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## Association By-Laws

### ARTICLE I - Purpose

G.O.A.L. - New England is a social and community organization comprised of present and former public safety system employees. It functions as a support group for gay, lesbian, bisexual and transgender (GLBT) sworn law enforcement officers, firefighters, publicly employed emergency medical technicians as well as civilian employees of federal, state and local public SAFETY agencies.

G.O.A.L - New England provides peer support to members to include assistance with discrimination in the workplace and support in times of personal crisis, serves as a forum for members to share their knowledge and experience, and to discover solutions to problems faced by members and agencies.

G.O.A.L. - New England is a charitable association that provides comprehensive training programs for public safety professionals in all New England states, to the International Association of Chiefs of Police, to any public safety organization, to private affiliated organizations and to the community at large to enhance their knowledge of GLBT issues and laws.

## ARTICLE II - The Association

Section 1. Name The name of this Association, which is a non-profit organization, will be The Gay Officers Action League of New England and herein referred to as the Association.

### Section 2. Membership

a. Membership is open to any person who is an active or past active employee of any agency within the public safety service. Membership may not be denied on the basis of race, color, creed, religion, national origin, gender or sexual orientation.

b. Persons desiring to be admitted to membership shall fully complete an application and provide proof of eligibility. The Secretary of the Association shall be responsible for confirming an applicants' eligibility.

c. The Secretary of the Association shall present the application, and when possible, the applicant, to the membership for approval. Approval shall be by a majority vote of those present at a general meeting of the Association.

d. Any member may resign at any time by giving notice to the Secretary of the Association. Such resignation shall be effective upon receipt by the Secretary.

e. A member in good standing shall be one whose dues are current and one who has not been suspended by the Association for cause.

## ARTICLE III - Meetings

Section 1. Place of Meetings. General meetings of the Association shall be held on dates and times at a suitable place convenient to the membership as may be designated by the directors of the Association. Meetings will be held at least monthly, with proper notice given to Association members.

Section 2. Annual Meeting. The annual meeting shall be held on a date in May designated by the directors for the Association. Such annual meeting shall be held at such place and time as the Association may, through its directors, elect.

Section 3. Notice of Annual Meeting. Not less than twenty-one (21) days in advance of the annual meeting written notice stating the time, place and purpose of such meeting shall be given by or at the direction of the Secretary of the Association or by any other person or persons required or permitted by these By-Laws to give such notice. Notice shall be given by e-mail. In those instances where an e-mail address is not available or has not been furnished to the Association by the member, notice shall be given by U.S. Mail. Notice of the time and place of said annual meeting may be waived in writing by any members of the Association, either before or after the holding of such meeting, which writing shall be filed with or entered upon the records of the meeting. The attendance of any member of the Association at such meeting without protesting, either prior to or at the commencement of the meeting, the lack of proper notice, shall be a waiver by him/her of notice of such meeting.

Section 4. Special Meetings. Special meetings of the members of the Association may be held to transact business that needs immediate attention. Members requesting a special meeting should contact a director of the Association who with proper notice can inform the membership of the special meeting if deemed necessary.

Section 5. Adjourned Meetings. If any meeting of members of the Association cannot be organized due to the failure to obtain a quorum, the members who are present, either in person or by proxy, may adjourn the meeting to a time not less than seventy-two (72) hours from the time that the original meeting was called. If any meeting is adjourned, notice of such adjournment need not be given to those present if the time and place to which such meeting is adjourned are fixed and announced at such meeting, but notice will immediately be sent to absent members.

Section 6. Order of Business at Annual or Regular Meetings. The order of business at all regular meetings and the annual meeting of members of the Association shall be as follows:

- a. calling of meeting to order;
- b. proof of notice of meeting or waiver or notice and certification of proxies;
- c. reading of minutes of preceding meeting;
- d. reports of officers and committees;
- e. election of officers and directors;
- f. unfinished and/or old business;
- g. new business.

- Section 7. Order of Business at Special Meeting. The business at each special meeting shall be that business specified in the notice thereof.
- Section 8. Parliamentary Procedure. Robert's Rules of Order shall be followed for parliamentary procedure in the conduct of meetings, unless otherwise superseded by these By-Laws.
- Section 9. Proxies. Votes may be cast by proxy. Designation of a proxy shall be made in writing to the Association and shall be revocable at any time by actual notice to the Association. Revocation shall not affect any vote or act previously taken or authorized.
- Section 10. Quorum. A quorum shall be deemed to be present throughout any meeting of the Association, until adjourned, if at least three (3) directors are present in person. All business at a general meeting of the Association, except as otherwise specified in these By-Laws, shall be by a majority vote of the eligible voters present at the general meeting.

#### ARTICLE IV - Board of Directors

- Section 1. Function and Number. The affairs of the Association shall be managed by a Board of Directors consisting of a President; Vice-President; Secretary; Treasurer and five at-large representatives. The board will also have a position of "Past President" that will serve as an advisor to the board. This position will be considered an alternate for voting purposes and only vote if needed to meet a quorum or in the event of a tie.
- Section 2. Election and Term. Election of Directors shall be conducted at the annual meeting of the Association. The term for the President, Vice-President and Past President shall be one (1) year. The term for the Secretary, and three of the at-large representatives shall be two (2) years. Said positions shall be elected during odd numbered years. The term for the Treasurer and the remaining two at-large representatives shall be two (2) years. Said positions shall be elected during even numbered years. Directors may serve additional terms, either consecutively or non-consecutively, if so elected. No person shall be elected to more than one position on the Board of Directors concurrently.
- Section 3. Nominations. The nomination period for the office of Director shall open at the monthly meeting in March and close at the end of the monthly meeting in April, immediately preceding the annual meeting. Nominations will not be accepted from the floor at the annual meeting. The Secretary, or another designee, will record

such nominations and design a ballot to be mailed to all active members. The deadline for the return of ballots shall be forty-eight (48) hours prior to the commencement of the annual meeting if the ballot is mailed to the Association. Ballots will be received at the annual meeting if delivered in person. The Secretary, or another designee, will open and count all ballots at the annual meeting and announce the results to the membership. A recount of a specific office may be initiated by a motion from the floor with a proper second. The President and Vice-President shall recount the ballots in the presence of the members present at the meeting.

Section 4. Resignation. Any Director may resign at any time by giving notice of such resignation to the Secretary. Such resignation shall become effective upon receipt by the Secretary.

Section 5. Replacement. Except for removal as provided in the next paragraph, vacancies on the Board of Directors occurring between annual meetings shall be filled by the remaining Directors. The length of the appointment will be until the next annual meeting. Vacancies shall be filled by a member of the organization by the Board of Directors. The Board of Directors may appoint another Board member to fill the vacancy, thereby allowing a Director to serve in more than one position concurrently

Section 6. Removal. Any Director may be removed with or without cause by vote of sixty (60) percent of the membership present at a special meeting called for that purpose. Any vacancy so created shall be filled by members of the Association at the same meeting.

Section 7. Directors Meetings.

a. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or e-mail at least three (3) days prior to the day named at such meeting.

b. Special meetings of the Directors may be called by the President to deal with business that needs immediate attention. Notice of the meeting shall be given personally, or by mail, telephone or e-mail at least 48-hours in advance of such meeting, which notice shall state the time, place and purpose of the meeting.

c. Any Director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

d. A quorum for purposes of Directors' meetings shall consist of three (3) members of the board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors. Majority vote will prevail except where approval by a greater number of Directors is required by the Association By-Laws. If at any meeting of the Board of Directors less than a quorum is present; the majority of those present may adjourn the meeting to a time when a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.

e. The order of business at a Director's meeting shall be:

1. Calling of roll;
2. proof of due notice of meeting;
3. reading and disposal of any unapproved minutes;
4. reports of officers and committees;
5. election of officers;
6. unfinished business;
7. new business; and adjournment.

f. Powers and duties of the Board of Directors. All of the powers and duties of the Association existing under the By-Laws of the Association shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to the approval of the full membership when such is specifically required.

g. No compensations shall be paid to any member of the Board of Directors for serving as such. Directors and members may be reimbursed for reasonable expenses incurred in connection with the affairs of the Association. The Board of Directors may determine the salaries or other compensation of each employee or appointed agent of the Association. No employee or agent of the Association shall be prevented from receiving compensation by reason of the fact that he/she is also a director.

## ARTICLE IV - Officers

- Section 1. President. The President shall be the chief executive officer of the Association. He/She shall have all the powers necessary to appoint committees from among the members of the Association and to preside at all meetings of the Association. The President shall be the chairperson of the Board of Directors. The President shall be empowered to sign checks for the Association in the absence of the Treasurer. The President shall be the official spokesperson for the Association.
- Section 2. Vice-President. In the absence of the President, the Vice-President shall have all the duties and responsibilities of the President; except that he/she shall not be empowered to sign checks or disburse funds. In the event that the office of the President shall become vacated, the Vice-President shall assume all of the duties, powers, and responsibilities of the President until the next annual meeting.
- Section 3. Secretary. The Secretary shall keep minutes of all meetings of the Association and keep detailed records of the actions of the Board of Directors, and shall have charge of such books and papers as the Association may direct; and shall be responsible for sending all notices as required by law and by these By-Laws.
- Section 4. Treasurer. The treasurer shall have responsibility for all Association Funds and securities; shall be responsible for keeping full and accurate records and books of accounts showing all receipts and disbursements; and shall be responsible for the preparation of all required financial data.
- Section 5. Past President: The past president serves as an advisor to the sitting Board of Directors. For voting purposes the position shall be considered an alternate and can only vote when it is necessary to meet a quorum or in the event of a tie vote. The position of Past President shall be filled by the immediate past president of the Association or if he/she is unable due to personal choice or due to election as another director the current President may appoint another past president of the Association to fill the seat.

- Section 6. Execution of Documents. All agreements, contracts and other instruments of the Association shall be executed by such person or persons as may be designated by the Board of Directors.
- Section 7. Compensation of Directors. No Director shall receive any compensation from the Association for acting as such unless and until authorized by vote of the Board of Directors.
- Section 8. Liability of Members, Officers, Employees and Agents of the Association. Neither the members of the Association nor the Directors, officers, or employees, or the Association shall be liable to G.O.A.L. - New England nor the members for any mistake of judgment, negligence or otherwise, in the performance of any function in those capacities, except for their own willful misconduct, negligence or bad faith. The Association shall indemnify and hold harmless each of the members, Directors, officers, or employees of the Association from any and all contractual liability arising out of the contracts made by the Directors, officers, employees or agents on behalf of the Association unless such contract is in violation of the express provisions of these By-Laws or any other law.

#### ARTICLE V - Dues

Dues shall be paid annually at a rate to be determined by the Board of Directors. Dues shall be paid for a calendar year - January 1st - December 31st. New members may pay one half the dues for the year if he/she becomes eligible to pay dues after June 30th of a calendar year.

#### ARTICLE VI - Committees.

Committees shall be appointed annually by the President. A committee shall have at least three (3) members. It may, but need not, establish written working rules and guidelines. A majority of members of any committee shall constitute a quorum at all meetings of said committee. When a quorum is present at any committee meeting, the votes of the majority of the members present and voting shall be necessary and sufficient for the decision of any questions brought before the meeting. A report of all material actions taken by any committee shall be made to the Secretary no later than the next meeting of the Board of Directors.

#### ARTICLE VII - Confidentiality.

The identity of all members of the Association and the business of the Association shall be held strictly confidential. The membership list shall be held strictly confidential and shall not be lent or sold to any outside person,

organization, entity, or any other party. Any unwarranted breach of this confidentiality may be cause for removal as a member, director, employee or agent of the Association.

#### ARTICLE VIII - Audit

- Section 1. All books and records of the Association shall be available for viewing by any member of the Association, upon written request and at reasonable times and places.
- Section 2. Should any member, at any time, desire a formal, professional audit of the books and records of the Association, the member may, at his/her own expense, cause an audit to be made.
- Section 3. The Board of Directors may cause an audit to be made of the books and records of the Association, at any time, by a vote of the Board, the cost of said audit to be borne by the Association.

#### ARTICLE IX - Fiscal Year.

The fiscal year of the corporation shall be a calendar year running from January 1 until December 31.

#### ARTICLE X - Rules and Regulations

The Board of Directors may adopt, from time to time, reasonable rules and regulations to govern the operation and management of the Association not dealt with in these By-Laws.

#### ARTICLE XI - Amendments.

- Section 1. Proposed Amendment. Any proposed amendment to these By-Laws must be submitted to the Board of Directors at a scheduled meeting and noted in the minutes of said meeting. The person(s) requesting the amendment should be prepared to provide an explanation of the anticipated benefits and detriments of the proposed change. The proposal must be signed by the sponsors, who must be members of the Association.
- Section 2. Board Action. The Board of Directors shall discuss and provide an assessment of the proposed changes and formulate a report to the membership that includes a recommendation regarding approval. Notice of the report shall be provided to the Secretary in sufficient time to be included in the agenda for the next regular meeting. The final proposal shall be read to

the membership at two (2) consecutive regular meetings before being voted upon.

- Section 3. Required Vote. The By-Laws may be amended by a two-thirds (2/3) vote of the members present at any meeting, providing that notice describing the proposed amendment(s) has been given in writing with the notice of the meeting.
- Section 4. Emergency Action. In any case where the Association's legal existence or tax exempt status requires a change in these By-Laws, and the directors reasonably believe that time is of the essence, then they make such change by majority vote.

#### ARTICLE XII - Miscellaneous

- Section 1. Invalidity. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these By-Laws.
- Section 2. Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these By-Laws, or the intent on any provisions hereof.
- Section 3. Waiver. No restrictions, conditions, obligation or other provision contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.
- Section 4. Dissolution. In the event the Association should decided to dissolve, any and all remaining funds in any account, after all liabilities have been satisfied, and any remaining assets belonging to the Association shall be donated to a group in New England that is similar in mission as to that of G.O.A.L. - New England. If no similar organization is found, our remaining funds and assets will be donated to the Gay Officers Action League of New York.

