

BYLAWS OF
SOUTH BAY ALLIANCE ASSOCIATION

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be **South Bay Alliance Association**. It shall be a nonprofit organization incorporated under the laws of the State of California.

Section 2 — Purpose: **South Bay Alliance Association** is organized exclusively for charitable, scientific and education purposes.

The purpose of this corporation is:

- **to support and conduct non-partisan research, education, and informational activities to increase public awareness of the issues concerning the Lesbian, Gay, Bisexual, & Transgendered (LGBT) community;**
- **to combat homophobia, harassment, and hate crime directed against the LGBT community and their families within neighborhoods in south San Diego county; and**
- **to promote a community that is inclusive and supportive of equal civil and human rights for all through building alliances with other organizations addressing issues relevant to south San Diego's culturally diverse community.**

ARTICLE II — MEMBERSHIP

There are no voting members.

ARTICLE III — BOARD OF DIRECTORS

Section 1 – Board Definition: The board is defined as the Executive Committee in addition to the Chair of each committee.

Section 2 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. **The board shall have up to 15, but not fewer than 4 members.** The board receives no compensation other than reasonable reimbursed expense.

Section 3 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 4 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance by e-mail. An annual meeting of the Board of Directors will be held in January for election of all nominated candidates.

Section 5 — Board elections: New directors and current directors shall be elected or re-elected by a simple majority of the board.

Section 6— Election procedures: The Board shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. Nominations are to be made by the December 1st and Elections will be held at an annual January meeting.

Section 7 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 8 — Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

- *The chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.
- *The vice-chair* shall assume responsibilities of the chair in the absence of the chair and any responsibilities delegated by the chair.
- *The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- *The treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special

meetings shall be sent out by the secretary to each board member at least two weeks in advance by e-mail.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The Board of Directors may create committees as needed, such as Membership, Community Outreach, Marketing, Pride, etc. The board nominates and elects appoints all committee chairs.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4 – Business Networking Committee: The chair of the Business Networking Committee is responsible for outreach to local area businesses that are LGBT friendly. Assist in networking events that will build awareness of the LGBT community to their local LGBT friendly businesses. Educate local businesses of concerns and issues of the local LGBT community, as well as working with the Marketing Committee in facilitating outreach of the LGBT friendly businesses to the LGBT community and vice versa.

Section 5 –Community Outreach Committee: The chair of the Community Outreach Committee is responsible for representing the South Bay Alliance Association as well as representing South Bay Alliance Association when working in conjunction with like-minded non-profit organizations for joint activities and outreach within the community that educates about the LGBT community and promotes awareness of the LGBT community's concerns and issues.

Section 6 –Marketing Committee: The chair of the Marketing Committee is responsible for production of all materials promoting South Bay Alliance Association and all forms of media outreach and advertisement for its events. All promotional materials of any kind will go through the approval of this committee

before being promulgated. The Marketing Committee will work with all other committee chairs in order to maintain consistent association representation in their outreach activities.

Section 7 – Pride Committee: The chair of the Pride Committee is responsible for all legal and logistical arrangements required for the facilitating of this annual event, South Bay Pride. The committee is also responsible for organizing the entertainment, the volunteers, the security, and working with the other committee chairs to integrate businesses and local area community in order to make this an affirming LGBT and allies community event.

ARTICLE VI — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VII — AMENDMENTS

Section 1 — Amendments: Articles of Incorporation and bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.