

**BYLAWS**  
**OF**  
**CHRISTOPHER STREET WEST**  
**ASSOCIATION, INC.**

**A CALIFORNIA NON-PROFIT**  
**CORPORATION**

**AS AMENDED APRIL 15, 2014**

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**BYLAWS**  
**OF**  
**CHRISTOPHER STREET WEST ASSOCIATION, INC.**  
**A CALIFORNIA NON-PROFIT CORPORATION**  
**AS AMENDED DECEMBER 2013**

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**ARTICLE I**

**The name of this Corporation shall be:**

**CHRISTOPHER STREET WEST ASSOCIATION, INC. (CSW)**

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**ARTICLE II**  
**OFFICES**

**SECTION 1. PRINCIPLE EXECUTIVE OFFICE**

The Corporation's principle executive office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal executive office from one location to another.

**SECTION 2. OTHER OFFICES**

The Board may, at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

**ARTICLE III**  
**OBJECTIVES AND PURPOSES**

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**SECTION 1. PRIMARY PURPOSE**

The primary purposes for which the Corporation CSW is formed and to promote the public education and public awareness of the personal rights and civil liberties of the gay community, and to study the nature of the gay community and its relation to non-gay community, and to engage in activities therefore.

## **SECTION 2. GENERAL PURPOSES**

The general purposes of this Corporation are to:

- A) Receive, hold and/or disburse gifts, bequests, devices, and other funds for these purposes.
- B) Own and maintain or to lease suitable real estate and buildings and any other personal property which is deemed necessary for its purposes. Enter into, make, and perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount.

## **ARTICLE IV NONPARTISAN ACTIVITIES**

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The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not substantially participate or intervene in any political campaign on behalf of any candidate for public office or for or against and cause or measure being submitted to the public for vote. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under § 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation shall not, except in an insubstantial degree, engage in any activities of exercise any powers that are not in furtherance of the purposes described above.

## **ARTICLE V DEDICATION OF ASSETS**

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The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, gains, profits, dividends, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes consistent with the Corporation's philosophy, provided that the corporation continues to be dedicated to the exempt purposes as specified in Internal Revenue Code § 501(c)(3)

## **ARTICLE VI BOARD OF DIRECTORS**

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### **SECTION 1. COMPOSITION**

The Corporation shall be governed by a Board consisting of not more than twenty (20) members.

### **SECTION 2. QUALIFICATIONS**

#### **A) BOARD OF DIRECTORS**

All voting board positions must be filled by candidates who:

- Are not a paid employee of Christopher Street West; and,
- Are present voting members of the Board; or
- Are past voting members of the Board who have attended a minimum of four (4) regularly scheduled Board meetings during the six (6) month period prior to and inclusive of the election meeting; or
- Have submitted to the reviewing process of the Board Development Committee; and,
- Are 18 years of age or older.
- Under certain circumstances, and with full review of the Board Development Committee, an individual can be recommended to Board membership to fill specific skills, needs, or vacancies.

### **SECTION 3. POWERS AND DUTIES**

A) To exercise all of the powers of the Corporation and to supervise and control its business and affairs, subject only to the limitations and restrictions provided by law and these bylaws.

B) To authorize the execution of contracts and other agreements necessary to the efficient conduct of the business of the Corporation following the process below:

1. Department Head will submit the contract to the Leadership Committee for approval
2. Each Officer, including both Co-Presidents, shall review the contract and specify changes as needed to ensure all governance, fiduciary, and logistical considerations are evaluated.
  - Any Officer may specify that the contract should also be sent to Corporate Consul for review
3. All changes will be incorporated into the contract by the Corporate Secretary, or another Officer if the Secretary is unavailable, and the contract approval form will be generated for each officer to sign.
4. The contract will then be executed by a Co-President, another Officer they have designated, and any other Officers required by law or the contracting entity.

C) To approve the financial budget, supervise receipts and expenditures, and to set up proper procedures for the collecting, safekeeping, and accounting of all funds of the Corporation.

D) To incur indebtedness in the name of the Corporation for such sums as are necessary for current operations and any sums for a major project of the Corporation; except that the President / Co-Presidents of the Corporation may incur indebtedness in the name of the Corporation for any indebtedness not to exceed Two Thousand Five Hundred dollars (\$2,500.00) without Board approval within an existing budgeted expense category.

E) To call special meetings of the Corporation provided notice of such meetings shall be given to all Board members in accordance with Section 9 of this Article.

F) To approve all committee recommendations before implementation.

G) To exercise such other powers and perform such other duties as may be prescribed elsewhere in these bylaws.

#### **SECTION 4. QUORUM AND USE OF PROXIES**

A number of members of the Board of Directors equal to 50%+1 of the active total membership shall be necessary to constitute a quorum for the transaction of business, including a Co-President or an elected Officer of the Corporation.

A member of the Board of Directors shall not be permitted to exercise the right to vote through a proxy.

#### **SECTION 5. ELECTION AND TERM OF OFFICE**

Directors shall be elected at annual meetings of the Board to hold office for two years; however, if any annual meeting is not held or the Directors are not elected at any annual meeting, they may be elected at any special meeting held for that purpose. Each Director, including a Director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected, and until a successor has been elected and qualified.

#### **SECTION 6. VACANCIES**

**A) Events Causing Vacancy.** A vacancy or vacancies in a Director's position shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director, (ii) unexcused absences from three (3) regularly scheduled Board meetings, (iii) the declaration by resolution of the Board of a vacancy of the office of a Director with or without cause, (iv) the vote of the Board to remove a Director, (v) the increase of the authorized number of Directors, or (vi) the failure of the Board, at any meeting of the Board at which any Director or Directors are to be elected, to the number of Directors to be elected at such meeting.

**B) Resignations.** Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to a Co-President, the Secretary, or the Board of Directors, unless the notice specifies a later time for resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No Director may resign when the Board would then be left without duly elected Director or Directors in charge of its affairs.

**C) No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of Directors shall have the effect of removing any Director, before that Director's term of office expires.

**D) Restriction on Interested Directors.** Not more than forty-nine percent (49%) of the persons serving the Board at any time may be interested persons. An interested person is:

- 1) Any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and
- 2) Any brother, sister, ancestor, descendent, spouse, domestic partner, sister-in-law, brother-in-law, mother-in-law, or father-in-law.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

**E) Removal of Directors.** At any time a Director may be removed from the Board by a two-thirds (2/3) vote of the remaining Board members, by secret ballot. Such removal from duty shall be effective immediately. Any motion to remove a Director must be acted on at the meeting of its presentation.

## **SECTION 7. PLACE OF MEETINGS; MEETINGS BY TELEPHONE**

Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting, or if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section 7, a regular or special meeting of the Board may be held at the place consented to in writing by all the Board members, either before or after the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.



## **SECTION 8. ANNUAL MEETING**

The annual meeting of the Board shall be held for the purpose of organization, election of Directors and Officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on the second Tuesday in August of each year at 7:30 P.M. The Board may fix another date provided it so notifies all the Board members, as provided in Section 9 of this Article.

## **SECTION 8a. OTHER REGULAR MEETINGS**

Other regular meetings of the Board shall be held on the second and fourth Tuesday of each and every calendar month, or at such other time as the Board from time to time may designate. Such regular meetings may be held without notice.

## **SECTION 9. SPECIAL MEETINGS**

**A) Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the President / Co-President(s) or another Officer, or any five (5) Board members.

### **B) Notice.**

**1) Manner of Giving.** Notice of the time and place of special meetings shall be given to each and all Director(s) by one (1) of the following methods: (a) by personal delivery, email, or written notice; Co) by first class mail, postage prepaid; (c) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

**2) Time Requirements.** Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, email, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

**3) Notice of Contents.** The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the Corporation.

## **SECTION 10. WAIVER OF NOTICE**

The transactions of any meeting of the Board however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is

present, and (b) either before or after written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting, before or at its commencement, about the lack of adequate notice. If only twenty-four (24) hours notice given, waiver must be voted on at the meeting and be part of these minutes.

## **SECTION 11. ADJOURNMENT**

A majority of the Board members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

## **SECTION 12. NOTICE OF ADJOURNMENT**

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who are not present at the time of the adjournment.

## **SECTION 13. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Board may be taken without meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

## **SECTION 14. FEES AND COMPENSATION OF DIRECTORS**

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable.

# **ARTICLE VII ELECTION OF DIRECTORS**

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## **SECTION 1. BOARD DEVELOPMENT COMMITTEE**

## **SECTION 2. CONDUCTING ELECTIONS**

A) Nominations for the Board shall be made by the Board of Directors at the regular monthly meeting of the Board in August. Nominations may also be made by the Board on the night of the election.

B) Election of the Board of Directors shall be by secret ballot at the annual meeting of the Board held in September.

C) The Board of Directors shall have the authority to make any other necessary rules for carrying out the elections of the Board.

## **ARTICLE VIII OFFICERS**

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### **SECTION 1. OFFICERS**

The Officers of the Corporation shall be 1 President or 2 Co-Presidents, a Corporate Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board, such Officers as may be appointed in accordance with the provisions of Section 3 of this Article. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as President / Co-President.

### **SECTION 2. ELECTION OF OFFICERS**

The Officers of the Corporation, except those appointed in accordance with the provisions of Section 3 of this Article, shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an Officer under contract of employment.

### **SECTION 3. SUBORDINATE OFFICERS**

The Board may appoint Subordinate Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

### **SECTION 4. REMOVAL OF OFFICERS**

Subject to rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, by a two-thirds (2/3) vote of the remaining Board members, either by open vote or secret ballot.

## SECTION 5. RESIGNATION OF OFFICERS

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice, or at any later time specified in that notice; the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

## SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

## SECTION 7. RESPONSIBILITIES OF OFFICERS

**A) Board President / Co-Presidents.** At its discretion, the Board of Directors may choose to elect either one (1) President or (2) Co-Presidents to serve as Officers of the Corporation. The President or Co-Presidents shall, subject to the control of the Board, have the following powers and duties:

1. To preside at all regular and special meetings of the Board and to call special meetings of the same.
2. To direct, subject to the advice and direction of the Board, the planning of the meetings and functions of the Corporation.
3. The Board Presidents and/or Co-Presidents shall execute contracts to commit the corporation pursuant to the policy laid out in **Article VI, Section 3, Paragraph B** which is repeated below:
  - i. Department Head will submit the contract to the Leadership Committee for approval
  - ii. Each Officer, including both Co-Presidents, shall review the contract and specify changes as needed to ensure all governance, fiduciary, and logistical considerations are evaluated.
    1. Any Officer may specify that the contract should also be sent to Corporate Consul for review
  - iii. All changes will be incorporated into the contract by the Corporate Secretary, or another Officer if the Secretary is unavailable, and the contract approval form will be generated which each officer to sign.
  - iv. The contract will then be executed by a Co-President, another Officer they have designated, and any other Officers required by law or the contracting entity.
4. To serve as the official representative or appoint an official representative of the Corporation at such meetings of other groups as may be designated by the Board of Directors.

5. To promote the interests and purposes of the Corporation, and to be responsible for the progress and work of the Corporation.

6. To be an ex-officio member of all committees except the Board Development Committee.

**B) Secretary.** The Secretary shall have the following powers and duties:

1. To maintain an accurate roster of the membership of the Board.

2. To maintain an accurate list of all standing and special committees, committee chairpersons, and personnel.

3. To accurately record the proceedings of all meetings of the Board, and to record the minutes of such proceedings in writing at all regular and special meetings of the Board.

4. To give, or cause to be given, notice of all meetings of the Board required by the Bylaws.

5. To keep the seal and the records of the Corporation in safe custody.

The Secretary shall have such other powers and perform such other duties as may be prescribed the Board, the Officers, these Bylaws, and the State of California.

**C) Chief Financial Officer.** The Chief Financial Officer shall have the following powers and duties:

1. To serve as chairperson of the budget and finance committees.

2. To exercise general supervision over the receipts and disbursements of all funds of the Corporation.

3. To deposit all money and valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board.

4. To pay all bills of the Corporation and to keep a record of same.

5. To submit a report of receipts, expenditures, and condition of assets monthly to the Board.

6. To prepare for submission all necessary books, vouchers, and records for audit by an independent Certified Public Accountant at the end of each term of office or upon request by a two-thirds (2/3) vote of the Board.

**ARTICLE IX**  
**ACCOUNTING PERIOD AND INSPECTION OF BOOKS AND RECORDS**

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**SECTION 1. ACCOUNTING PERIOD**

The Corporation shall adopt a Fiscal Year for accounting and reporting purposes. The Fiscal Year shall begin on January 1 and end on December 31.

**SECTION 2. INSPECTION OF BOOKS AND RECORDS**

Every Board member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Board member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

**ARTICLE X**  
**STANDING RULES**

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The Board of Directors of this Corporation shall have the power to adopt, and from time to time amend, such rules pertaining to the purposes, activities, and affairs of the Corporation as it deems necessary and desirable, provided that such rules and regulations do not conflict with any provisions of law, or the Bylaws of this Corporation. Such rules and regulations shall be known and designated as the Standing Rules of the Corporation.

**ARTICLE XI**  
**AMENDMENT PROCEDURE**

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These Bylaws may be amended by a two-thirds (2/3) vote of those members of the Board present at any regular or special meeting of the Board, provided such proposed amendment shall have been filed with the Secretary and read by the Secretary at a previous regular meeting of the Board. An amendment to these Bylaws shall become effective immediately upon its adoption, unless otherwise provided in the amendment.

## **ARTICLE XII SUSPENSION OF BYLAWS**

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This Board reserves the right to suspend these Bylaws by a two-thirds (2/3) vote of the Board members.

## **ARTICLE XIII PARLIAMENTARY PROCEDURE**

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On all matters of procedure not otherwise covered by these Bylaws or the Standing Rules of the Corporation, the latest revised edition of Robert's Rules of Order shall be the official guide.

## **ARTICLE XIV DISSOLUTION**

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"The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and no part of the net income or assets of this organization shall inure to the benefit of any private persons. Upon the dissolution or winding up of the Corporation its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code."

In the event of dissolution, no portion of the assets or property or funds of this Corporation shall be distributed to any of the Officers, Directors, or member of the Board.

## **CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the present, elected, and acting Corporate Secretary of Christopher Street West Association, Inc., a California non-profit corporation, and the above Amended Bylaws are the Bylaws of this Corporation as adopted at a meeting of the Board held on

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 2014, at Los Angeles, California.

\_\_\_\_\_  
Corporate Secretary