

Proposed  
**BYLAWS**

**DotOUT, Inc.**

**DORCHESTER, MASSACHUSETTS**

Adopted the 16th Day of April, 2008

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## **ARTICLE I**

### **NAME**

The name of the organization shall be “DotOUT.”

## **ARTICLE II**

### **LOCATION**

The organization shall have and continuously maintain its principal office in Dorchester, Massachusetts.

## **ARTICLE III**

### **CHARACTER**

DotOUT shall be a non-profit and non-partisan organization.

#### **Equal Membership**

All members and employees will be provided equal membership and employment opportunities. We have open membership and hire without regard to race, religion, gender, age, national origin, disability, sexual orientation, or any other category protected by federal, state, or local laws.

#### **Harassment:**

We support a harassment free environment. Please support this environment by treating everyone who is a member and you work with, with respect and dignity.

Harassment includes sexual harassment. Sexual harassment refers to unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature.

Harassment can be grounds for removing a member or termination of an employee.

## **ARTICLE IV**

### **MISSION**

DotOUT is a grassroots, member driven organization committed to the ideals of acceptance, inclusion, fairness, and equality. We believe in the strength of the gay,

lesbian, bisexual and transgender (“glt”) community in Dorchester and recognize that together through our activism and neighborliness we can positively influence local opinion on issues that are relevant to us and our community. We recognize that Dorchester's glbt residents have a long history of contributing to the very essence of our neighborhood. It is upon this foundation that we unite as a community to working with our neighbors and friends in an ongoing effort to improve the quality of life in Dorchester by continuing to build bridges to Dorchester's many communities. In so doing, we will advance the ideals of fairness and equality for all the residents of Dorchester.

## **ARTICLE V**

### **MEMBERSHIP**

Membership shall be open to any person who supports the mission of the organization. There shall be two categories of membership: General and Voting. Upon signing-up on-line or in person at a DotOUT meeting, a person shall become a General member of the organizations and be eligible to participate in all activities and discussions of the organization. A General member shall automatically become a Voting member thirty days after becoming a General Member. Any person who has been a member of DotOUT prior to the adoption of these by-laws shall automatically be deemed a voting member.

General and Voting members of DotOUT shall provide input for developing and revising DotOUT’s strategic plans and activities. General and Voting members shall also participate in the annual membership meeting and participate on committees and/or programmatic working groups to implement DotOUT activities. Voting members shall also elect members of the Steering Committee.

The Steering Committee shall be composed of members of DotOUT and shall be the governing body of the organization. In addition to other duties set forth within these bylaws, the DotOUT Steering Committee shall maintain the confidentiality of the membership lists of the organization and may not share said lists with any outside organizations or individuals, excepting when required to do so pursuant to law or court order. The DotOUT membership lists shall also only be used for purposes consistent with the mission of the organization. Individuals, organizations and/or campaigns that wish to contact the membership of DotOUT regarding a matter that is consistent with the mission of the organization must gain the support of a majority of the Steering Committee to contact the membership on behalf of the individual, organization and/or campaign.

## **ARTICLE VI**

### *GOVERNING BOARD*

SECTION I. NAME: The governing authority shall be known as the Steering Committee of DotOUT (hereinafter, “Steering Committee” or “Committee”).

SECTION II. POWERS: The property, funds, affairs, and business of DotOUT shall be managed by the Steering Committee and it shall have and is vested with powers and authority to discharge those responsibilities, including but not limited to the following:

- To determine DotOUT’s policies with relation to community needs including but not limited to:
  - a. Participation in activities, events and organizations that promote the mission of the organization and funding for the same;
  - b. Support of activities, events and organizations that promote the mission of the organization;
  - c. Priorities for allocation of funds;
  - d. Providing information to membership about candidates for office and/or electoral issues that relate to the mission of the organization;
  - e. Maintain the confidentiality of the membership lists;
  - f. Call for an endorsement meeting for the purpose of endorsing candidates for public office;
  - g. Promoting DotOUT’s mission through effective ambassadorship to community and political leaders and the broader community
  - h. Designate and/or appoint representatives of the organization to speak on its behalf and/or represent DotOUT to the public.
- To provide adequate financing and control of expenditures.
- To approve the annual budget and any major revisions.
- To approve the strategic plan and any major revisions.
- To approve the selection of an auditor, if necessary.
- To approve the selection of a Massachusetts attorney or law firm to serve as Corporate Counsel and to enter into a contract or agreement for the provision of legal services, if needed. The Steering Committee shall be considered to be the attorney’s or law firm’s client.

The above described powers shall be held by the Steering Committee except as may be expressly limited by law, the corporate charter, or these bylaws. The Steering Committee shall have the power to delegate to the Chair or others any or all of its power, privileges and franchises, to seek the accomplishment of the objectives and purposes of the organization.

SECTION III. COMPOSITION: The Steering Committee shall consist of no fewer than five (5) nor more than nine (9) members to be elected in the manner prescribed in the

Articles of Incorporation, or as in these bylaws. The Committee will be composed of individuals, a majority of whom must be residents of Dorchester, who as a group, represent the diversity of the communities served by DotOUT, and who bring specific expertise and skills to fulfill DotOUT's mission.

SECTION IV. CONFLICT OF INTEREST: It is the responsibility of all who exercise management responsibility or who influence the allocation of corporate resources, including members of the Steering Committee, to exercise their best care, skill and judgment for the benefit of DotOUT. It is, therefore, not permissible for considerations of personal, family or other outside gain or benefit to influence the decision making process of persons entrusted with responsibility for the best interest of DotOUT.

Members of the Steering Committee of DotOUT, who also work for a corporation which is doing business with DotOUT, must disclose that relationship to the members of the Steering Committee. DotOUT retains the right to take steps to protect its interest in such circumstances.

No Steering Committee member may participate in the selection, award or administration of a contract in which he or his immediate family has a financial interest or a contract with an outside entity with which he is negotiating or has any arrangement concerning prospective employment or a prospective financial arrangement. This policy does not prohibit outright the awarding of a contract to an agency or firm meeting the condition cited above. Rather this policy calls for the full prohibition of the staff member or Committee member from participating in this award, selection or administration of such a contract.

Nothing in this policy shall be construed as prohibiting the reimbursement of reasonable expenses to Steering Committee members in accordance with DotOUT policies.

It is the policy of DotOUT to conduct procurement transactions in a manner that will provide, to the maximum extent practical, open and free competition. To this end, the following will apply: the organization will be sensitive to, and will seek to avoid, organizational conflicts of interest and non-competitive practices among contractors.

SECTION V. TERMS OF OFFICE: Members of the Steering Committee shall be elected for staggered terms of two years starting on May 1 and terminating on April 30 of the second year. Steering Committee members are eligible for re-election to serve for up to 8 consecutive years, beginning with those elected in 2008 and beyond. The Steering Committee may with respect to any individual member whose contribution is deemed critical and substantial to the organization, by a two-third majority vote of the entire DotOUT membership make exception to the 8 year term limit.

In order to provide continuity to the organization, Steering Committee members who have served on the Committee for two or more years prior to May 1, 2008, shall be eligible for election for a one year term on May 1, 2008 and for two year terms thereafter until they have reached their eight year term-limit. Steering Committee members who have served for less than two years as of May 1, 2008 are eligible for election for a two

year term on May 1, 2008 and for two year terms thereafter until they have reached their eight year term limit.

**SECTION VI: VACANCIES:** If a vacancy among the Steering Committee occurs or remains, the remaining Steering Committee shall constitute a full Committee until such vacancy or vacancies are filled. Any vacancy in the Steering Committee between annual membership meetings may be filled by the majority vote of all duly elected Steering Committee members by selection of an eligible person who shall fulfill such terms as remain unexpired of that member whose office she/he is filling or until the next general election, whichever is sooner.

**SECTION VII. ELECTION OF STEERING COMMITTEE MEMBERS :** Elections of Steering Committee members will be held at the Annual Membership Meeting of DotOUT in April of each year. In the April of 2008 Membership meeting, all members of DotOUT shall be entitled to vote for candidates to the Steering Committee. Thereafter, only Voting Members shall be entitled to vote for candidates for the Steering Committee.

Notice of date and location of the April meeting, as well as instructions as to how to become a candidate for the Steering Committee, must be posted on the DotOUT website at least 45 days prior to the meeting. Candidates for the Steering Committee must file their intent to run as candidates for the Committee via e-mail and/or U.S. mail to the Clerk of DotOUT at least 30 days prior to the annual meeting. Candidates may submit written profiles (no more than 300 words) of themselves to the Clerk and they shall be posted on the DotOUT webpage at least 20 days prior to the annual membership meeting.

**SECTION VIII. TERMINATION: Resignation:** Membership on the Steering Committee may be terminated by the resignation of the member by delivering or mailing written notice of resignation to the Chair to be effective at the next regular Steering Committee meeting.

**Removal:** A member of the Steering Committee may be removed from office for cause by a two-thirds (2/3) vote of the elected members of the Steering Committee. Prior to a vote, a petition for removal stating good and sufficient cause must be received by the Steering Committee, which shall determine the merit of the petition and upon majority vote, direct the Vice-Chair to inform that member, within three (3) days, that a vote will be taken at the next meeting of the Steering Committee. Cause shall include but not be limited to excessive unexcused absence from Committee meetings.

**SECTION IX. COMPENSATION:** Members shall serve without compensation, except reasonable expenses shall be paid. Reasonable expenses include, but are not limited to, educational expenses and travel expenses, and must be approved by the Steering Committee either on an individual basis or by inclusion in DotOUT's budget

**SECTION X. ANNUAL MEETING:** There shall be an annual Membership Meeting of DotOUT held during the month of April of each year, the time, date, and location to be



set by the Chair of the Steering Committee with the advice and consent of the Steering Committee.

SECTION XI. REGULAR MEETINGS: Meetings of the Steering Committee shall be held at least quarterly during the year. Any matter may be brought to the attention of the Steering Committee at any regular meeting, with the consent of the Chair.

SECTION XII. SPECIAL MEETINGS: Special meetings may be called by the Chair or at the written request of three members of the Committee by giving four (4) day's written or oral notice, or without notice if notice be waived in writing by two-thirds (2/3) of all the elected members of the Steering Committee either before or after the meeting. The call of the meeting shall include the item or items to be acted upon at such special meeting, and action shall be limited to such item or items.

SECTION XIII. QUORUM: a majority of the members of the Steering Committee shall constitute a quorum.

SECTION XIV. VOTING: All questions at a meeting of the Steering Committee shall be decided by majority vote of the members entitled to vote and present in person or via conference call at the meeting, except as otherwise provided here in these bylaws. Each member shall be entitled to one (1) vote. No member may assign a vote by proxy.

## **ARTICLE VII**

### *OFFICERS*

SECTION I. OFFICERS: The duly elected members of the Steering Committee shall meet and elect officers of the Steering Committee at the annual meeting or within 30 days thereof. The officers of DotOUT shall consist of the Chair, Vice Chair, Treasurer, and Clerk. The remaining members of the Steering Committee shall be Members-at-Large. Officers must be current members of the Steering Committee, beginning in 2009, and have served on the Steering Committee for at least one prior year. The Chair cannot serve in another office of the organization in the year immediately following his or her term as Chair.

SECTION II. CHAIR: The Chair shall preside over all meetings of the Steering Committee and of DotOUT general meetings. S/he shall be kept advised of the general affairs of the organization and ensure that all orders, resolutions, and policies of the Steering Committee are carried into effect. S/he shall serve as chairperson of the Executive Committee and as ex-officio member of all other committees. S/he shall have the usual powers and duties customarily voted in the office of the Chair of a Board, including the authority to endorse for deposit or for collection notes, checks, drafts, and other negotiable instruments payable to the organization, and shall perform duties as may

be assigned to him/her by the Steering Committee. No person shall serve as Chair for more than three years consecutively.

SECTION III. VICE-CHAIR: In the absence of the Chair, or during a vacancy in such office, the Vice-Chair shall perform duties of the Chair, and when so acting, shall have all the power and be subject to all the restrictions upon the Chair. The Vice-Chair will also perform such duties as may be delegated by the Steering Committee or by the Chair.

SECTION IV. TREASURER: The Treasurer shall be the financial officer of the organization and shall be responsible for maintaining the financial records in accordance with all laws and statutes. The Treasurer shall make periodic reports to the Steering Committee and shall annually submit the year-end reports. The treasurer must make the financial records available for inspection by the Steering Committee upon a request of a majority of the same.

The Treasurer shall take an active role in reviewing and preparing the annual budget with other members of the Finance Committee. The Treasurer shall recommend the selection of the auditor who will be approved by vote of the Committee for employment by DotOUT. The Treasurer shall have the authority to endorse for deposit or for collection notes, checks, drafts, and other negotiable instruments payable to DotOUT. The Treasurer shall perform such other duties as may be delegated to him/her by the Steering Committee or by the Chair.

The Treasurer shall be responsible to the Steering Committee for seeing that the annual budget preparations incorporate the Steering Committee's resource allocation priorities and long range plans.

SECTION V. CLERK: The Clerk shall attend meetings of the Steering Committee and of the general meeting and shall preserve in books of DotOUT true minutes of the proceedings of such meetings and shall maintain and publish, as appropriate, a compilation of all policies and resolutions as adopted by the Committee, S/he shall give all notices required by statute, bylaws, or resolution. S/he shall keep a record of the attendance of Steering Committee members at regular board meetings. S/he shall maintain and update the webpage. S/he shall also maintain and update the membership list of the organization. The Clerk shall make the membership list available for inspection by the Steering Committee upon a request of a majority of the same. S/he shall perform other duties as may be delegated to him/her by the Steering Committee or by the Chair.

SECTION VI. MEMBER-AT-LARGE: The Member at Large shall perform such duties as may be delegated to him/her by the Steering Committee or by the Chair.

SECTION VII. ELECTION OF OFFICERS: The Chair shall be elected by the current members of the Steering Committee within 30 days of the annual meeting in April. Following the election of the Chair, all other officers shall be elected by the current members of the Steering Committee at the same meeting. The Steering Committee shall

fill any vacant offices at a regular meeting or at a special meeting called for that purpose, and such vacancy shall be listed in the call of the meeting. Candidates for any office must announce their intention to seek a particular office by filing a written statement of candidacy with the Clerk twenty days in advance of the election. The Chair of the Clerk shall disseminate the list of candidates to all Steering Committee members at least ten days in advance of the election.

SECITON VIII. TERM OF OFFICE: Term of office for all officers shall be for one (1) year terms. No person shall be eligible to serve for more than three (3) years consecutively in the same office. No person who has served as Chair of the Steering Committee shall be eligible to serve as an officer of DotOUT for the year immediately following his or her term as Chair. This provision, however, does not preclude a person from serving as an at-large member of the Steering Committee after his or her term as Chair.

## **ARTICLE VIII**

### **ENDORSEMENTS**

Upon a majority vote to the Steering Committee or the written submission of a request by 30 members of DotOUT, a special meeting shall be called of the membership for the purpose of considering a vote to endorse a candidate or cause, provided such candidate or cause supports the interest and mission of DotOUT.

A meeting for the purpose of considering an endorsement must be called no later than 45 days from a vote of the steering committee or the submission of a request by 30 members for such a meeting. Notice of such meeting must be made on the webpage no later than 30 days prior to the scheduled meeting. All candidates for any given office that will be considered for an endorsement shall be given an opportunity to respond to written questions provided in advance of the endorsement meeting and may present themselves for questions by the membership.

Endorsement votes shall be taken by secret ballot and only those who have been members of the organization for at least 30 days prior to the vote may be eligible to vote. An endorsement requires a 2/3 vote of those attending and voting at the endorsement meeting. In the event that no one candidate receives a 2/3 vote on the first ballot, a second ballot may be called for by a majority of those present and eligible to vote. Only those candidates who have received votes from at least 15% of those voting in the first round of voting may be considered during the second round of voting. In the event that no candidate receives the required 2/3 vote on the second ballot, a third and final ballot may be called for by a majority of those present and eligible to vote. Only those candidates who have received votes from at least 20% of those voting in the second round of voting may be considered during the third round of voting.

## **ARTICLE IX**

## *COMMITTEES OF THE STEERING COMMITTEE*

**SECTION I. GENERAL:** Committees of the Steering Committee shall be standing or special. Except as specified in these bylaws, the Chair of the Steering Committee shall appoint the members of each committee and appoint the chairperson of each committee. The Chair shall appoint the chairs of the four standing committees from among the Steering Committee Members of the organization. The chairperson and all members of each committee shall hold office for one (1) year or until their successors are appointed and approved.

Persons who are not members of the Steering Committee may be appointed to committees and the chairperson of the committee shall be a Steering Committee member. The Chair of the Steering Committee shall be a non-voting advisory and consulting member of each committee, except where the Chair is a regular voting committee member. All members of the Steering Committee should serve on one or more committees.

**Reports:** Except as otherwise provided in these bylaws or in the Steering Committee's resolution appointing a special committee, all committees of the Steering Committee shall maintain minutes of their meetings which shall be available to the Steering Committee. They shall report in writing to the full Steering Committee as necessary, in the form of reports or recommendations.

**SECTION II. STANDING FINANCE & AUDIT COMMITTEE:** The Finance & Audit Committee shall consist of members of the Steering Committee. The Treasurer shall chair the Committee. The Chair shall be a non-voting member of this committee.

The Finance & Audit Committee oversees and advises the organizations on all matters relating to the finances of DotOUT.

The Finance & Audit Committee presents financial reports and annual budgets to the Steering Committee.

**SECTION III. STANDING DEVELOPMENT COMMITTEE:** The Development Committee shall consist of members of the Steering Committee and DotOUT members. The Chair shall be a non-voting member of this Committee.

The Development Committee shall plan for and assist in raising adequate funds and recommend development policies to the Steering Committee.

**SECTION IV. STANDING NOMINATING COMMITTEE:** The Nominating Committee shall consist of members of the Steering Committee. It shall identify skills or qualities that candidates for the Steering Committee should possess to augment the Committee's composition and recommend candidates for election by DotOUT's membership. The Chair of the Nominating Committee shall ascertain and report the interest of all incumbent Steering Committee members in seeking re-election.

SECTION V. SPECIAL COMMITTEES: The Chair may appoint special committees which shall include but not be limited to a Planning Committee for such tasks as are necessary or desirable. A special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by the Chair. Upon completion of its task(s), the committee shall be discharged.

## **ARTICLE IX**

### *AMENDMENTS*

Bylaws may be amended by a two-thirds (2/3) vote of the members of the Board present and voting at any regular or special meeting, provided prior notice in writing, including the text of any such proposed amendment, has been given. No amendment may be made so as to avoid limitations imposed by the Articles of Incorporation. Any proposed amendment of the bylaws shall be offered at the regular meeting immediately preceding the meeting at which a vote is taken on such proposed amendment.

## **ARTICLE X**

### *AUTHORITY*

The parliamentary authority of the board shall be Roberts Rules of Order Revised.