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**Lily White &
Company, Inc.**

By-laws

Lily White & Company, Inc. By-Laws

Article I - Name

The name of this Organization shall be Lily White & Company, Inc.

Article II - Purpose

The purpose of this Organization is to raise funds for AIDS patient relief and gay and lesbian civic organizations.

Article III - Membership

- A) Eligibility - Anyone who is in agreement with the purpose of this organization and who supports that purpose through the payment of annual membership dues shall be eligible for full supporting membership.
- B) Termination - Membership shall be terminated upon written request of the member.
- C) Voting Rights - Eligible members in good standing shall be entitled to vote on any matter presented before the supporting membership.

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. Also as provided herein, the performing company shall be the artistic component of the Organization, responsible for supporting the purpose as presented in Article II of these By-Laws. The Managing Director and Artistic Director shall be responsible for the management of the Performing Company.

Article V - Board of Directors

The Board of Directors shall consist of from a minimum of five (5) up to a maximum of fifteen (15) Members-at-Large, including the Officers; the immediate past president; and the Artistic and Managing Directors. The Officers shall be President, Vice-President, Treasurer and Secretary. The Board shall be charged with responsibility for the overall management of the Organization. A regular meeting of the Board shall, be held at least bimonthly.

- A) Powers and Duties - The Board shall conduct the business of the Organization including determination of policy, fiscal operations, administration, and other activities necessary to serve the purpose of the Organization. Any action of the Board may be overturned by a majority vote of a properly convened meeting of the Supporting Membership. 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) Terms - Up to fifteen (15) Members-at-Large shall be elected for two-year terms which are staggered. Thus, approximately half of the elected Board members are chosen at each Annual Meeting. Members-at-Large may serve a maximum of four (4) consecutive terms.
- 1) Elections - The President shall direct the Nominating/Membership Committee to prepare a slate of candidates for open seats on the Board. Nominees must be supporting members of the Organization. The Nominating/Membership Committee shall present the slate to the Board for approval before it is sent to the membership for its perusal. The slate shall be voted on by the supporting membership at the Annual Meeting. Nominations will also be accepted from the floor, provided there is someone to second the nomination and the nominee is present.

- C] **Vacancies** - In the event of the resignation or removal of a Member-at-Large, the President shall declare the position vacant and the Nominating/Membership Committee shall aggressively search for individuals to complete the vacated term. A slate of candidates shall be submitted to the Board and the new Member-at-Large shall be elected by a simple majority vote. This procedure shall occur within sixty (60) days from the receipt of resignation or termination.
- D] **Meetings of the Board** - the President shall call meetings at least bimonthly. Special meetings may be called upon written application by any four (4) Board members. The Secretary shall be responsible for providing written notice of scheduled Board meetings.
- E] **Quorum** - A simple majority of the Board members, exclusive of the President, shall constitute a quorum.
- F] **Vote by Proxy** - A Board member may vote by proxy at a Board meeting only once per calendar year. Proxies must be executed in writing by that member and presented by their duly authorized representative. All proxies shall be filed with and retained by the Secretary.
- G] **Resignation of Board Members** - Any Board member wishing to resign from their elected post must do so by letter to the President of the Board. The President will inform the Board and instruct the Nominating/Membership Committee chair to begin the process of developing a slate of names to fill the vacated seat/term.
- H] **Removal of Board Members** - 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 the duties and responsibilities of the position, 3) failure to uphold and support the purpose of the Organization, 4) conflict of interest, and/or

5) conviction of a felony. Board members may be removed by a simple majority vote of the Board members present. No proxies will be accepted in voting on the removal of a member of the Board.

Article VI - Performing Company

The Managing and Artistic Directors of the Performing Company shall be appointed annually by the Board. The Managing Director shall be appointed at the September meeting of the Board; the Artistic Director at the March meeting.

The Nominating/Membership Committee shall assemble applications or resumés 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 and become a supporting member upon their appointment.

- A) Managing Director - The Managing Director shall serve as the Chief Operating Officer for the Performing Company, responsible for overall fiscal, administrative, and program activities, and as such shall work in cooperation with the Finance Committee, the Ways and Means Committee, and the Public Relations Committee.

The Managing Director serves at the pleasure of the Board and shall keep the Board informed of all events, decisions, and trends of the Performing Company.

- B) Artistic Director - The Artistic Director shall be responsible for overall management and decision-making related to the artistic activities of the Performing Company. The Artistic Director serves at the pleasure of the Board and shall keep the Board informed of all events, decisions, and trends of the Performing Company.

- C] Vacancies - The President, with the advice and consent of the Board, shall select an individual to fill a vacancy in an appointed position. The selected individual shall fill the vacancy until the Nominating/Membership Committee selects an individual to fill the vacancy to the completion of the term. That Committee will fill the vacancy using the procedure described in the introduction to Article VI. If a current member of the Board is asked to serve temporarily in the capacity of an appointed position, that individual holds only one (1) vote on matters confronting the Board or Organization, except where multiple votes are allowed under the rules of proxy as set forth in Article V, Section F.

Article VII - Officers

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

- 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 is an ex-officio member of all Committees and shall appoint all Committee chairs.

- 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.

- C] **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. The Secretary shall be responsible for providing any written notice required by these By-Laws.
- D] **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 supporting membership. A review of the Organization's financial records shall be performed annually. The Treasurer shall be a member of the Finance Committee.
- E] **Service Limitations** - A Board member may hold only one (1) elected office during their term. The Managing Director, Artistic Director or any other future appointees cannot hold an elected office at the same time they hold an appointed position. However, an officer of the Board can temporarily hold an appointed position to fill a vacancy until the Nominating/Membership Committee fills the vacancy.
- F] **Vacancies** - The President, with the advice and consent of the Board, shall select an individual to fill a vacancy in an elected office with the exception of a vacancy in the presidency which shall be filled by the Vice-President until the Board chooses a new President. The individual filling the vacancy shall serve until a new Officer is elected from

among the membership of the Board. The newly elected Officer shall serve the remainder of the term of the vacated office.

- G] Term Limits - Officers may serve in any one office for a maximum of two (2) consecutive terms.

Article VIII - Supporting Membership Meeting

There shall be at least one (1) meeting of the supporting membership annually. Special meetings may be called by 1) the President of the Board, 2) a simple majority of the Board, or 3) a simple majority of the supporting membership.

- A] Notices - At least two weeks' written notice shall be given of annual supporting membership meetings and at least seven (7) days written notice shall be given for any special meeting called.
- B] Vote Required for Adoption - A simple majority of the current supporting membership present at a membership meeting, for which notice has been given in accordance with the provisions of Article IV, Section A, shall be required for adoption of a proposal.
- C] Vote by Proxy - A supporting member may vote by proxy at any meeting. Proxies must be executed in writing by the member and presented by their duly authorized representative. A proxy will be recognized as valid for eleven months from the date of its execution unless otherwise expressly provided in the proxy or unless revoked, in writing, by the member. All proxies shall be filed with and retained by the Secretary.

Article IX - Committees

- A] **Finance Committee** - The Finance Committee's major functions are 1) budget development and implementation, 2) budget overview and 3) review/audit of financial records. The Finance Committee shall present a draft budget to the Board for approval at least two (2) months prior to the end of the current fiscal year. The Finance Committee shall be a standing committee consisting of, but not limited to, the Treasurer, Managing Director, one (1) Member-at-Large and two (2) other individuals appointed by the Chairperson.
- B] **Ways and Means Committee** - The Ways and Means Committee shall be a standing committee whose major function will be the development of fund-raising events to supplement the general operating budget. The Committee shall consist of, but is not limited to, the Managing Director, one (1) Member-at-Large and three (3) other individuals appointed by the Chairperson.
- The Ways and Means Committee shall meet at least six (6) times per year and will report directly to the Board.
- 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 to and in sync with the statement of purpose as outlined in Article II. The Committee shall consist of, but is not limited to, one (1) Member-at-Large and two (2) other individuals appointed by the Chairperson.
- The Public Relations Committee shall meet at least quarterly and will report directly to the Board.
- D] **Nominating/Membership Committee** - The Nominating/Membership Committee shall be a standing committee consisting of, but not limited to, one (1) Member-at-Large and two (2) other individuals appointed by the

Chairperson.

The Nominating/Membership Committee shall: 1) seek qualified individuals to fill open seats on the Board and create a slate of nominees to be presented first to the Board for approval and then to the supporting membership to be voted on at the Annual Meeting, 2) in the event of the resignation or removal of a Board member, prepare a slate of nominees to be presented to the Board for selection (Article IV, Section A), 3) in the event of a vacancy in an appointed position, assemble applications and/or resumé's from interested persons to be submitted to the Board (Article IV, Section B), 4) develop and implement a recruitment plan for the acquisition of supporting members for the Organization, 5) work in tandem with the Secretary and the Artistic Director, at the beginning of the fiscal year, to evaluate the supporting membership roster and make necessary adjustments, 6) recommend to the supporting membership any and all additions and/or changes to the By-Laws of the Organization.

The Nominating/Membership Committee shall meet at least quarterly and will report directly to the Board.

- E] Ad Hoc Committees - The President shall appoint Ad Hoc Committees as deemed necessary.
- F] Subcommittees - All committees shall have the authority to create subcommittees as necessary to accomplish their tasks. These subcommittees can be standing or ad hoc in nature.
- G] Committee Membership - Nominees to standing and ad hoc committees, and their subsequent subcommittees, do not have to be present supporting 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.

- H) Committee Chairpersons - Committee chairpersons shall serve for one (1) year. There shall be no term limits imposed upon chairpersons of standing committees or subcommittees.

Article X - Amendments

Amendments to these By-Laws may be made at any meeting of the supporting membership, provided that at least thirty (30) days written notice shall have been given of the intended amendment. A simple majority of those present shall suffice for the adoption of any change.

Article XI - Conflict of Interest

Members of the Board of Lily White & Company, Inc. shall not engage in any activity which is viewed to be in conflict with the purpose of the Organization. Board members are required to abstain from any vote which presents a conflict of interest.

Article XII - Limitation of Personal Liability of Directors, Indemnification of Directors, Officers of the Corporation

- A) A Director or Officer of the Organization shall not be held personally liable for monetary damages for any action taken, or any failure to take action, unless 1) the Officer or Director has breached or failed to perform the duties of his/her office as defined in Article XII, Section B below; and 2) the breach or failure constitutes self-dealing, willful misconduct, recklessness or a crime. The provisions of this section shall not apply to the responsibility or liability of a Director or Officer pursuant to any criminal statute; or the liability of an Officer or Director for the payment of taxes pursuant to local, state or federal law.

B]

A Director or Officer of the Organization shall stand in a fiduciary relationship to the Organization and shall perform his/her duties as an Officer or Director, including his/her duties as a member of any Committee of the Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interest of the Organization, and which such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a Director or Officer shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- 1] one or more Officers or employees of the Organization whom the Director or Officer believe to be reliable and competent in the matters presented;
- 2] counsel, public accountants or other persons as to matters which the Director or Officer reasonably believe to be in the professional or expert competence of such person;
- 3] a Committee of the Board upon which he/she does not serve, duly designated in accordance with the law, as to matters within its designated authority, which Committee the Director or Officer reasonably believes to merit confidence.
a] A Director or Officer shall not be considered to be acting in good faith if he/she has knowledge concerning the matters in question that will cause his/her reliance to be unwarranted.
b] In discharging the duties of their respective positions, the Board, Committees of the Board, Directors and Officers may, in considering the best interest of the Organization, consider the effects of any action upon employees, upon persons with

whom the Organization has business in other relations related to the Organization, and all other pertinent factors.

- c] Absent breach of fiduciary duty, lack of good faith, or self-dealing actions taken as a Director or Officer or any failure to take any action shall be presumed to be in the best interest of the Organization.

- C] The Organization shall indemnify any member of the Board of Directors, Officer, or Director of the Organization who was, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she was a representative of the Organization, or is/was serving at the request of the Organization as a representative of the Organization, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding or if he/she acted in good faith in a manner reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal action or proceeding, have no reasonable cause to believe his conduct was unlawful. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon pleas of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interest of the Organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

- D] Notwithstanding any contrary provisions of these By-Laws, to the extent a member of the Board of Directors, Officer or Director of the Organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to, he/she shall be

indemnified against expenses (including attorney fees), actually or reasonably incurred by him/her in connection therewith.

- E] Unless ordered by a court, any indemnification by the Organization of a member of the Board of Directors, an Officer or Director of the Organization shall be made by the Organization only as authorized in a specific case upon a determination that indemnification of the representative is proper under the circumstances because he/she has met the applicable standard of conduct set forth above. Such determinations shall be made:
- 1] By the Board by a majority vote of a quorum consisting of Directors who are not party to such action, suit or proceeding or,
 - 2] If such a quorum is not obtainable, or, even if obtainable, a majority of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- F] Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Organization in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall also be determined that he/she is entitled to be indemnified by the Organization as authorized and as set forth above.

Article XIII - Corporate Dissolution

Upon the dissolution of Lily White & Company, Inc., all state and federal regulations shall be maintained and enforced by the Board. A complete fiscal report shall be completed within ninety (90) days of the motion to dissolve. Any remaining assets will be liquidated and donated to a charity(ies) designated by the supporting membership at the time of dissolution.

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