

# **TRI-STATE ALLIANCE, INC. CONSTITUTION**

## **ARTICLE I**

The name of the organization shall be the Tri-State Alliance, Inc., also known as the Tri-State Alliance for Gays & Lesbians.

## **ARTICLE II**

The Tri-State Alliance is a 501©3 not-for-profit educational and support organization. All activities of the organization will be to improve the lives of the gay and lesbian communities in Evansville, Southwestern Indiana, Northwestern Kentucky and Southern Illinois.

## **ARTICLE III**

Current membership in the organization will include all individuals who have donated the designated membership fee to the group. Said membership shall last for one year from the date of the monetary donation. All those who agree with the mission of the group, who have not been previously terminated as a board member, employee or volunteer for the group, shall be eligible for membership in the organization.

## **ARTICLE IV**

There shall be a maximum of 15 members of the Board of Directors of the Tri-State Alliance. The group shall strive for gender parity on the board.

## **ARTICLE V**

The officers of the Board of Directors shall be elected by the members of the Board of Directors.

## **ARTICLE VI**

The Board of Directors shall meet from time to time to set policies for the organization. Board members are responsible for setting policies, raising funds, and planning for the future of the organization. The President, any of the group's Vice Presidents, or the Secretary shall have the power to call a meeting of the Board of Directors. Typically the meeting should be called by the President after consultation with board members so that the meeting shall achieve quorum.

## **ARTICLE VII**

The constitution can be amended by a 2/3 vote of the Board members present at a Board meeting where quorum has been established. Proposed amendments shall be submitting in writing 2 weeks before the vote on the amendment to all members of the Board of Directors.

# **BYLAWS OF THE TRI-STATE ALLIANCE**

## **ARTICLE 1: PURPOSE**

The Tri-State Alliance is organized as a 501-c-3 not-for-profit corporation, and will follow the necessary regulations to continue to qualify for this status. The corporation is organized exclusively for public and charitable purposes.

## **ARTICLE 2: BOARD OF DIRECTORS**

### **SECTION A: Elections of Board of Directors**

The Board of Directors will be elected at the Annual Membership meeting of the organization. An annual meeting will be held every year, typically in January. Only dues-paying members of the group will be able to vote. The Annual membership meeting will be the first meeting of the year of the TSA Board of Directors in which a quorum is present of the board.

The Executive Committee of the Tri-State Alliance will slate candidates for the Board of Directors and for the Officers. No nominations will be allowed from the floor. The board members will have to be approved by a majority vote of the members present to be elected to the Board. No absentee votes will be allowed at this meeting.

### **SECTION B: Term of Office**

Members of the Board of Directors will serve a 1-year term on the board of directors. The term of office of the board member, and any elected or appointed position in the group, will expire at the next Annual Membership Meeting of the organization.

### **SECTION C: Vacancies**

If a vacancy on the TSA Board of Directors occurs, a majority vote of the Board of Directors will fill that vacancy. That board member will serve the remainder of that seat's term of office. The prospective board member will be nominated by the Executive Committee.

### **SECTION D: Quorum**

Fifty-one (51%) percent of the membership of the Board of Directors shall constitute a quorum. Proxy votes will not be allowed, and can not help in the establishment of a quorum.

### **SECTION E: Election of Officers**

After the election of the Board of Directors at the annual meeting, the Board of Directors will elect the officers of the organization to serve until the next annual meeting of the organization.

## **ARTICLE III: Officers**

### **SECTION A: Officers**

The Tri-State Alliance will have the following officers of the organization: President, Executive Vice President, Secretary, and Historian. There can be up to 3 vice presidents of the organization. There shall either be a Vice President of Finance or a Treasurer of the Organization.

### **SECTION B: President**

The President of the Tri-State Alliance shall be the Chief Executive Officer of the organization. The President shall have the power to establish a regular or special meeting of the Board of Directors and the Annual Meeting after consultation with the Board.

The President shall supervise all employees of the corporation. The president shall approve any media spokesperson for the group, and appoint all committee chairs of the organization with the approval of either the Executive Committee or the full Board of Directors.

If the President receives a stipend as a grant employee of the organization, the President shall be supervised by the Executive Committee, the TSA Board of Directors and by the organization that provides the grant funds.

The President shall appoint or serve as the Chair of the Thomas R. Earley Fund. The purpose of this fund is to award an annual Humanitarian Award and to provide scholarships to students from time-to-time.

### **SECTION C: Executive Vice President**

In the absence of the President, the Executive Vice President will fulfill those duties. If the position of President becomes vacant, the Executive Vice President shall assume the position of President of the organization until the next annual meeting of the organization. If the Executive Vice President declines this position, then the position of President will be filled by a majority vote of the Board of Directors.

### **SECTION D: ADDITIONAL OFFICERS**

There may be up to an additional 2 Vice Presidents of the Organization, elected by the membership of the TSA Board of Directors, and whose duties will be delineated by the President of the Organization.

TSA shall either have a Treasurer or a Vice President of Finance. The Treasurer shall provide reports to the Executive Committee and to the Board about the state of the finances of the organization. The Executive Committee, with the consent of the Board of Directors, can also rename this position the Vice President of Finance if the individual has established a long history in the organization's leadership.

TSA shall have a Secretary. The Secretary will take the minutes of the meetings of the Board of Directors and the Executive Committee, and may send out meeting

announcements and other correspondence for the organization with consultation of the President and Vice Presidents.

TSA shall have a Historian. This person will keep an official scrapbook for TSA, and will facilitate or arrange for pictures and records of appropriate TSA events.

#### **SECTION E: Government Reports**

The President shall be responsible for filing all appropriate government reports. The President may delegate this task to other officers of the organization.

#### **SECTION F: Executive Committee**

The President may call a meeting of the Executive Committee to make emergency policy and personnel decisions. The President of the Board will inform the board of all such decisions. The Executive Committee shall consist of the following voting members: The President, all Vice Presidents, the Secretary, the Historian, the Treasurer.

#### **SECTION G: EX-OFFICIO MEMBERS**

The President may recommend ex-officio memberships for the Board. A majority vote of the Board can approve such a member. That person may attend all meetings of the group, but cannot vote. Ex-officio members of the board will not impact or count towards or against the quorum needed to establish a meeting.

#### **SECTION H: Youth Group Director and/or Health Education Director**

The Youth Group Director and/or Health Education Director is a position that is paid for by funds from grant organizations. At this time TSA does not allow any organizational funds to be allocated towards the salary of an employee. Rather, such funds must come from grant funds awarded to the organization. All funds donated by individuals or raised at fund raisers are used for organizational expenses and not towards salaries or stipends.

### **ARTICLE IV: Removal From Office**

Any officer or member of the Board of Directors can be removed from office if such an action is determined to be in the best interest of the organization. Said leader shall receive a notice in writing 10 days before such a vote is to take place. The person being removed from office shall have an opportunity to discuss this action with the Board and answers questions before a vote is taken. After this the person will be excused from the meeting and a discussion will occur about the decision. Two-thirds of the members of the Board present, at a meeting with a quorum, can then remove that person from office. The person removed from office shall be notified immediately.

The President of the Tri-State Alliance, as CEO of the organization, shall have the power to hire and fire all grant employees, and terminate any volunteer as a volunteer in the organization, if it is in the best interest of the organization.

## **ARTICLE V: Dissolution**

Upon dissolution of the Tri-State Alliance, the Board of Directors shall, after paying or making provisions of the payment of all liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such a manner, as to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501©3 of the United States Internal Revenue Code. The priority of such a disbursement shall be to organizations that focus on lesbian and gay issues and services.

The Corporation's activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or other private person, except that the Corporation 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 above.

## **ARTICLE VI: Bylaw Revisions**

Any change in these bylaws must be approved by a majority vote of the Board of Directors present at that meeting where quorum has already been established. Proposed changes must be mailed to all members of the Board of Directors at least one week prior to this meeting.