

**By-Laws of
The Community Coalition of Greater New Orleans
GLBTQ Organizations and Businesses
(08-17-06)**

Article I. NAME

The name of this organization shall be Community Coalition of Greater New Orleans GLBTQ Organizations and Businesses, hereinafter called “the Community Coalition.”

Article II. MISSION

The general mission of the Community Coalition is to build, strengthen, and unify the Greater New Orleans area GLBTQ community through advocacy, education, collaboration, and communication, in order to foster mutual respect and understanding.

Article III. MEMBERSHIP

Section 3.1: The Community Coalition shall be a federation of GLBTQ community organizations and businesses.

Section 3.2: Membership in the Community Coalition shall be open to any Greater New Orleans area organization or business who supports its mission and policies and who pays annual dues.

Section 3.3: Each member organization or business, hereinafter called “member,” is entitled to all the privileges of membership, beginning fifteen (15) days after receipt of that member’s dues.

Article IV. BOARD OF ADVISORS

Section 4.1: Each member shall designate, in writing, one individual to serve on the Board of Advisors of the Community Coalition. This individual is the member’s designee of record.

Section 4.2: The Board of Advisors shall annually elect seven (7) Executive Committeemembers. The Board of Advisors shall strive to elect Executive Committees that represent the diversity of the membership and of the GLBT community.

Section 4.3: The Board of Advisors assumes responsibility to support and advise the Executive Committee’s objective to fulfill the mission of the Community Coalition.

Section 4.4: Each Advisor shall have the authority to represent his/her member in all Community Coalition matters.

Section 4.5: Each Advisor assumes the responsibility to actively participate in all Board of Advisors meetings of the Community Coalition.

Section 4.6: Each Advisor shall have one vote in all Community Coalition matters.

Section 4.7: All Advisors are welcome to attend Executive Committee Meetings. The Executive Committee Secretary will give notice to the board of Advisors of all Executive Committee meetings

V. BOARD OF ADVISORS MEETINGS

Section 5.1: An annual meeting of the Board of Advisors and the GLBTQ Community shall be held on or about the 1st week in September.

Section 5.2: Additional Board of Advisors meetings shall be held at least quarterly at times and places designated by the Executive Committee.

Section 5.3: Special Board of Advisors meetings may be called at any time by the Executive Committee or by a majority of the members of the Board of Advisors. The notice for each special meeting shall state the purpose for which it is called, and only matters that have been included in the call shall be considered unless every Advisor is present at the special meeting and a majority of the Advisors agrees to take up other matters.

Section 5.4: The Executive Committee shall designate the time and place of all Board of Advisors meetings.

Section 5.5: Notice stating the place, date, time and agenda of all Board of Advisors meetings shall be electronically transmitted to all members in good standing at least fifteen (15) days before the meeting. Notice shall be transmitted to members' Board designee.

Section 5.6: A quorum at any Board of Advisors meeting shall be a majority of the Advisors.

Section 5.7: An Advisor may appoint as proxy another individual to represent that Advisor's member and/or vote on behalf of that member. The proxy must be in writing, name the individual appointed as proxy, specify the meeting date and be signed by the Advisor.

Section 5.8: All Board of Advisors meetings shall be open to all GLBTQ community members.

Section 5.9: All Board of Advisors meetings shall begin by allowing time for public announcements and expressions of community issues and concerns.

Section 5.10: Any Advisor may add new business to the agenda at the beginning of all Board of Advisor meetings.

Article VI. EXECUTIVE COMMITTEE

Section 6.1: The Executive Committee will assume the responsibility for leadership and guidance of the Community Coalition.

Section 6.2: All duties not assigned to the Board of Advisors shall be assigned to the Executive Committee, none of whom shall receive any financial compensation for their services as such.

Section 6.3: The Executive Committee shall consist of four (4) Officers – 1 male Co-Facilitator, 1 female Co-Facilitator, 1 Secretary, and 1 Treasurer -- three (3) elected At-Large members, and four (4) appointed members.

Section 6.4: To ensure that the Executive Committee shall fairly represent the diversity of the Board of Advisors and of the GLBTQ community, including, but not limited to, age, gender identity, race, and sexual expression, the elected Committeemembers shall, within ten days of their election, appoint an additional four (4) At-Large Committeemembers from the Board of Advisors to serve on the Executive Committee.

ARTICLE VII. ELECTION AND TERMS OF THE EXECUTIVE COMMITTEE

Section 7.1: Officers and At-Large Executive Committee members shall be elected at the September Board of Advisors Annual Meeting, and shall serve for one year. There is no limit to the number of terms an Executive Committeemember may serve.

Section 7.2: In the election of the Executive Committee, each member of the Board of Advisors shall have one vote per position to be elected. Only one (1) vote for any one nominee will be counted from each Advisor. The names of all nominees shall be placed on one ballot, with the elected Officers and At-Large Committeemembers being those who receive the most votes, provided that they receive at least 10% of the total votes cast. Should fewer than seven (7) candidates receive the minimum 10% of the total vote cast, then there shall be a runoff election in which all non-elected candidates shall be eligible. The winner(s) shall be the one(s) who receive the highest number of votes.

Section 7.3: Any Executive Committeemember not physically present for three (3) consecutive meetings of the Committee shall automatically be removed unless excused by majority vote of the remaining Executive Committeemembers.

Section 7.4: Any Executive Committeemember may otherwise be removed only for good cause as determined by a vote of two-thirds (2/3) of the Executive Committeemembers.

Section 7.5: An Officer may be removed at any time by a two-thirds (2/3) vote of those present and voting at a Special Board of Advisors meeting called for that purpose or by a two-thirds (2/3) vote of the entire Executive Committee.

Section 7.6: Executive Committeemembers must submit resignations to the Committee in writing. Unless otherwise specified, resignations shall take effect upon receipt.

Section 7.7: The unexpired term of a vacant At-Large Committee position may be filled by a majority vote of the remaining Executive Committee members. If the Executive Committee fails to fill such a vacancy for a period of ninety (90) days, the Board of Advisors may fill the position through election at a Board of Advisors meeting.

Section 7.8: In the event of an Officer vacancy, the Executive Committee may appoint a replacement Officer to fill the position *pro tem*. The Board of Advisors shall fill the position through election at the next scheduled Board of Advisors meeting.

VIII. DUTIES OF OFFICERS.

Section 8.1: Co-Facilitators shall sign all documents authorized by the Executive Committee, appoint the chairs of committees, call all meetings of the Board of Advisors and the Executive Committee, serve as ex-officio members of all committees, and preside over all meetings of the Board of Advisors and Executive Committee. Co-Facilitators shall alternate presiding over Board of Advisors and Executive Committee meetings.

Section 8.2: The Secretary shall be responsible for issuing notices of all meetings of the Board of Advisors and Executive Committee, keeping the minutes of all meetings of the Board of Advisors and Executive Committee, properly maintaining all Community Coalition documents and records, including safe guarding their confidentiality, and performing all such duties as are incident to the office. The Secretary shall also be responsible for conducting the general correspondence of the organization and the Executive Committee.

Section 8.3: The Treasurer shall be responsible for (1) receiving and safely keeping all funds, securities and other assets of the Community Coalition and depositing same in such depositories as may be designated by the Executive Committee; (2) assuring that appropriate procedures exist to pay all debts and obligations with checks signed by persons authorized by the Executive Committee; (3) submitting a financial report at each meeting of the Executive Committee; (4) submitting an annual financial statement to the Board of Advisors; and (5) filing all required government reports.

Article IX. COMMITTEES

Section 9.1: Committees may be formed as determined by the Executive Committee as need arises to support fulfillment of the organization's mission.

Section 9.2: Committee Chairs shall be ex-officio members of the Executive Committee.

Article X. MISCELLANEOUS PROVISIONS

Section 10.1: All checks, drafts, notes, or other orders for the payment of money or other evidences of indebtedness issued in the name of the Community Coalition shall be signed by any two (2) of the three (3) Non-Treasurer Officers (Co-Facilitators or Secretary).

Section 10.2: The proceedings of all meetings of the Board of Advisors, Executive Committee, and other committees shall be signed by the Secretary or other persons appointed to act as Secretary of the meeting and kept in the records of the Community Coalition.

Section 10.3: The fiscal year of the Community Coalition shall be September 1st through August 31st. A financial report reporting the previous year shall be presented to the Board of Advisors at the Annual Board of Advisors meeting held in September.

Article XI. AMENDMENTS

Section 11.1: These Bylaws, or any part, may be altered, amended, or repealed by the affirmative vote of two-thirds (2/3) of the Board of Advisors present at any regular or special meeting; provided, that no such action shall be taken unless (1) notice of intent to take such action shall have been given at a previous meeting of the Board of Advisors, and (2) a draft of the proposed language shall have been sent to the Advisor representing every member in good standing at least fifteen (15) days prior to the meeting where such action is to be voted.

Section 11.2: The Co-Facilitators shall establish an ad hoc committee to provide a quinquennial review of these Bylaws and to recommend any prudent changes.