

WRAP Bylaws

Article I - Name; Office

1.01 Name of Corporation. The name of this corporation shall be the Washtenaw Rainbow Action Project (the "Corporation").

1.02 Office. The Corporation's registered and principal office shall be located in Washtenaw County at such place as the Board of Directors may determine from time to time.

1.03 Service Area. The primary activities of the Corporation shall focus on the community of Washtenaw County, Michigan (the "Community").

Article II - Purpose and Activities

2.01 Purposes. The purpose for which the Corporation is formed is exclusively charitable and educational and consists of the following:

- a. To increase the visibility, acceptance, equality, well being and self-respect of lesbian, gay, bisexual, and transgendered people in Washtenaw County;
- b. To engage in activities which promote the health and safety of lesbian, gay, bisexual, and transgendered people;
- c. To provide regular educational opportunities for people of all sexual orientations and gender identities on topics pertinent to lesbian, gay, bisexual and transgendered people;
- d. To increase awareness in the community of the needs and contributions of lesbian, gay, bisexual, and transgendered people;
- e. To seek the establishment of a Community Center in Washtenaw County at a place to be determined by the Board of Directors in order to serve the needs of lesbian, gay, bisexual, and transgendered people in Washtenaw County and carry out the purpose to the Corporation as outlined above.

2.02 Restrictions of Activities. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No part of the activities of the Corporation shall be the carrying on of any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of this document,

the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) 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.

Article III - Members

3.01 Eligibility for Membership. Any person, business, or any other entity that supports the mission and purposes of the Corporation is eligible for membership. Membership in the Corporation shall take effect upon payment of dues.

3.02 Dues. The Board of Directors may require the payment of membership dues in amounts to be fixed from time to time; however, no one shall be excluded from membership for reasons of financial hardship.

3.03 Termination of Membership.

a. Membership may be terminated by a majority vote of a quorum present at any regular or special meeting of the Board of Directors on the occurrence of any of the following events:

1. Failure to satisfy any of the requirements of section 3.01.

b. A member may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice.

3.04 Annual Meeting. An annual meeting of the members may be held at a date and time to be determined by the Board of Directors and stated in the notice of the meeting.

3.05 Special Meetings. The President, a majority of the Board of Directors, or a written petition of not less than 10 percent of the members may call special meetings of the membership at any time.

3.06 Place of Meetings. All membership meetings shall be held in Washtenaw County at a place determined by the Board of Directors and stated in the notice of the meeting.

3.07 Notice of Meetings. Except for otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either by phone, face to face, electronically or by U. S. Post to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the Corporation. Alternatively, notice may be published in the Corporation's newsletter provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 day nor more than 60 days before the date of the meeting.

3.08 Record Dates. The Board of Directors may fix in advance a record date (a) for the purpose of determining members entitled (1) to notice and to vote at a membership meeting or an adjournment of the meeting or (2) to express consent to dissent from a proposal without a meeting or (b) for the purpose of any other action. The date fixed shall not be less than 10 days nor more than 60 days before the date of the meeting, nor more than 60 days before any other action.

3.09 List of Members. The Secretary of the Corporation or the agent of the Corporation having charge of the membership records of the Corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting be subject to inspection by any member during the whole time of the meeting, and be a prima facie evidence of the members entitled to examine the list or vote at the meeting.

3.10 Quorum. Unless greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represent 10 percent of the members entitled to vote at the membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the member present.

3.11 Proxies. A member is entitled to vote at a membership meeting, or to express consent or dissent without a meeting, may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall be invalid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it, except as otherwise provided by statute.

3.12 Voting. All members of the Board of Directors are voting members. Each member is entitled to one vote on each matter submitted to a vote. A vote may be taken either orally or in writing. When an action is to be taken by a vote of the members it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute.

Article IV - The Board of Directors

4.01 General Powers. The Board of Directors shall manage the business, property, and affairs of the Corporation.

4.02 Number. There shall be not less than 6 and no more than 15 Directors on the Board as shall be fixed from time to time by the Board of Directors.

4.03 Election and Term.

a. Election. Directors may be elected to the Board at any time by a simple majority vote of the Directors present on the Board at the time of such elections. Candidates for Board positions shall be suggested to the Nominations Committee by any Director or Advisory Committee member, and shall then be screened by the Nominations Committee. The Nominations Committee shall present the candidate to the Board of Directors for its consideration. The Board shall have an opportunity to meet with the candidate before considering their election to the Board. Following this meeting, the candidate may be elected to the Board by a simple majority of the Directors present. At the conclusion of the Director's term as defined below, s/he may choose to remain in office for another term without going through a formal election.

b. Term. The initial term of office for a person elected to the Board of Directors will extend until the end of the calendar year in which they were elected to the Board, or until the annual election of officers, whichever comes later. There shall be no limit to the number of one-year terms that a Director may remain on the Board.

4.04 Resignation. A Director may resign at any time by providing written notice to the Board. If appropriate, a member of the Executive Committee will meet with the Director to discuss the situation. The Board will then accept the resignation. Notice of resignation will be effective on receipt or at a later time designated in the notice.

4.05 Removal. Any intentional harm (i.e. physical, economical or psychological) to the Corporation or an individual by a Director will result in automatic removal of that person from the Board. Directors may also be removed for excessive absences from Board meetings, or for cause, as defined below:

a. Absences. A Director's unexcused absence from three consecutive Board meetings constitutes excessive absence. After two unexcused absences, the Director will be approached by a member of the Executive Committee, to discuss their absences. They will be warned that further absences will result in removal from the Board. If absences continue the Executive Committee will bring the matter to the Board for a vote to remove.

b. Removal for Cause. Removal for cause originates in the Executive Committee. Any Director and or advisory committee member may approach the Executive Committee regarding a Director's removal for cause. The Director will be approached by a member of the Executive Committee to discuss the problem. They will be warned, given a time-line and a list of goals when applicable. If the goals and time-line are not met then the Executive Committee will bring the matter to the Board. If they are met, the matter is dropped. A two-thirds majority of the Directors present shall be required to approve removal of a Director for cause.

4.06 Leaves of Absence. Directors may request leaves of absence from the Board by applying to the Executive Committee. Leaves of absence can be granted at the discretion of the Executive Committee and do not require approval of the full Board.

4.07 Vacancies. A vacancy on the Board of Directors may be filled with a person selected by the remaining Directors of the Board. The procedure to be followed in filling Board vacancies shall be identical to the Director Election process described in article 4.03a. Each person so elected shall be a Director for a term of office as defined in article 4.03b.

4.08 Regular Meetings. Regular meetings of the Board will be held monthly at a time and place as determined by a Board resolution without notice other than the resolution.

4.09 Special Meetings. The President or any two Directors may call special meetings of the Board of Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of the special meetings shall be given to each Director in any manner at least three days before the meeting.

4.10 Quorum. A majority of Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board of Directors.

4.11 Voting. Actions voted on by a plurality of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board of Directors.

Article V - Committees

5.01 General Powers. The Board of Directors may by resolution designate one or more committees, each committee being led by one or more Directors. There shall be three standing committees of the Board of Directors: Finance, Nominations, and Executive. Other committees will be created by the Board to address specific interests of the Corporation and shall be empowered by the Board to carry on activities pertinent to their purpose.

A committee designated by the Board of Directors may exercise any powers of the Board of Directors managing the Corporation's business and affairs to the extent provided by resolution of the Board of Directors; however, no committee shall have the power to:

- a. Amend the articles of incorporation;
- b. Adopt an agreement of merger or consolidation;

- c. Recommend to members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- d. Recommend to members dissolution of the Corporation or a revocation of dissolution;
- e. Amend the bylaws of the Corporation;
- f. Fill vacancies in the Board of Directors;
- g. Fix compensation of the Board of Directors for serving on the Board of Directors or on a committee;
- h. Terminate memberships.

5.02 Membership and Purpose of the Executive Committee. The Executive Committee will consist of the President, Vice-president, Secretary, Treasurer, and immediate Past President of the Corporation. The Executive Committee shall have the following responsibilities:

- a. Acts for the full Board of Directors in matters requiring immediate attention, or in matters not involving major questions of policy or funding;
- b. Acts as chief coordinating committee for the Board, mapping out how the Board's business should be conducted, setting agendas, and organizing activities of other committees;
- c. Assists individual committees and committee chairpersons in meeting organizational objectives;
- d. Carries out other duties specified elsewhere in these by-laws, or as requested by the full Board of Directors;
- e. Meets separately from the full Board monthly or as necessary. The Executive Committee reports to the Board of Directors. Within the Executive Committee, all members have one vote. If there is a tie on an issue, the issue must be brought to the full Board.

5.03 Membership and Purpose of the Finance Committee. The Finance Committee will consist of The Treasure, Chair of the Fund Development Committee, and 1-3 additional members recommended by the Treasurer or Chair of the Fund Development Committee and approved by the Board of Directors. Finance Committee Responsibilities will be as follows:

- a. Prepares annual budget for the Corporation:
 - 1. Receives and reviews proposed budgets of individual committees

2. Receives estimates from Fundraising Chair regarding expected annual revenues

3. Then creates overall budget for the Corporation

b. Determines size of organization's cash reserves in accordance with IRS guidelines.

c. Prepares a year-end financial report.

d. Reviews special funding requests as necessary throughout the year and makes recommendations to the Board of Directors regarding feasibility of proposed expenditures.

5.04 Membership and Purpose of the Nominations Committee. The Nominations Committee will consist of three members of the Board of Directors as elected by the Board. The responsibility of the Nominations Committee will be to oversee selection of persons for membership on the Board of Directors. The Nominations Committee may develop its own internal procedures but in general must carry out its duties to conform to the procedures for election of Directors specified in Article 4.03a.

5.05 Membership and Purpose of the Advisory Committee. The Advisory Committee will consist of members of the community, including Past Presidents of the Corporation. Past Presidents will be appointed to the Advisory Committee upon the completion of their term as Past President. They shall be voted in by the Board of Directors and shall have the following responsibilities:

a. Respect and actively support WRAP's mission statement;

b. Assist WRAP in developing policies to ensure fulfillment of its mission. This assistance may include:

1. Provision of informal consultation to WRAP Board of Directors members on issues within their area(s) of expertise;

2. Periodic attendance at WRAP Board meetings;

3. Participation in WRAP strategic planning efforts;

c. Attend, whenever possible, and participate in annual Advisory Committee receptions in order to discuss current business, projects, and challenges facing the organization;

d. Attend, whenever possible, and participate in WRAP's educational programs, major events and benefit functions;

e. Promote WRAP's work in the community;

f. Provide financial resources for WRAP's activities by becoming a paid WRAP member and actively participating in WRAP's fundraising efforts.

5.06 Meetings. Committees shall meet as directed by the Board of Directors, and their meetings shall be governed by the rules provided in article IV for meetings of the Board of Directors. Minutes shall be recorded at each committee meeting and shall be presented to the Board of Directors.

Article VI - Officers

6.01 Number. The officers shall be a President, Vice-President, Secretary, and Treasurer. There may also be such other officers, as the Board of Directors deems appropriate. The President shall be a voting member of the Board of Directors. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the President, or the Board of Directors, to be executed, acknowledged, or verified by two or more officers.

6.02 Election. The Board of Directors shall appoint the officers of the Corporation. A special meeting of the Board of Directors will be held between the November Board meeting and the end of the first full week of December with the sole purpose of accepting officer nominations and completing elections. Any Director may nominate another Director for an office. The Director making the nomination must have previously determined that the nominee is willing to accept the position. After making the verbal nomination, time will be allotted for question to the nominees. Elections will be conducted by anonymous ballot and will be decided by a simple majority of the Directors present.

6.03 Term. Officers are elected for one-year terms. While there is no limit to the number of terms an officer can serve, s/he must be re-elected each year in order to continue holding office. Officers shall hold office for the term appointed and until (a) a successor is appointed, elected and qualified or (b) the officer's death, resignation, or removal.

6.04 Resignation. An officer may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice.

6.05 Removal. An officer may be removed with or without cause by a majority of the Board of Directors. The removal shall not prejudice the officer's contract rights, if any, and appointment to an office does not itself create any contract rights.

6.06 Vacancies. The Board of Directors may fill a vacancy in any office.

6.07 President. The President shall be the Chief Executive Officer of the Corporation and shall have authority over the general control and

management of the business and affairs of the Corporation. The President shall sign all corporate documents and agreements on behalf of the Corporation unless the President instructs that the signing be done with or by some other officer, agent or employee. The President shall see that all actions taken by the Board of Directors are executed and shall perform other duties incident to the office. The President will also: oversee Board and Executive Committee meetings; serve as ex-officio member of all committees; ensure Board resolutions are carried out; call special meetings when necessary; appoint committee chairs with recommendations from Board of Directors; prepare Board agendas and distribute them to Directors prior to meetings; assist Nominating Committee in recruiting new Directors and conducting orientation; coordinate periodic Board assessments; act as spokesperson for the organization; periodically consult with Directors on their roles and help them assess their performance.

6.08. Vice President. The Vice-President will understand the responsibilities of the Board President and will be able to perform these duties in the President's absence; shall preside over Board and Executive Committee meetings in the absence of the President; will record meeting minutes in the absence of the Secretary; and shall serve as member of the Executive Committee. The Vice-President will also; attend all Board meetings; carry out special assignments as requested by the Board President; and participate as a vital part of the Board leadership.

6.09 Secretary. The Secretary shall keep minutes of Board of Directors meetings and distribute them to Directors within one week of meetings; be responsible for providing notice to each member or Director as required by law, the Articles of Incorporation, or these by-laws; be the custodian of the corporate records and ensure their accuracy and safety; assume responsibilities of the President in the absence of both the Board President and Vice-President; keep register of the names and addresses of each member, Director, and officer (unless such responsibility is assumed by another Director); serve as a member of the Executive Committee; manage all official organizational correspondence by filing and maintaining archives; and perform all other duties assigned by the President or the Board of Directors.

6.10 Treasurer. The Treasurer shall understand financial accounting for non-profit organizations; serve as Chief Financial Officer of the organization and as Chair of the Finance Committee; have charge and custody over corporate funds and securities; keep accurate books and records of corporate receipts and disbursements; deposit all moneys and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Board of Directors; complete all required Corporate filings; manage, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities; ensure that appropriate financial reports are made available to the Board on a timely basis; assist with preparing the annual budget and presenting the budget to the Board for approval; serve as a member of the Executive Committee; and perform all other duties assigned by the President or Board of Directors.

Article VII - Miscellaneous Provisions

7.01 Fiscal Year. The fiscal year of the Corporation shall end on the last day of December of each calendar year.

7.02 Loans. Officers or other agents of this Corporation as designated by the Board of Directors from time to time shall have authority to effect loans, advances, or other forms of credit at any time for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall designate, and as security for the repayment of such loans, advances, or other forms of credit, shall have the authority to assign, transfer, endorse or deliver any assets of the Corporation as required by the banks, trust companies, or other creditor for issuance of the loan, advance, or other form of credit sought by the Corporation. There shall from time to time be certified to each bank, trust company, or other creditor of the Corporation the signatures of the officers or agents so authorized; and each such bank, trust company, or other creditor is authorized to rely upon such certification until written notice of the revocation of such authority by the Board of Directors shall be delivered to such bank, trust company, or other creditor.

7.03 Disposal of Assets. In the event that the Corporation may terminate operations, the Executive Committee shall be directed to dispose of any remaining assets of the Corporation to another non-profit entity with similar aims and purposes, except as prohibited by relevant sections of the Internal Revenue Code, or other applicable laws.

Article VIII - Amendments

The Board of Directors, at any regular or special meeting, may amend or repeal these bylaws or adopt new bylaws, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the Board of Directors.

Adopted by the WRAP Board of Directors
June 18, 1995
Amended by the WRAP Board of Directors
December, 1999
Previous amendments added to this Document
January, 2004

