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Title: Lily White & Company By-Laws Revisions

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Article IV - Governing Authority

As herein provided, the organization shall be governed by Officers and a Board of Directors hereinafter referred to as the Board. The Officers shall be President, *Vice-President*, Treasurer and the Secretary. The Board of Directors shall include the Officers, *three (3)* [four (4)] Members at Large, the Artistic and Managing Directors, *and any appointees to the Open/Community seats*. The Board shall be charged with the responsibility of the overall management of the organization. A regular meeting of the Board shall, without notice, be held the second Tuesday of the odd numbered months.

Article V - Officers

The President, *Vice-President*, Treasurer and Secretary shall be elected for two (2) year terms by the Board immediately following the Annual Meeting. The President and Secretary shall be elected on the **odd** numbered year and the *Vice-President and* Treasurer shall be elected on the **even** numbered year.

- A] *President* - The President shall be the Chief Executive Officer for Lily White & Company, Inc. As such, he/she shall have all powers necessary to make and sign contracts, leases and other necessary instruments in the name of and on behalf of Lily White & Company, Inc. with the advice and consent of the Board. He/she shall be the principle spokesperson for the Company. The Board may make an exception and by resolution, may invest such powers in some other officer(s) or agent(s) besides the President. *The President shall present the Board approved Company Annual Calendar of events to the membership in time for approval by August 31st.*

The President is an ex-officio member on all committees.

The President may serve a maximum of two (2) consecutive terms.

- B] *Vice-President* - *The Vice President shall be the presiding officer in the absence of the president and as such, shall enjoy the full rights of the presidency. He/she, in the event of the resignation or removal of the president, shall serve as the temporary Chief Executive Officer for Lily White & Company, Inc. until the Board fills the vacancy of that office.*

Renumber all subsequent paragraphs accordingly.

Article V - continued

- C) [B]] Secretary - The Secretary shall keep a record of all meetings, hold in custody all papers and documents belonging to the organization, and perform such duties as may be assigned by the Board. In the absence of the Secretary, the President shall appoint an Interim Secretary to record the proceedings of such meetings.
- D) [C]] Treasurer - The Treasurer shall be the Chief Financial Officer of Lily White & Company, Inc. and shall, 1) hold in custody all funds of the organization, 2) keep an account of all expenditures and receipts and make such payments that may be authorized by the Board or be within spending authority so delegated by the Board, and 3) render written financial statements of the organization at all meetings of the Board and Membership Meetings. An audit of the organization's financial records shall be performed annually by a licensed independent auditor. The Treasurer shall be a member of the Finance Committee.
- [D)] Artistic Director - The Artistic Director shall also serve as the Executive Director, serving as the chief operating officer of the organization and is therefore responsible for the day-to-day operations of the organization and as such is responsible for the overall management and decision-making related to these operations. The Artistic Director serves at the pleasure of the Board and shall keep the Board informed of all events, decisions and trends of the organization and its staff.]
- [E)] Managing Director - The Managing Director is responsible for 1) the coordination of fund raising projects for Lily White & Company, Inc. and serves as an ex-officio member of any special fund raising committees that might be appointed, 2) public relations including, but not limited to, press releases, flyers, posters, invitations, etc. The Managing Director is also a member of the Finance Committee. The Managing Director reports directly to the Artistic Director. The Managing Director serves at the pleasure of the Board and shall keep the Board informed of all projects.]
- E) [F]] Concurrent Terms - A Board member may only hold one (1) elected office during their term. The Managing Director, Artistic Director and any other future appointees can not **hold an elected office at the same time they hold an appointed position.** [be elected to an office.] **However, an officer of the Board can hold an appointed position temporarily to fill a vacancy until the Personnel Committee fills the vacancy.**

Article V - continued

- F) [G)] Vacancies - Vacancies in offices shall be filled by the President, with the advice and consent of the Board, at the time of any vacancy. **The exception will be the replacement of the President which shall be filled by the Vice-President until the Board elects a new President.** The person shall fill the vacancy until **the Board fills the position from the available members on the Board.** [the general membership elects an individual to fill the vacancy.] The duly elected individual shall fill the vacancy to completion of the vacated term of office. [The Board shall follow the procedure outlined in Article IX, Section A.]

If a current member of the Board is asked to serve temporarily in the capacity of an elected officer, that individual holds only one (1) vote on matters before the Board or before the Company, except where multiple votes are allowed under the rules of proxy as set forth in Article VII Section F.

Article VI - Appointees

An Artistic Director and a Managing Director shall be appointed by the Board. The Artistic Director shall be appointed at the March Board meeting; the Managing Director at the September Board meeting.

The President shall appoint a Personnel Committee consisting of at least one (1) Board member at the March meeting. The Committee shall assemble applications and/or resumes from persons interested in the aforementioned positions. The applicants do not have to be present members of Lily White & Company, Inc. However, they must agree, in principle, to the statement of purpose as presented in Article II of the By-Laws.

- A) Artistic Director - The Artistic Director shall also serve as the Executive Director, serving as the chief operating officer of the organization and is therefore responsible for the day-to-day operations of the organization and, as such, is responsible for the overall management and decision-making related to these operations and has full voting privileges in both Board and Company matters. The Artistic Director serves at the pleasure of the Board and shall keep the Board informed of all events, decisions and trends of the organization and its staff.

Article VI - continued

- B) Managing Director - The Managing Director is responsible for 1) the overall fiscal oversight of Lily White & Company, Inc. and, as such, shall serve as a member of the Finance Committee, 2) the coordination of fund raising projects for Lily White & Company, Inc. via their membership on the Ways and Means Committee, and 3) the oversight of the Public Relations Committee. **The Managing Director shall submit a draft Company Annual Calendar of Events to the Board for approval at the July meeting.**

The Managing Director reports directly to the Board and has full voting privileges in both Board and Company matters. The Managing Director serves at the pleasure of the Board and shall keep the Board informed of all projects.

- C) Vacancies - Vacancies in an appointed position shall be filled by the President, with the advice and consent of the Board, at the time of any vacancy. The person shall fill the vacancy until the Personnel Committee selects an individual to fill the vacancy to the completion of the term. The Personnel Committee will use the same process as described in the introduction of Article VI to fill the vacancy.

If a current member of the Board is asked to serve temporarily in the capacity of an appointed position, i.e. Artistic or Managing Director, or any other future appointed position holding voting privileges on Company matters, that individual holds only one (1) vote on matters confronting the Board or the Company, except where multiple votes are allowed under the rules of proxy as set forth in Article VIII Section C.

Article VII - Board of Directors

- A) Powers and Duties - The Board shall conduct the business of the organization including determination of policy, raising and expending funds and other activities necessary to serve the purposes of the organization. Any action of the Board may be overturned by a majority vote of a properly convened membership meeting. No member of the Board, except for the duly elected President, shall speak for or represent the organization unless so authorized by the President or the Board.
- B) Membership - The Board shall be composed of seven (7) elected Members-at-Large (three of which are Officers), the Artistic and Managing Directors, and **up to** twelve (12) open seats, five (5) of which shall be Community seats. Therefore, membership on the Board shall be defined as either elected or appointed.

Open seats are defined as seats on the Board of Directors filled by community and/or Lily White members.

Community seats are defined as seats filled by individuals having an asset or talent that is perceived beneficial to the purpose of the organization but who are not members of Lily white & Company, Inc.

- 1) Elected - Seven (7) Members-at-Large shall be elected for two-year terms which are staggered. Thus, approximately half of the elected members are chosen at each Annual Meeting. Members-at-Large may serve a maximum of two (2) consecutive terms.
- 2) Appointed - The Board shall also consist of five optional[ly open or] Community seats. These seats shall be filled by a 2/3 majority vote of the Board and with individuals whose talents are determined to be germane to the overall operation of Lily White & Company, Inc. These seats shall not be used to determine a quorum.

Open and Community members shall: 1] serve a two-year (2-year) term and serve a maximum of two (2) consecutive terms, 2] enjoy the full rights and privileges afforded to elected members of the Board, 3] be held accountable via the provisions stated in the By-Laws, 4] agree, in principle, with the Statement of Purpose as presented in Article II and, as such, shall 5] enjoy the full rights and privileges of full Company membership.

Article VII Section (B)(2) - continued

- [Community members shall: 1] serve a two-year (2-year) term and serve a maximum of two (2) consecutive terms, 2] enjoy the full rights and privileges afforded to elected members of the Board, 3] be held accountable via the provisions stated in the By-Laws, 4] agree, in principle, with the Statement of Purpose as presented in Article II and, as such, shall 5] enjoy the full rights and privileges of full Company membership.]
- C] Vacancies - In the event of a vacancy of a Member-at-Large or **Open** [Community] seat, the President shall declare the position vacant and a Nominating Committee shall aggressively search for individuals to fill the remaining length of the term vacated.
- 1] A slate of candidates for Member-at-Large shall be first submitted to the Board for approval before it is passed on to the general membership. Election of the new Member-at-Large shall occur by a simple majority vote.
 - 2] Nominating Committee shall follow the procedure outlined in Article VII (B)(a) to fill Community seats.
- Both procedures shall occur within 60 days from the date of receipt of resignation or termination.
- D] Meetings of the Board of Directors - The President shall call at least bi-monthly meetings. Special meetings may be called upon written application by any four (4) Board members. The Secretary shall be responsible for providing any notice required by these by-laws which shall be in writing.
- E] Quorum - Two-thirds (2/3) of the **current** Board **members**, exclusive of the President, shall constitute a quorum.
- F] Vote by Proxy - A Board member may vote at any Board meeting by proxy. Proxy votes must be executed in writing by that member and presented by their duly authorized representative. Board members may vote by proxy only one (1) time per calendar year. All proxies shall be filed with and retained by the Secretary.

Article VIII - Membership Meeting

There shall be a minimum of one (1) membership meeting annually. Special meetings may be called by the President of the Board, a majority of the Board, or a majority of the members of the organization.

- A) Notices - At least two weeks' notice shall be given for general membership meetings and at least seven (7) days notice shall be given for any special membership meeting called. The Secretary shall be responsible for providing any notice required by these By-Laws which shall be in writing.
- B) Vote Required for Adoption [Quorum] - A simple majority of the current membership present at a membership meeting, for which notice has been given, in accordance with the provisions of Article VII Section (A), constitutes **adoption of a proposal**. [a quorum.]
- C) Vote by Proxy - A member may vote at any membership meeting either in person or by proxy. Proxy votes must be executed in writing by the members and presented by his duly authorized representative. No proxy will be recognized as valid after eleven months from the date of its execution unless expressly provided otherwise in the proxy or unless revoked, in writing, by the member. All proxies shall be kept in the control of the Secretary.

Article IX - Elections

The President shall appoint, with the advise and consent of the Board, a Nominating Committee to present a slate of candidates for seats on the Board, the terms of which are about to expire. Nominees must be members of the general membership for one (1) year. **The Nominating Committee shall present the slate to the Board for approval before it is sent to the General Membership for its perusal.** The slate shall be submitted at the Annual Meeting. Nominations shall also be accepted from the floor, provided there is someone to second it and the nominee is present.

Article X - Resignation and Removal of Board Members

- A) Resignation - Any Board Member wishing to resign from their elected post will do so by letter to the President of the Board. The President will inform the Board and instruct the Nominating Committee chair to begin the process of development of a slate of names to fill the vacated seat/term. The general membership will be presented with the slate and will vote by simple majority vote. The new Member at Large will complete the length of the unexpired term.
- B) Criteria for Removal - Any Board member of Lily White & Company, Inc. may be removed from office by the Board due to 1) unexcused absences from more than two (2) Board meetings per calendar year, 2) failure to carry out their duties and responsibilities of the position, 3) failure to uphold and support the purpose of Lily White & Company, Inc., 4) conflict of interest, 5) convicted of a felony.
- C) Removal of Board Members - Board members may be removed by a simple majority vote of the Board members present. No proxies will be accepted in order to remove a Member of the Board.

Article XI - Committees

- A) Finance Committee - ***The Finance Committee major function is 1) budget development and implementation; 2) budget overview; 3) financial review/audit of the records on a timely basis. The Finance Committee shall present a draft operational budget to the Board for approval at the July meeting. A draft performance budget shall be presented to the Board for approval at the September meeting.*** The Finance Committee shall be a standing committee consisting of the Treasurer, Managing Director, one (1) Member-at-Large or one (1) Community Board members, and at least two (2) other individuals appointed by the Chairperson. The Chairperson shall be appointed by a majority vote of the whole Committee in August and will be subject to approval by the Board of Directors in September.

Article XI Section (B) - continued

The Ways and Means Committee shall have the responsibility of developing a general fund raising outline for the fiscal year by **June 15th** [July 31] so Board approval can occur at the September Board of Directors meeting. The Ways and Means Committee shall meet at least six (6) times a year and will report directly to the Finance Committee.

- C] Public Relations Committee - The Public Relations Committee shall be a standing committee whose purpose will be the development and execution of public relations material relevant and in sync with the statement of purpose as outlined in Article II. The Committee shall consist of, but not be limited to, one (1) Member-at-Large or one (1) Community Board member, and at least two (2) other individuals appointed by the Chairperson. The Chairperson shall be appointed by a majority vote of the Committee in August and shall be subject to approval by the Board of Directors in September.

The Public Relations Committee shall be responsible for press releases, flyers, posters, advertising, newsletters, invitations, tickets, newsletters, advertising and all other duties germane to the operation of this groups. The Public Relations Committee shall meet at least quarterly and will report directly to the Managing Director.

- D] Nominating Committee - the Nominating Committee will be a standing committee and shall consist of, but not be limited to, at least one (1) Member-at-Large and at least two (2) other individuals appointed by the Chairperson. The Chairperson shall be appointed by a majority of the Committee in August and will be subject to the approval by the Board of Directors.

The Nominating Committee shall: 1] create a slate of nominees for election to be presented to the general membership at the Annual Meeting, 2] in the event of a vacancy, create a slate of nominees to present first to the Board (as outlined in Article VI Section (C)) for approval before it is passed on to the general membership for their perusal, 3] seek qualified individuals to fill Community seats upon the Board, 4] develop and implement a recruitment plan for the acquisition of members for the entire Company, 5] work in tandem with the Secretary and the Artistic Director at the beginning of the fiscal year to evaluate the Company roster and make necessary adjustments, 6] to recommend to the body any and all additions and/or changes to the By-Laws of the organization.