

BYLAWS OF GALA (GAY AND LESBIAN ACCEPTANCE)

ARTICLE I: NAME

The name of this non-profit corporation, organized under the Laws of the State of Missouri, shall be: GALA (Gay and Lesbian Acceptance). It is an association of gay, lesbian, bisexual, and transgender persons, and their families and friends connected with the Community of Christ faith community.

ARTICLE II: PURPOSE

SECTION 1:

The purpose of GALA is to affirm the dignity and worth of all persons without regard to gender, race, sexual orientation, or religious affiliation. We support and encourage self actualization in an atmosphere of love, understanding, and confidentiality. We are dedicated to the celebration of diversity. We are committed to exploring the issues of spirituality and justice through dialogue, education, and action.

SECTION 2:

GALA will hold property and funds, elect officers, and sponsor events where members can meet for education, recreation, and support.

ARTICLE III: MEMBERS

SECTION 1: MEMBERSHIP

Active membership shall be open to all persons who affirm the purpose of GALA as described in Article II, Section 1, and pays annual dues to GALA in the amount determined by the Board of Directors.

Each active member has the right to one vote, and to hold office.

SECTION 2: DUES

Annual dues, set by the Board of Directors, are due during the month of January for the current calendar year.

SECTION 3: MEETINGS

The Annual Membership meeting of the GALA membership shall be held once a year at a location, date and time designated by the Board of Directors. Notice of such meetings shall be given to GALA members no later than thirty (30) days in advance. Special meetings of the GALA membership also may be called at other times, dates and locations by the Board of Directors, subject to the same thirty-day notice provisions of regular annual meetings.

A quorum of the GALA membership present sufficient to conduct business of the corporation at a regular or special meeting shall be fifty (50) individual or 10% of the entire GALA membership, whichever is less.

SECTION 4: LIABILITIES AND PROPERTY RIGHTS OF VOTING MEMBERS

No member of GALA now or hereafter shall be personally liable to the creditors of the corporation for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

The members of this corporation shall have no property rights in the assets of the corporation upon dissolution or otherwise.

SECTION 5: FISCAL YEAR

The GALA fiscal year is January 1st through December 31st.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: COMPOSITION

The Board of Directors shall consist of the President, Vice President, Immediate Past President or President Elect, Secretary, Under Secretary for Publications, Treasurer, Treasurer Elect or Immediate Past Treasurer, Chaplain, and three (3) Members at Large.

SECTION 2: TERMS OF OFFICE

[The terms of office reflected below shall be changed to coincide with the calendar year. For such a change to take effect, the term of office for the transition shall include three additional months either at the beginning of the term or at the end of the current term. Once the transitions have taken effect, these paragraphs shall be considered to sunset and shall automatically expire and be removed from the Bylaws without further action of the membership and shall include removal of references to the transitional terms included in subsequent paragraphs about terms of office.]

1. The President Elect shall be elected in odd numbered years for a one (1) year term served in the subsequent even numbered calendar year. In the succeeding year, he or she shall assume the office of President for a two (2) year term followed by a one (1) year term as Immediate Past President.

[To effect a change to calendar year term and to provide for a President elected following a vacancy in office, the President elected in regular elections of 2012 shall serve from following the report of election results in 2012 (09/02) through two (2) subsequent calendar years, 2013 and 2014 followed by a one (1) year term as Immediate Past President in 2015.

President Elect (elected in 2013 elections - odd number years) shall serve one (1) year 2014 then becomes President for two (2) years (2015-2016, and shall serve as Immediate Past President one (1) year, 2017.]

2. The Vice President shall be elected in odd number years for a two (2) year term served in the subsequent even-odd numbered calendar year cycle.

[In order to elect the office of Vice President for a two year cycle that offsets that of the President, the person elected Vice President in 2012 shall serve a one (1) year term: January 1, 2013 through December 31, 2013.

Thereafter the office of Vice President shall be elected in odd years (2013), serving a two year term (2014-2015).]

3. The Secretary shall be elected in even numbered years for a two (2) year term served in the subsequent odd-even numbered calendar year cycle.

[To effect a change to calendar year terms, the person currently serving as Secretary shall have term extended by three (3) months so that the term shall expire December 31, 2012.

The Secretary elected in 2012 shall serve a two (2) year term, 2013-2014.]

4. The Treasurer Elect shall be elected in even numbered years for a one (1) year term served in the subsequent odd numbered calendar year. In the succeeding year, he or she shall assume the office of Treasurer for a two (2) year term followed by a one (1) year term as Immediate Past Treasurer.

[To effect a change to calendar year terms, the person elected Treasurer Elect in 2012 shall assume office January 1, 2013, and serve a one (1) year term (2013) followed by a two (2) year term (2014-2015) as Treasurer and a one (1) year term as Immediate Past Treasurer (2016).

The person serving currently as Treasurer shall have term extended by three (3) months so that the term shall expire December 31, 2013, and serve a one (1) year term as Immediate Past Treasurer during calendar 2014.]

5. The office of Chaplain shall be filled by a Member recommended by the President and approved by a vote of the Board of Directors for a two (2) year term to coincide with the President's term.

[To effect a change to calendar year terms, the person appointed and subsequently approved by the Board of Directors in 2012 shall serve a 27+ month term: September 2, 2012, through December 31, 2014, after which the term shall be on a calendar year basis.]

6. The Undersecretary for Publications shall be elected in odd number years for a two (2) year term served in the subsequent even-odd numbered calendar year cycle.

[To effect a change to calendar year terms, the current term of Undersecretary for Publications shall be extended by three (3) months and shall expire December 31, 2013. The Undersecretary for Publications elected in 20-13 shall serve a two (2) year term, 2014-2015.]

7. The term of office for the Members at Large shall be three (3) consecutive calendar years. One Member at Large shall be elected each year.

[To effect a change to calendar year terms the current Member at Large terms shall be extended by three (3) months. All Member at Large office holders elected beginning with 2012 elections and going forward shall begin service on January 1 that follows their election and serve a three (3) calendar year term. Terms of current Members at Large shall expire as follows: Allan Fiscus 12/31/2012, E. Cavanaugh 12/31/2013, and S. Donahoe 12/31/2014.

8. Members of the Board of Directors may serve a maximum of three (3) consecutive terms in the same office.

SECTION 3: ELECTIONS

1. Nominations to the Board of Directors shall be made by a Nominations Committee. The Nominating Committee shall consist of three (3) Board members and two (2) non-board GALA at-large members appointed by the Board of Directors. Appointment of the Nominating Committee shall occur no later than January.

2. The Nominating Committee shall solicit the GALA membership for suggestions for nominees and shall strive to include, both within its composition and its proposed slate of nominees, representation of persons of all sexual orientations, differing abilities, racial-ethnic backgrounds, gender identification, geographic locations and ages. The Nominating Committee shall solicit the GALA membership for suggestions for nominees and shall strive to include, both within its composition and its proposed slate of nominees, representation of persons of all sexual orientations, differing abilities, racial-ethnic backgrounds, gender identification, geographic locations and ages. The Nominating Committee Chairperson shall be appointed by the Board of Directors, and shall report to the GALA membership in the spring GALA Newsletter, a slate of candidates sufficient to fill all vacant full and partial term positions on the Board of Directors.

3. Any individual members may nominate a candidate for election to the Board of Directors in addition to those proposed on the Nominating Committee slate. Such nomination must have the consent of the nominee, and identify the specific position(s) for the Nominating Committee's slate. The nomination must be received by the Secretary of the Board of

Directors no later than July 1st. In this event ballots listing the Nominating Committee candidate(s) and other candidate(s) shall be prepared and distributed to the GALA members for a vote. All votes shall be tabulated no later than seven (7) days before the Annual Meeting.

4. If a candidate on the Nominating Committee's slate is not challenged by the nominating procedure described in Article IV, Section 3, no balloting shall be necessary and that candidate shall be elected by affirmation at the Annual Meeting of the GALA membership.

5. If a vote is required the candidates receiving the greatest number of votes on the GALA membership voting shall be declared elected. The results of said vote shall be announced at the Annual Meeting of the GALA membership following tabulation of the votes as described in Article IV, Section 3.

SECTION 4: SUCCESSION

1. Whenever a vacancy in the office of President, Vice President, Secretary, or Treasurer occurs within the first year of their term, the Board of Directors shall choose a GALA member to serve pro tempore until the next Annual Membership Meeting, where a special election will be held to fill the remaining term.

2. Should a vacancy occur in the final year of an officer's term, the Board of Directors shall choose a GALA member to serve pro tempore until the next regular election.

3. Should a vacancy occur in the Board of Directors Members at Large, the Board of Directors shall appoint a member to fill the unexpired term.

SECTION 5: POWER OF THE BOARD OF DIRECTORS

Subject to the powers of the members as provided by law, the Articles of Incorporation of GALA, or as herein set forth, the policies of GALA shall be established by the Board of Directors. Such policies shall include those concerned with priorities, personnel, and financial and operating procedures. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

1. To adopt corporate policies and approve programs and projects in furtherance with the GALA mission and objectives.
2. To carry out the policies of GALA, and suggest policies for consideration by the membership.
3. To examine the annual budget prepared by the Treasurer, and make its recommendation to the membership for their consideration and vote at the Annual Membership Meeting.
4. To approve expenditures for all unbudgeted items
5. To select, hire, review and remove any Contract Personnel of GALA.
6. To establish and appoint from among the Board of Directors and overall

GALA membership standing and ad hoc committees to complete corporate activities, study relevant issues and/or make policy recommendations to the Board. To prescribe the powers and duties of the committee and the length of terms of members of such committee.

7. To appoint GALA liaisons to colleges and universities where there is interest.

8. To decide upon the establishment of regions

9. To take any legal action on matters affecting GALA.

10. To delegate any powers of the Board of Directors to an Executive Committee, and confer on such committee any other duties so designated by the Board.

11. To confer, upon request, affiliate status on groups of GALA individual members organized into local chapters, fellowships or other entities following their affirmation of the GALA purpose as described in Article II, Section 1.

SECTION 6: REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at least twice a year at a place, date and time as determined by Board resolution, special meetings of the Board of Directors, with notice as provided by these Bylaws, may be called at any time by the President, or if he/she is unable or refuse to act, by any three (3) directors.

SECTION 7: NOTICE

Notice of all meetings of the Board of Directors shall be given at least ten days previously thereto by notice delivered by Electronic Mail or phone. The giving of notice for all meetings shall be the duty of the Secretary.

SECTION 8: QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the Directors is present at any meeting, a majority of the Directors present may reschedule the meeting and provide notice thereof pursuant to Article IV, Section 7, but no other business may be transacted. The Directors present at a duly held meeting at which a quorum originally is present may continue to do business until adjournment, by majority vote, notwithstanding the departure of Directors leaving less than a quorum.

SECTION 9: MANNER OF ACTING

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

SECTION 10: SPECIAL VOTING

There shall be no voting by proxy at any meeting of the Board of Directors, unless authorized by a resolution of the Directors. In cases of urgency, when no meeting of the Board of Directors can be held, Directors may be polled by the secretary by telephone,

regular or electronic mail and a majority of all Directors shall be necessary to approve an action, unless a greater number is required by law or these Bylaws.

SECTION 11: MINUTES

Minutes of all meetings shall be prepared under the direction of the Secretary and, when possible, should be mailed or transmitted via electronic mail to all Directors within two (2) weeks after each meeting for review. Approval shall be at the successive meeting.

SECTION 12: REMOVAL

A Director may be removed from office, for cause, by the vote of a majority of the Directors. A member of the Board of Directors who has not been in attendance for three consecutive Board meetings shall be removed from office. This requirement may be waived by a demonstration of extenuating circumstances.

SECTION 13: RESIGNATION

Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V: OFFICERS

SECTION 1: PRESIDENT

The President or his/her designee shall preside over the Board of Directors, Executive Committee, and Annual Membership Meetings, and shall be the Executive Officer of GALA. The President shall represent GALA before the public, the Community of Christ faith community, and the greater Christian community, either personally or through a delegate.

SECTION 2: Vice President

The Vice President shall be a signor on the banking instruments of the corporation.

the Vice President shall perform such duties assigned by the President or the Board of Directors from time to time.

The Vice President shall serve in the capacity of President whenever the President shall temporarily be unavailable or unable to perform the duties described in Article V: Officers, Section 1: President, of these Bylaws.

The Vice President shall assume the duties, responsibilities, and title of the office of President whenever the person serving in such office shall be permanently unavailable or unable to perform the duties described in Article V: Officer, Section 1: President, of these Bylaws, and shall serve until completion of said term.

SECTION 3: SECRETARY

The Secretary shall keep accurate minutes of all Board of Directors, Executive Committee, and Annual Membership Meetings, maintain the official membership roll, oversee official GALA publications and correspondence, and provide notice for all meetings including, but not limited to, the GALA Board of Directors Meetings and the Annual Membership Meeting.

SECTION 4: TREASURER

The Treasurer shall receive, hold, and disburse the funds of GALA. The Treasurer shall be responsible for drafting the annual budget and present it at the Annual Membership Meetings for approval. Accounting of expenditures shall be made regularly to the Board of Directors, Executive Committee, and the GALA Membership at the annual meetings.

SECTION 5: CHAPLAIN

The Chaplain shall serve as spiritual leader and advisor to GALA. The Chaplain shall be a member of the Board of Directors.

ARTICLE VI: AGENTS AND REPRESENTATIVES, CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

SECTION 1: AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of GALA with such powers and to perform such acts or duties on behalf of GALA as the Board of Directors may see fit, so far as may be consistent with these Bylaws, policy, the Articles of Incorporation of GALA, and to the extent authorized or permitted by law.

SECTION 2: CONTRACTS

The Board of Directors may authorize any officer or officers, staff person or persons, agent or agents of GALA, in addition to the officers so authorized by these Bylaws, to enter into any contract in the ordinary course of business or execute and delivery any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Any contract entered into by this corporation under which the corporation receives funds for the delivery of services must be ratified, confirmed, and approved by a majority vote of the Board of Directors.

SECTION 3: CHECKS, DRAFTS, ETC.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors. In the absence of such determination by the Board of Directors such instruments shall be signed by the

President, Vice President or other Board approved signor, and countersigned by the Treasurer of GALA. Signatory designation shall be in compliance with standard non-profit accounting principles.

SECTION 4: DEPOSITS

All funds of GALA shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board of Directors in consultation with the Treasurer may select. Fund deposits shall be executed in a manner in compliance with standard non-profit accounting principles.

SECTION 5: GIFTS

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

ARTICLE VII: CONTRACT PERSONNEL

GALA may utilize the services of Contract Personnel which shall serve at the pleasure of the Board of Directors. Such personnel shall assist the officers and the Board of Directors as provided in their job description approved by the Board of Directors and subject to annual review.

ARTICLE VIII: BOOKS AND RECORDS

GALA shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Membership list shall be confidential and GALA property, and individual names and addresses appearing on said lists shall be disclosed only with permission, specific or passive, of each person, and may not be sold or rented.

ARTICLE IX: NON-DISCRIMINATION POLICY

GALA does not discriminate on the basis of race, color, creed, gender or gender identity, religion, age, sex (including pregnancy), sexual orientation or associated preference, national or ethnic origin, disability or handicap, marital status or veteran status in any program, event or activity administered by the organization, participation by volunteers, or with regard to membership admission.

Sexual harassment is sex discrimination and shall not be tolerated.

The organization shall not condone any form of discrimination and allegations of discrimination leading to a conviction shall be cause for termination of membership in the organization.

ARTICLE X: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Revised shall govern GALA in all cases to which they are applicable and are not inconsistent with these Bylaws and other rules GALA may adopt.

ARTICLE XI: AMENDMENT OF BYLAWS

These Bylaws can be amended by a two-thirds vote of the membership voting provided notice has been given at least thirty (30) days prior to the vote. In the case of mailed ballots must be returned within fifteen (15) business days of issue and date of issue will be on the ballot.

ARTICLE XII: DISSOLUTION

In case of the dissolution of GALA, all assets remaining after payment of authorized expenditures shall be distributed to an organization which qualifies for tax exemption as provided for under the Internal Revenue laws of the United States of America, no part to any private individual or member. The Board of Directors shall determine by a two-thirds majority the identity of said organization.

CERTIFICATION

The undersigned, Clyde A. Phillips-Frey, states that he/she is the Secretary of GALA, and certifies the above Bylaws were amended and duly adopted as the Bylaws of GALA on May 8, 2012.

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Clyde A. Phillips-Frey
Secretary of the Board of Directors
May 8, 2012