

## RBPA By-laws

### Article 1 – The Organization

- 1-1 The name - The name of the organization is the Rainbow Business and Professional Association, Inc. also known as RBPA. The current mailing address is: PO Box 11148, Portland, Maine. 04104-7148.
- 1-2 The Logo – The Board of Directors has the option to change the logo, as they desire, for the welfare of the organization. Our current logo is displayed below.



- 1-3 Powers – The RBPA and its Board of Directors shall have all of the powers stated in, and shall be governed by, the Not for Profit Corporate Laws of the state of Maine.

## **Article 2 – Mission Statement**

The Rainbow Business & Professional Association is a non-profit organization dedicated to support, connect and grow the Southern Maine gay, lesbian, bisexual and transgender business and professional community and its allies through education and philanthropy.

## Article 3 – Membership

3-1 Membership statement – Membership is open to all persons interested in furthering the mission of RBPA. Additional categories of membership may be created by the Board from time to time.

### 3-2 Types of Members

- a. Individual (Social) - Any person who does not own a business may become a member upon application and payment of applicable dues. Individual social members may vote and hold elected office in the organization. This membership category may send one person to attend functions at the member rate.
- b. Individual- Entrepreneur - Any small business owner, sole proprietor, or representative of a larger business may become a member upon application and payment of applicable dues. Individual entrepreneur members may vote and hold elective office in the organization. This membership category may send one person to attend functions at the membership rate.
- c. Student – Any full time student may become a member upon application and payment of applicable dues. Student members may vote and hold elected office in the organization. This membership category may send one person to attend functions at the member rate.
- d. Business – Any small business of less than twenty-five (25) employees may become a member upon application and payment of applicable dues. That business shall send one official person to represent the business, and that person may vote and hold elected office in the organization. This category of membership may send up to four (4) people at the member rate.
- e. Associate - Any individual, couple, business or corporation located outside the state of Maine may join as an Associate member upon application and payment of applicable dues. Associate members

may not vote or hold office. This membership category may send up to two (2) people at the member rate.

- f. Honorary – The Board of Directors may grant honorary status to any individual who has furthered the goals of the organization in a manner deserving this recognition. Honorary members may not vote or hold office unless they are also a member in their own right. This category of membership may send one person to functions at the member rate.
- g. Couple – Any two individuals may join as a couple upon application and payment of applicable dues. Each person may vote and each person is able to hold elected office in the organization. This category of membership may send two (2) people to functions at the member rate.
- h. Corporate – Any corporation of more than twenty-five (25) employees may join the organization upon application and payment of applicable dues. The corporation will send one person to act as the official representative for the corporation and that person may vote and hold elected office in the organization. The corporation may send ten (10) people to functions at the member rate.
- i. Non-Profit – Any non-profit organization may join the organization upon application and payment of applicable dues. The organization will send one person to act as the official representative for the organization and that person may vote and hold elected office in the organization. The non-profit organization may send two (2) people to functions at the member rate.

3-3 Membership Dues – Members shall be required to pay annual dues as set by the Board of Directors. Membership dues are renewable annually at a time set by the Board of Directors.

3-4 Revocation or suspension of membership –

- a. Any member whose conduct is considered to be unethical, unprofessional, in opposition to the purposes of the RBPA or detrimental to the objectives of the RBPA may have his/her membership revoked or suspended by a 2/3 vote of the entire Board.
- b. Any member who becomes the subject of Board action for revocation or suspension of his or her membership shall first be given written notice and an opportunity to be heard prior to any Board vote to revoke or suspend the member.
- c. The Board has discretion to suspend or revoke any membership without notice or opportunity to be heard for reasons, including but not limited to: Nonpayment of dues; nonpayment or chronic delinquency in payment of a debt owed to RBPA

## **Article 4 – Member Meetings**

4-1 Regular Monthly Meetings – The RBPA holds monthly meetings from

September through May of each year, unless otherwise scheduled. The purpose of such meetings shall be to further the mission, vision or values of the organization. The group may conduct business at such meetings provided that proper notification has been sent to the membership and a quorum is present. (A quorum is defined as ten percent (10%) of the voting membership as of the beginning of the organizations meeting year.

4-2 The Annual Meeting – The annual meeting of the membership shall be

held each year in November at a date and time and place to be determined by the Board. The Nominating Committee will prepare a slate of Directors which will be presented to the membership at least thirty (30) days prior to the meeting. Ten per cent (10%) of the membership, at the time of the meeting, and a simple majority of the Board shall constitute a quorum for transaction of business at such a meeting.

4-3 Special Meetings – Special meetings of the members may be called by

the President or the Board upon presentation of a written request of at least ten percent (10%) of the members. Such a request will specify the agenda for the requested meeting. The Board shall set the date; time and place of the meeting and the date must be at least ten (10) days following the receipt of the request and no later than thirty (30) days following the receipt of the request unless the parties agree otherwise.

## **Article 5 – Communication within the Organization**

5-1- Notice of Meetings to the membership – Notice of the place, date, and time of any annual, special or monthly meetings at which the Board may conduct business, shall be given prior to any such meeting and may include the agenda of business before the Board. The RBPA calendar of events and incidental mailings shall be sufficient notice to the membership for regular meetings of the Board and for all meetings of the membership that do not routinely include actions by the Board.

5-2 All required notices or any required written notices to the membership or to members of the Board of Directors may be in writing and sent via US Mail or may be by e-mail.

## **Article 6 - Voting**

6-1 Voting for the election of Board members – This shall be by written ballot at the annual meeting.

6-2 Other matter needing membership approval- This may be done at any meeting at the direction of the Board after the required notice.

6-3 Proxy Voting - Voting by proxy is allowed but is limited as follows:

Proxy votes must be in writing and delivered to the Secretary of RBPA.

The proxy vote must pertain only to specific motion(s) before the Board.  
Unlimited proxy voting is not allowed.

## **Article 7 – The Board of Directors**

7-1 Number of members – No fewer than seven (7) no more than twelve (12) voting members in good standing.

7-2 Term of office – A full elected term is for two (2) years. If a member is elected to fill an office vacated by another Board member that has left in mid year; they finish that year out and then start a new two year term, if elected by the membership. Terms will be staggered to prevent the possibility of the entire Board being replaced in any one year. There will be no term limits for Board members of Officers.

7-3 Election of Board Members – Members of the organization may be invited to join the board when there is a vacancy caused by a resignation or when a member of the organization is recognized as being a possible good addition to the board. They begin serving on the board but then must be confirmed by the membership at the next annual meeting of the organization. Election to the Board shall be by a simple majority of ballots. Ties shall be broken by a majority vote of the current Board of Directors.

The process shall be:

Present candidates for election at the October meeting and then the ballot is mailed to the membership at least thirty (30) days prior to the general meeting in November to allow anyone not able to attend the November meeting to cast a vote by proxy.

The Secretary will oversee the election process at the November meeting and assist the Board as needed.

7-4 Filling a vacancy - Vacancies occurring on the Board may be filled by a vote of a majority of the Directors. A Director elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor. At least twenty-one (21) days notice shall be given between announcement of a vacancy and election by the Board. During this time, announcement of said vacancy will be publicized to the membership. Eligible members may file for a

vacancy by giving notice to any officer up to seven (7) days before the Board meeting when the election will be held. No vacancy in the Board may be filled by the Board unless every Director has been given notice of the resignation within seventy-two (72) hours of the resignation.

7-5 Removal – After notice and an opportunity to be heard, a Director may be removed for cause by a simple majority of votes cast by the membership or by a 2/3 vote of the full Board. Cause for removal may include, but shall not be limited to:

Three unexcused absences from regularly scheduled BOD meetings in one year.

Failure to carry out responsibilities or directives from the Board.

7-6 – Resignations – Any Director may resign from office at any time by delivering a written notice of resignation to the President. Resignation is effective upon receipt unless otherwise specified in the notice.

7-7 Meetings of the Board of Directors – Regular meetings of the Board shall take place once a month at a place, date, and time as it shall determine. Notice of regular meetings shall be given in such manner as the Board determines. Special meetings of the Board may be called by the President or by any three (3) Directors by giving notice to each Board member. Any special meeting shall be noticed, either in writing/e-mail at least five (5) days prior or orally at least two (2) day prior to the meeting. The Board may hold a “closed” session during a Board meeting when deemed appropriate by resolution of a majority of the Board members present. At “closed” sessions, only Board members shall be present.

7-8 Quorum of the Board - A simple majority of all Directors in office shall constitute a quorum at Board meetings; and unless otherwise required by law or these by-laws, a simple majority will act for the Board.

7-9 – Compensation – Directors and Officers shall not be compensated for their services as Directors. Directors may receive advances or reimbursements for expenses authorized on behalf of RBPA.

## **Article 8 – Officers**

8-1 The officers of RBPA shall be that of President, Vice President, Secretary, and Treasurer. All officers shall be Directors. No member of RBPA may hold more than one Board position. The officers shall have the following powers and duties.

- A. President: The president shall preside at all meetings of the members, Board of Directors, and Officers, and shall have general supervision of the affairs of RBPA and shall keep the Board fully informed about the activities of the RBPA. The president shall carry out the policies as set by the Board. The president shall have the power to bind the organization in contract which are authorized either generally or specifically by the Board. The president shall perform all usual and customary duties of the office and all other duties as shall be assigned by the Board of Directors.

The president shall not make any decision or take any action which significantly modifies or affects any matter of policy either under these by-laws or pursuant to a duly adopted vote of the Board.

The president may seek verbal authorization from a majority of the Board in order to act on any matter arising outside the scope of the president's authority between Board meetings or whenever necessary, as determined in his/her discretion. Any such authorization shall be present to the Board at the next regularly scheduled Directors' meeting for ratification and inclusion in the minutes.

- B. Vice President: The Vice President shall have the usual and customary powers and duties of this office and such powers and duties as may be assigned by the President of the Board of

Directors. In the absence of the President, the Vice President shall perform the duties of the President.

- C. Secretary: The Secretary shall keep a written record and/or minutes of all meetings of the members and of the Board of Directors. The secretary shall be responsible for any customary duties and any assigned duties by the President and or board. The Secretary will oversee the election process at the November meeting and assist the Board as needed.
- D. Treasurer: The Treasurer shall be responsible for full and accurate accounts of receipts and disbursement of the RBPA and for the deposit of all moneys and other valuables of the RBPA in the name of and to the credit of the organization in such banks or depositories as the Board shall designate. At all meetings of the Board of Directors, the Treasurer shall exhibit the organization's books and accounts to any member of the organization and shall perform duties incident to the position of Treasurer. The Treasurer shall, when required, give such security for the faithful performance of his/her duties. The Treasurer's signature shall be required on all instrument s of disbursement from all RBPA accounts. If the Treasurer is conducting business with/for RBPA outside the Treasurer's duties all RBPA check for such services rendered must be signed by the Treasurer and the Vice President. The Board may review all expenditures in excess of \$250. Whether or not arising from the usual and ordinary course of business.

## **Article 9 – Employees and other Agents**

The Board of Directors may hire such employees and/or other agents as it deems necessary, each of whom shall hold the stated position at the pleasure of the Board. Such employees or agents shall have such authority and perform such duties and receive such reasonable compensation as the Board may determine. Any employee or other agents serve at the will of the Board.

If a relative, Domestic Partner, or Business Partner of a board member is looking to be hired to do business for the board; that Board member should refrain from the vote where that business is assigned.

## **Article 10- Committees, Task forces and other groups**

The organization may authorize the creation of committees, task forces or any other group as it deems necessary. Each of these groups shall be specifically created by the Board and shall sever at the pleasure of the Board for as long as their work is needed.

10-1 Standing Committees: The organization permanent committees are: Finance, Membership, Public Relations and Events. Each committee shall be chaired by an Officer or member of the Board of Directors.

10-2 Ad Hoc Committee, task forces and other work groups – The Board of Directors may create ad-hoc committees as they see necessary. Any of these groups shall be appointed by the Board and shall exist only for the time necessary to accomplish its mandate.

10-3 Committee Reports – Any and all committees, standing or ad hoc, that are actively working on business of the membership and or the Board of Directors shall make reports to the Board, as appropriate. Committee reports shall be entered as a part of the minutes of the Board meeting.

## **Article 11 – Membership information and Mailing lists**

The organization shall maintain list of members and of other persons and organization as necessary. All such lists shall be kept confidential and shall never be given or sold to any third party. Mailing for other persons and organizations which support the mission of the organization may be prepared by the organization but only with specific Board approval. Improper use of the lists maintained by the organization shall be grounds for expulsion from membership.

## **Article 12 – Fiscal year**

The fiscal year of the organization shall be established by the Board of Directors. The Board may authorize an audit, review or compilation to review the financial standing and procedures of the organization.

### **Article 13 – Parliamentary Authority**

All questions of parliamentary form shall be governed by the President/chair.

#### **Article 14 – Indemnification**

The organization may, to the fullest extent now or hereafter permitted by law, indemnify any person make, or therein to be made, a party to any action or proceeding arising out of the normal and authorized execution of he/her duties as a director, officer, employee or of the organization against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

## **Article – 15 Amendments**

The by-laws may be amended by vote of a simple majority of the voting members at a meeting of the membership duly called for the purpose of amending these by-laws. Notice of the proposed amendments(s) must be included in the notice of any such membership meeting and a quorum must be present at such meeting which consists of at least ten percent (10%) of the voting members and a majority of the board. Up to date by-laws shall be kept by the organization and in the records of the organization and in additional copy shall be available at all regularly scheduled meeting of the Board.