expected to attend at least 75% of meetings – that is, not be absent from more than three consecutive meetings and cannot miss two consecutive meetings. The Board shall adopt an agenda for each meeting.

In order for an action to be approved, a motion must have an affirmative vote of a simple majority (one-half plus one) of those present. A tie vote is deemed to go against the maker and fails. The Board shall approve and adopt the minutes of all its meetings.

F. Executive Committee: The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer. The President shall serve as chair of the Executive Committee and shall call the committee into session. The Executive Committee shall act for the Board in conducting the affairs of The LOFT between meetings of the Board and shall provide timely communication and consultation with the Board between meetings. The Executive Committee may not reverse or nullify, in fact or effect, any action taken or decision made by the Board, nor may it amend The LOFT's budget. Three of the four members must be present to transact business and all votes will be passed by a majority of those present. A tie vote on any measure goes against the maker and fails.

ARTICLE VIII Conflict of Interest Policy

A. Purpose: The purpose of the conflict of interest policy is to protect this tax exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Definitions:

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under ARTICLE VIII, Section (C)2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

C. Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of the conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a) The President shall serve as the Conflict of Interest Officer for the Organization, unless and until such time as the President shall become an interested person with a potential conflict of interest or if the President is unavailable to serve as the Conflict of Interest Officer, then the Vice President shall serve as the Conflict of Interest Officer for the Organization.
- b) An interested person may make a presentation to the Conflict of Interest Officer providing a detailed summary of the transaction or arrangement involving the possible conflict of interest. The Conflict of Interest Officer shall make a report regarding the potential conflict of interest and shall indicate on the report if a potential conflict of interest does in fact exist. In the event the Conflict of Interest Officer believes no potential conflict of interest exists, the Conflict of Interest Officer shall complete the report and present it at the next meeting of the Board of Directors for entry into the minutes of the meeting.
- c) In the event the Conflict of Interest Officer believes a potential conflict of interests does exist he/she shall present the report that he/she created pertaining to the potential conflict of interest at the governing board or committee meeting, but after the presentation, the individual having the potential conflict of interest shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- d) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- e) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- f) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors

whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether or not it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

E. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms that he/she has read, understands, and agrees to comply with the conflict of interest policies outlined in this ARTICLE VIII.

G. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in excess benefit transaction.

H. Use of Outside Experts

When conducting the periodic reviews as provided in ARTICLE VIII (G), the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

I. Additional Guidelines & Policies

The LOFT Board of Directors is authorized to issue additional guidelines and policies to implement this ARTICLE.

ARTICLE IX Election of Officers and Directors

- A. Nominations:** In April, a Nominating Committee shall be created. The Committee shall submit its report on recommended candidates at a membership meeting in May. Members in good standing are eligible to nominate other members in good standing to serve as Directors on The LOFT's Board. The Nominating Committee will then ask those nominated to provide background information in the effort to prepare a printed ballot for The LOFT's membership.
- B. Call for Elections:** Each April, the President shall announce to the membership that elections are to be held at the annual June meeting, at a specific date and time. The President shall also announce at the same time, the list of offices to be filled and the qualifications.

- C. Ballots:** The President, in conjunction with the Secretary (or a designee) and the Nominating Committee, shall, at the conclusion of the May membership meeting, cause to be printed a paper ballot listing all consenting candidates running for all offices together with a brief biographical sketch of each candidate and shall cause same to be distributed to all qualified members prior to the annual meeting. The Nominating Committee shall have the authority to determine the criteria for biographical information to be included on the ballot.
- D. Uncontested Elections:** Should there be no contested positions on the final slate of any given year; the individuals on the slate will be automatically accepted as board members beginning July first of that year, without a ballot being mailed to each member.
- E. Contested Elections:** If there are any contested positions, the President shall appoint an Elections Committee, consisting of a minimum of three members, none of whom is a candidate for any office, to conduct the election at the June membership meeting. That will include counting all ballots, including absentee, and reporting to the membership on the results. The candidate for a position that receives the most votes wins that election.
- F. Absentee Ballots:** Absentee ballots will be permitted both for elected positions and for any business that is voted on at the membership meeting. If the content of an item of business that is voted on at the membership meeting has changed substantially since the ballots were printed and distributed, absentee ballots on that item shall not be counted.
- A majority vote of members present during the meeting will determine whether the content of an item has changed substantially. The inability to count the absentee ballot for one item of business shall not affect the counting of the same absentee ballot on any other item of business. Requests for absentee ballots must be received by the Secretary or a designee no later than one week before the election. The completed ballot must be received by The LOFT no later than one day before the election.
- G. Proxy Ballots:** See ARTICLE IV, Section G7.
- H.** Beginning in the year 2009 the President and Secretary will be elected for a two-year term so as not to have the whole executive committee come up for reelection at the same time.
- I.** Beginning in the year 2010 the Vice President and Treasurer will be elected for a two-year term so as not to have the whole executive committee come up for reelection at the same time.
- J.** For the year 2009 the Vice President and Treasurer will only serve a one-year term to make the alternate executive committee rule effective.
- K.** The alternate executive committee rule will come into effect to ensure that the whole executive committee is not replaced at the same time.

ARTICLE X Removal of Officers and Directors From Office

- A.** An Officer or a Director of the Board of Directors may be permanently removed from office only by the voting membership at a special meeting called for the purpose of removal. Written notice of the place, day, and hour of such special meetings shall be distributed to the membership at least thirty (30) days in advance. The meeting notice must state that the purpose or one of the purposes, of the meeting is removal of the officer. A quorum of voting members must be present and the vote to remove must constitute two-thirds of the voting members present and voting.
- B.** Charges may be brought by any member against an Officer or a Director and must be submitted in writing to the President. If the charge is against the President, the charges shall be filed with the Vice-President. The Board of Directors is authorized to develop and publish a Complaint Adjudication Policy to give effect to this Section.

ARTICLE XI Committees

- A.** The Board is authorized from time to time to create special committees, and the President shall appoint Committee chairpersons and members of all special Committees. Examples of committees that might be appointed include fundraising, finance, and board recruitment. In the absence of having a professional auditor, then an audit committee may be appointed.
 - 1.** The Auditing Committee is established to maintain the financial integrity of The LOFT. It will assure that proper controls are established and appropriate checks and balances are in place.
 - 2.** Members of this Committee shall not be authorized to write or sign checks for The LOFT.
 - 3.** Members of this Committee shall have full access to all LOFT documents and records. If an Officer, Director, Committee Chair or any member fails to produce records requested by the Committee within a reasonable period of time, the Committee shall, by two-thirds vote, censure that individual until the records are produced. While under a censure, the official LOFT duties of this individual are suspended and membership in The LOFT will be considered to be not in good standing. The Committee must lift the censure once the request has been complied with.
 - 4.** The Committee must submit to the Board, no more than 60 days after the end of The LOFT's fiscal period, a report summarizing its review of The LOFT's financial records. The report must contain a statement by the Committee as to whether the financial records of The LOFT meet acceptable standards.
- B.** Committee Chairpersons shall report monthly to the Board of Directors or as directed by the President.

ARTICLE XII Parliamentary Procedure

- A. Robert's Rules:** Whenever an issue arises that is not covered by this Constitution and Bylaws or Special Rules of Order adopted by the Board, the latest revised edition of Robert's Rules of Order shall govern.
- B. Parliamentarian:** The President may appoint a Parliamentarian whose function it will be to advise the Presiding Officer.

ARTICLE XIII Finances

- A. Bank Accounts:** The Treasurer shall see that all funds of The LOFT are deposited into an account designated by the Board for that purpose.
- B. Signatures:** All bills shall be paid by checks or all electronic forms of payment with approval of the two Officers designated as signatories of the Board if immediate payment is required or if the amount is budgeted and recurring. Such designations shall be made at least annually and shall be recorded in the official minutes. The Executive Director, along with a Board member, can be a second signatory.
- C. Approval of Expenditures:** Any bills over \$250, with the exception of those categories of bills that follow, must be approved by the Board before payment can be made. Those exceptions are: rent, mortgage, taxes, employee wages and benefits and bills for expenses authorized by a line item budget which has been approved by the Board.
- D. Budget:** Prior to the beginning of each fiscal year, the Treasurer must submit for Board approval a budget of estimated income and expenditures for the new fiscal year. Once approved, the budget will stand as spending limits for each line item unless otherwise ordered by action of the Board. Such action shall be recorded in the minutes.
- E. Position Bond:** The LOFT shall provide a position bond covering all persons with access to the funds and assets of the organization. The amount of said bond shall be set by the Board to provide for the safe custody of The LOFT's assets. The cost of said bonds shall be borne by The LOFT.
- F. Remuneration:** No Officer or Director of The LOFT shall receive any remuneration for his or her services to the organization in any manner. Members, Officers or Director may be reimbursed for out-of-pocket expenses they may be required to make for the organization, providing appropriate documentation is submitted.
- G. Inurement:** No part of the net earnings of the corporation shall inure to the benefit of a member, Director or Officer of the corporation or to any private individual (except that reasonable compensation may be paid for services rendered to the corporation.)
- H. Indemnification of Officers and Directors:** The LOFT shall, to the extent permissible by law, indemnify all Officers and Directors of The LOFT against all costs, expenses,

judgments and liabilities, including attorney fees reasonably incurred or imposed upon them in connection with, or resulting from, any action, suit or proceeding, civil or criminal, in which they are or may be made a party by reason of an action alleged to have been taken or omitted by them as such Officer or Director, whether or not they are an Officer or Director at the time of incurring such costs, expenses judgments or liabilities. This shall not apply in matters as to which they are finally adjudged, without right of further appeal, of misconduct in the performance of their duties as such Officer or Director. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises. The forgoing rights of indemnification shall not be exclusive of other rights to which such Officers or Directors may be entitled.

The Board shall purchase and maintain, to the extent available, a policy of Directors and Officers Liability Insurance as will reimburse the corporation for such indemnification.

- I. Audit:** At the end of each fiscal year, the Board shall cause an audit of The LOFT's financial records to be performed by an independent Certified Public Accountant.
- J. Fiscal Period:** The fiscal period of The LOFT shall be April 1 through March 31.

ARTICLE XIV Location of Records

All required legal, financial and other records of this corporation shall be kept and maintained at The LOFT's corporate headquarters or with the appropriate Officers charged with their responsibility, but shall be available and produced within a reasonable period of time of any valid request to produce same. All such information shall be available to the general membership at any time, and all information except membership lists and mailing lists shall be available to appropriate outside agencies.

ARTICLE XV Policy Manual

- A.** All policies of The LOFT, as adopted by the Board or the membership, shall be maintained by the Secretary in a binder entitled, Policy Manual, which shall be kept at the organization's corporate offices. Each policy contained within the manual shall include the date of its adoption so it can be cross-referenced to the minutes.
- B.** The Policy Manual shall be continuously updated with the latest policy additions, deletions and revisions and shall be made available at all times to the Board and the Membership, upon request.

ARTICLE XVI Programs, Sub-Lessees and Renters

- A. Programs:** Programs that are sponsored by The LOFT must be operated in a manner that is consistent with The LOFT's mission, policies and Constitution and Bylaws. LOFT Programs shall be considered the property and full responsibility of The LOFT and, as such, shall have no governing or fiscal autonomy separate from The LOFT.

LOFT programs fall under the responsibility and authority of the Program Committee and ultimately subject to the full authority of the Board. Any group wishing to use The LOFT's facilities that does not meet this definition shall be deemed sub-lessee or renter.

- B. Sub-Lessees:** Sub-lessees are autonomous groups that, by contractual agreement, have sole and exclusive use of a particular room or rooms, and their relationship to The LOFT shall be governed by an individual contract, subject to the approval of the Board. The use of The LOFT's space by a sub-lessee shall not be deemed as sponsorship or endorsement of that sub-lessee.
- C. Renters:** Renters are autonomous groups that are permitted to use meeting space only as requested, subject to availability. The use of The LOFT's space by a renter shall not be deemed as sponsorship or endorsement of that renter. Rental policy and rates for space shall be set by the Executive Director, subject to the approval of the Board. If the Executive Director determines that additional expenses must be incurred to accommodate any renter (i.e. security, insurance riders, etc.) the renter shall be fully responsible for that expense.
- D. Officers of:** Members of the governing bodies of Sub-lessees and Renters will not be eligible to serve on The LOFT Board of Directors.
- E. Policy Conflict:** Space will not be approved for a sub-lessee or renter whose policies or actions are in conflict with the purpose of The LOFT as stated in ARTICLE II or for which a clear bias against the LGBT community has been demonstrated.

ARTICLE XVII Mailing List

The mailing lists of The LOFT are strictly confidential and shall not be sold, shared or otherwise divulged. Approval of the Board is required for the use of the mailing for material from individuals, organizations or businesses other than The LOFT.

ARTICLE XVIII Constitution and Bylaws

- A. Amending:** This Constitution and Bylaws may be amended at any regular or special membership meeting by a two-thirds affirmative vote of the members casting ballots, providing that notice of the proposed change or changes shall have been given to the membership at least 30 days prior to such meeting. The Board shall be permitted to add to the Bylaws. Any bylaw section added or amended by the Board shall be clearly marked as added by the Board. Bylaws added or amended by the membership cannot be amended or repealed by the Board. The membership may amend or repeal Bylaws adopted by the Board.
- B. Separability:** Should any ARTICLE or Section of this Constitution and Bylaws be declared invalid by reason of law or a vote of the membership, the remainder of the Constitution and Bylaws not inconsistent with the change shall remain in full force and effect.

C. Implementation: This Constitution and Bylaws shall be in full force and effect upon ratification of the membership. Dates of amendment shall be indicated on the first page indicating “As amended _____.”

ARTICLE XIX Seals, Emblems, Logos

A. Approval: This Board may approve various pictorial representations of The LOFT as part of its name, or in conjunction therewith for a variety of legal, public relations or other reasons. Any official or unofficial emblems, logos or designs used to represent The LOFT shall be approved by the membership or the Board of Directors.

B. Legal Seal: The legal seal of this corporation shall be of the type prescribed by the Secretary of State and/or the Education Department of the State of New York.

ARTICLE XX Political Activity

The LOFT shall be non-political and non-sectarian in every respect and will not endorse candidates for public office.

ARTICLE XXI Non-Discrimination

The LOFT shall not discriminate in membership, usage, hiring practices or in any other way on the basis of sex, gender, gender expression, sexual orientation, race, religion, age, disability, national origin, alienage, marital status, veterans’ status, or citizenship.

ARTICLE XXII Dissolution

In the event of dissolution, all the remaining assets and property of the corporation shall, after necessary expenses thereof be distributed to another organization exempt under IRS501 (c) 3 or corresponding provisions of any subsequent federal tax laws or to the federal or local government for a public subject to the approval of a Justice of the Supreme Court of the State of New York. No member, Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution. Subject to such approval, the Board of Directors shall distribute the remaining assets to such organizations at the time of dissolution, then the remaining assets and property shall be distributed to such charitable not-for-profit organizations as the Board of Directors shall deem appropriate.