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**Bylaws**

**Of**

**Dignity/Washington**

*Revised 2/2/05*

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## BYLAWS OF DIGNITY/WASHINGTON, INC.

### **Article One: Aims and Purposes of Dignity/Washington, Inc**

- A) Dignity/Washington is organized for the specific purpose of providing religious services and activities for its members and other interested members of the public. It provides a place for prayer, worship and Christian fellowship at specified places at least once a week.
- B) Dignity/Washington makes available religious educational materials; conducts religious issue group discussions featuring guest speakers and panels of priests and lay persons and conducts spiritual retreats.
- C) Dignity/Washington provides the basis for performing religious acts of mercy including the distribution of food to the needy, clothing to the poor, visits to homes for senior citizens and volunteer work with prisoners and those in hospitals.
- D) Dignity/Washington is organized and shall be operated as a non-profit corporation for purposes exclusively religious, educational, and charitable within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended; no substantial part of the corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall it participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Code or Law) or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Code or Law).
- E) Dignity/Washington is organized to unite all gay and lesbian Catholics, to develop leadership and to be an instrument through which the gay and lesbian Catholic may be heard by the Church and society.

## **Article Two: Membership**

- A) Dignity/Washington welcomes into membership all who make application for membership to Dignity/Washington who are by rule or operation of law considered to be an adult, regardless of race, color, religion, national origin, sex, age, marital status, personal appearance, sexual orientation, family responsibilities, matriculation, political affiliation, physical handicap, source of income and place of residence or business.
- B) Membership in Dignity/Washington confers the right to vote at all membership meetings and Chapter elections, the right to hold elective or appointive office, the right to receive all Chapter publications, and all other rights and privileges of membership as determined by the Board of Directors.
- C) The membership cycle for each member shall be from October 1 to September 30, inclusive. Dues paid prior to or on April 1 shall count toward the current membership cycle. Dues paid after April 1 shall count toward the remainder of the current membership cycle as well as the full subsequent membership cycle.

## **Article Three: Power of the Board**

The Board of Directors as representatives of the membership is hereby invested with the power to conduct all the business of the corporation that is in furtherance of the aims and purposes as set forth in the Statement of Position and Purpose of Dignity/USA, the Articles of Incorporation, and Article I of these Bylaws.

## **Article Four: Composition of the Board**

- A)
  - 1) The Board shall be composed of twelve (12) uncompensated Directors.
  - 2) The officers of the organization shall include and be designated as the Executive Committee:
    - a) a President, chosen in accord with these bylaws;
    - b) a Vice President, appointed by the Board from the total membership of the Board. The Vice President will automatically succeed if the President resigns or is removed from office;
    - c) and a Secretary and a Treasurer, appointed by the Board from among the total membership of the organization.
  - 3) Each Director shall have one vote, except that the right of the President to vote shall be limited as provided by these bylaws. The Secretary and the Treasurer shall not have voting rights unless they are also elected or appointed as Directors in accordance with the provisions of these Bylaws.
- B) All Directors, other than the President, will serve for 24 calendar months following their election to the Board. The President shall serve for a 12-month term. Terms of office for newly elected Directors and the President will commence at the first regularly scheduled meeting of the Board in June following the completion of the election process, and terminate at the first regularly scheduled meeting of the Board in June when a term has expired.
- C) Terms of Directors chosen to fill vacancies on the Board as well as Directors appointed to newly created positions shall terminate on the same date as provided in Section (B) of this article, *supra*.

## **Article Five: Election of the President and Board of Directors**

- A) Definitions — as used in Articles and text of these Bylaws:
  - 1) An **Eligible Voting Member** shall mean any person whose membership in Dignity/Washington is current by April 1 preceding the election.
  - 2) **Director** shall mean any person entitled to serve on the Board of Directors of Dignity/Washington whether chosen by election or by appointment.
  - 3) **Candidate** shall mean any person seeking a position as a Director or as President whose membership in Dignity/Washington is current by April 1 preceding the election.
  - 4) **Write-In Candidate** shall mean any person whose name is written on an official ballot for the office of President or Director, whose membership in Dignity/Washington is current by April 1 preceding the election. The Election Committee shall deem non-member names written on an official ballot invalid.

- 5) A vote of more than half the Directors currently holding office shall mean more than half the number of Directors serving on the Board at the time the vote is taken.
  - 6) The Election Committee shall mean the committee appointed by the Board of Directors to conduct the election of the President, the Directors and to conduct such other voting procedures and elections as provided for in these Bylaws.
- B) The Election Committee shall be a panel of three persons appointed by a vote of more than half the Directors currently holding office from the eligible voting members who are not then candidates and who may not later become candidates in the pending election.
  - C) The President and Directors of Dignity/Washington shall be elected by direct popular vote of the eligible voting membership. The Nomination Period for the office of President and for the Directorships shall open on *March the First* of each year. The name of the candidates shall be placed in nomination either by the prospective candidate or by any other eligible voting member with the consent of the prospective candidate, by delivering written notice of the candidacy to the Election Committee on or before midnight of *April the First*, the close of the Nomination Period: said written notice *must* specify if the candidate is seeking the office of President, Director or both.
  - D) Any question arising as to the eligibility of a candidate under the provisions of this Article shall be determined by a decision of the Election Committee. Any candidate being deemed ineligible by the Election Committee shall be notified in writing of their ineligibility and the reasons therefore by the Chair of the Election Committee within forty-eight (48) hours of the determination.
  - E) The Election Committee shall compile a slate of all candidates eligible to run under the aforementioned procedures; and shall present a copy to the Board of Directors, at the April meeting of the Board of Directors, and no later than April 8.
- 1) Waiver of the Election Process: Without consent from the Board of Directors, the Election Committee may propose to waive the election ballot process up to seven days prior to mailing ballots, only if *each* of the following criteria has been met:
    - a) The Election Committee has received exactly one nomination for President, and said Nominee is not also nominated for Directorship;
    - b) The Election Committee has received nominations for Directorships that are less than or equal to the number of Directorship positions on the ballot per the provisions of Section (J); and
    - c) The Nomination Period must have closed.
  - 2) Notification: The Election Committee must notify the Board of Directors and the membership that the Election Committee proposes to waive the election ballot process via Vote by Acclamation. The Election Committee must schedule a Vote by Acclamation within fourteen (14) days of notification.
  - 3) Vote by Acclamation: At a scheduled meeting of the membership (e.g., immediately following or preceding a Sunday Mass), the Election Committee shall conduct a vote by acclamation to waive the ballot election process.
    - a) If at least 30 percent of the eligible voting members present oppose Waiver of the Ballot Process, the Election Committee shall proceed with the election per Article Five, excluding the Waiver of Election Ballot Process.
    - b) If fewer than 30 percent of the eligible voting members present oppose Waiver of the Ballot Process, the Election Committee shall declare each Nominee as having been elected to the position for which each Nominee had been nominated.

F) The Election Committee shall:

1) After all eligibility questions and challenges have been resolved, compile a ballot from the official slate consisting of two parts - *Part A* shall include the names of all persons seeking the office of President, the order in which the names are listed on the ballot shall be determined by random lot - *Part B* shall include the names of all persons seeking a Directorship, the order in which the names are listed on the ballot shall be determined by random lot. Anyone wishing to run for both the Presidency and a Directorship shall have their name placed both in Part A and Part B.

2) Mail a copy of the ballot, a return stamped self-addressed envelope, a set of instructions, biographical data on the candidates and such other information on the candidates or general information as may be deemed necessary or appropriate by the Election Committee with the concurrence of the Board, to all eligible voting members from a mailing list supplied by the person designated by the Board to maintain the membership records of the organization, no later than *May 1st* of each year.

The ballots shall not be available other than by mail. The Election Committee shall determine a process whereby the security of the election shall be assured.

3) Deem the election officially closed at midnight on May 20th. All ballots, hand-delivered or mailed, must be received by the Election Committee no later than midnight, May 20th or the next business day if May 20th is a postal holiday.

4) Establish such other rules and procedures as may be necessary or appropriate to fulfill its duties as enumerated in this Article.

G) Each eligible voting member shall be entitled to cast: one (1) vote for President and up to one (1) vote for each Directorship position on the official ballot per the provisions of Section (J) from the candidates listed on the official ballot; and shall bear the responsibility of returning the ballot to the Election Committee as provided for in paragraph (3) of Section (F), *supra*.

H) Within seventy-two (72) hours after the close of the election, the Election Committee shall meet to:

1) Tabulate the ballots; and

2) Prepare two lists, one list of the Presidential candidates and one list of the Directorship candidates; the names of the candidates on both lists shall be in descending order according to the number of votes received, the highest being first and so forth down the list. Next to each candidate's name shall be written the number of votes that he or she received.

I) The candidate on the Presidential list (taken from Part A of the official ballot) receiving the greatest plurality of popular votes which must constitute at least 30% of the total number of votes cast for the office of President shall be declared by the Election Committee the winner and elected to the office of President. Should no one candidate receive the required 30% of the total number of votes cast for the office of President then a runoff election shall be held between the two candidates receiving the greatest number of popular votes.

J) The five (5) candidates in years ending in an odd number and six (6) candidates in years ending in an even number on the Directorship list taken from Part B of the official ballot receiving the greatest plurality of popular votes shall be declared by the Election Committee the winners and elected to the Board of Directors. In the event of a tie for the 5th place in years ending in an odd number and 6th place in years ending in an even number, the issue shall be determined by a random lot drawing.

K) In the event that a candidate whose name appears both on Part A (Presidential candidates) and Part B (Directorship candidates) of the ballot is elected to the office of President, the Election Committee shall delete that candidate's name from Part B of the ballot when tabulating the votes for Directorship; however, all other candidates whose names appear both on Part A and B shall be counted. Any tie arising under this provision shall be determined in accordance with the provisions of Section (J), *supra*.

L) In the event of a tie for the office of President, the Election Committee shall immediately hold a runoff election using the same general guidelines as set forth in Section F, *supra*. Should the tie not be broken by the runoff election then the issue shall be determined by a random lot drawing.

- M) In the event that the office of President shall become vacant, the Vice President shall succeed the President. In the event there is no successor to fill the office of President, the Board shall appoint, by a majority vote of the Directors currently holding office, a president from among the members of the organization to complete the term. In the event of a vacancy that occurs for any member of the Board of Directors where more than six months remain in that Director's term of office, the Board of Directors, by a majority vote of the Directors currently holding office, may fill that vacancy from among the members of the organization.
- N) Any eligible voting member is entitled to challenge any aspect of the election process and/or the tabulation of the ballots provided that the challenge:
- 1) Be in writing signed by the eligible voting member;
  - 2) State with particularity the precise nature of the irregularity, omission, error, defect or miscarriage which is alleged to be the cause of any injustice or inequality in the election process or error in the tabulation of the ballots; and
  - 3) Be delivered to a Director.
  - 4) In the case of a challenge to a determination of ineligibility to run for office, the said challenge must be delivered to a Director within forty-eight (48) hours of receipt of the written notice of ineligibility from the President, pursuant to Article 5, Section (D).
  - 5) In case of a challenge to the election process or tabulation of the ballots, said challenge must be delivered to a Director within seventy-two (72) hours of the official announcement of the election results.
- O) Any challenge brought under Section (N), *supra*, shall be considered by the Board of Directors at a special meeting to be held forthwith. At this meeting the Board shall resolve the dispute justly and expediently. All actions brought under this section shall require a vote of more than half the Directors currently holding office.

### **Article Six: Installation of the Board**

- A) The newly elected Board shall meet at the date and time designated for the monthly Board meeting in June at which time it shall:
- 1) Appoint, by a vote of more than half the Directors currently holding office, members to the positions of Vice President, Secretary, Treasurer, and other such offices as the Board determines necessary for the conduct of the organization. These appointments shall be made and confirmed in accordance to the guidelines set forth in Article 4, Section A.
  - 2) Receive the records of the Election Committee which shall be retained perpetually in the archives of the organization or until the organization is dissolved.
  - 3) Establish the day, time and place for the next Board meeting(s); and
  - 4) Conduct such other and further business as deemed necessary and/or appropriate to facilitate the transition of power and authority from the old Board to the new Board.

### **Article Seven: Functioning of the Board of Directors**

- A) The Board shall meet once a month in open session on a date and at a time and place designated by the Board of Directors to conduct the business of the corporation.
- B) The Board of Directors shall establish its own rules and procedures for the orderly conduct of all of its business.
- C) The President shall preside at all meetings but shall abstain from voting except in the event of a tie or when the vote shall be taken by secret ballot.

- D) The President shall act as agent for the Board when the Board is not in session. In the event of an emergency situation the President shall in consultation with the Executive Committee, take whatever actions are deemed necessary for the well-being of the corporation. The results of any action so taken shall be communicated to all Directors at the earliest possible time thereafter.
- E) The President and the Vice President, with the concurrence of more than half the Directors currently holding office, shall be the only Directors authorized to sign any legally binding contracts or agreements; however, should the contracts or agreements require two signatures, then the Treasurer or Secretary may sign with the President or the Vice President.
- F) In the absence of the President from any Board meeting, the Vice President shall act as President *Pro Tempore*. In the absence of the President and Vice President from any Board meeting, a President *Pro Tempore* shall be elected by a simple majority of the Directors present for the sole purpose of chairing the Board meeting. The President *Pro Tempore* shall vote in the same manner as the President and his/her authority terminates with the passage of a Motion to Adjourn the Board meeting.
- G) More than half the total number of Directors currently holding office shall constitute a *quorum*. No votes shall be taken by the Board without a quorum being present. The President shall be included for the purpose of constituting the *quorum* and shall vote as provided by these Bylaws.
- H) Unless otherwise provided by these Bylaws, all actions of the Board shall require a simple majority vote of the Directors present.
- I) The following actions of the Board shall require a vote of more than half the Directors currently holding office:
- 1) Allocations of funds in excess of \$500 unless previously budgeted.
  - 2) Approval of legally binding contracts or agreements.
  - 3) Creation of any additional directorships.
  - 4) Appointment of a Director to fill a vacancy on the Board.
- J) Special Board meetings may be called by the President alone or by a Director with the concurrence of four (4) other Directors provided that:
- 1) All Directors are given a minimum of three (3) days actual notice of the purpose for which the meeting is being called as well as the date, time and place; and
  - 2) A majority of the Directors do not object.
- K) The Board shall conduct a general membership meeting in the Fall of each year, on a date, and pursuant to procedures, determined by the Board at which meeting the Board shall give:
- 1) A report on the financial condition and plans for the organization. The statement of current financial condition will be prepared, printed, and mailed to the general membership prior to the meeting.
  - 2) A report on the committees of the organization, particularizing their accomplishments and further plans for meeting the aims and purposes of the organization.
  - 3) Conduct such other and further business as the Board may deem necessary or appropriate.
- L) At all general membership meetings every eligible voting member has the right to speak and be heard and bring to and before the assembly any appropriate matter or problem. At all meetings of the Board of Directors every Chapter member has the privilege to speak and be heard in accordance with the rules as set forth by the Board of Directors.
- M) The Board, by a vote of more than half the Directors currently holding office, may call a general membership meeting for any purpose it deems appropriate and necessary.
- N) The Board may establish standing or Ad Hoc committees to facilitate the business of the Board.

- O) Any Director or the President having unexcused absences for two consecutive regularly scheduled meetings of the Board or a total of three non-consecutive meetings may be removed from office and a vacancy created upon initiation by a Director and by a simple majority vote of the Directors present. The Director in question would not be allowed to vote on his or her expulsion.
- P) Any Director removed pursuant to the previous Section (O) may be reappointed by a 2/3 majority vote of the entire Board.
- Q) No Director shall be removed, if the Board, by its actions, makes the Director's attendance impossible so as to invoke the provisions of Section (O), *supra*, of this article.
- R)
  - 1) The fiscal year of the organization shall commence on *October 1* and end on *September 30* of the following calendar year.
  - 2) As early as feasible after taking office on *June 1*, the Board shall adopt a budget of operations for the fiscal year beginning the next *October 1* by a vote of more than half of the Directors currently holding office.
  - 3) The Board shall ensure that an audit of Dignity/Washington's books occurs every other fiscal year.
- S) The Board, by a vote of more than half the Directors currently holding office, shall set or amend the amount of the membership dues provided that notification to the membership, e.g., through the newsletter or bulletin, has been given at least twenty-one (21) days prior to the final vote.

### **Article Eight: The Amendment Process**

- A) All other provisions of the Bylaws notwithstanding, the Board may, by a simple majority vote of the entire Board, amend any provision of the Certificate of Incorporation and/or the Bylaws to conform with the requirements of section 501 (c) (3) of the Internal Revenue Code of 1954, as amended; or the corresponding provision of any future U.S. Internal Revenue Code or Law; and/or any other applicable Federal, State, District or local statute, law, ordinance or regulation.
- B) Except as specifically provided in Section (A), *supra*, of this Article, the Board is hereby prohibited from amending, altering or modifying the Articles of Incorporation or the provisions of:
  - 1) Articles I, III, and VIII of these Bylaws; and
  - 2) Article IV of these Bylaws to the extent that the amendment would decrease the representation on the Board; and
  - 3) Article VII of these Bylaws to the extent that the size of the quorum would be decreased, or Sections C, E, H, and I.
- C) Except where it is prohibited the Board may amend the Bylaws by a 2/3 majority vote of the entire Board, provided the Board has notified the membership, e.g., through the newsletter or bulletin, of proposed changes at least twenty-one (21) days in advance of the final vote.
- D) Any provision of the Certificate of Incorporation or the Bylaws may be amended by a simple majority vote of the eligible voting members.

### **Article Nine: Referenda Recall and Initiative**

- A) Any eligible voting member may petition the Board to amend the Certificate of Incorporation; to amend the Bylaws; for the removal of a Director, the President or appointee; or for a vote on any matter of general concern. The procedure for petitioning the Board is to present the President with the text of the amendment, petition or motion supported in writing by the signatures of at least 30% of the eligible voting members.
- B) In the event described in Section (A) of this article, the Board must place the amendment, petition or motion before the eligible voting members by mail including all information necessary for an equitable and



just decision by the membership. This vote of the eligible voting membership shall be pursuant to Article V of these Bylaws.

- C) The Board at its discretion may place any amendment or motion before the eligible voting membership by mail for a vote.
- D) All referenda, recalls and initiatives will be deemed adopted by a simple majority of the entire eligible voting membership.
- E) The Board at its discretion may by a vote of more than half the Directors currently holding office adopt any referendum or initiative presented to it pursuant to the provisions of this Article, except where such action is forbidden by Article VIII.
- F) The Board shall adopt on an *Ad Hoc* basis such rules and procedures as may be necessary' or appropriate to facilitate the provisions of this Article.

**Article Ten: Dissolution of the Corporation**

- A) The corporation may be dissolved by a 2/3 majority vote of the eligible voting members.
- B) Upon dissolution of the corporation, the debts of the corporation will first be paid, then by a 2/3 majority vote of the Board of Directors, the Board shall select one or more religious, educational or charitable organizations then holding tax exempt status pursuant to section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future U.S. Internal Revenue Code or Law, to distribute the balance of the corporation's assets.

**Article Eleven: Adoption of the Bylaws**

- A) These Bylaws shall be deemed adopted when approved by a simple majority of the eligible voting membership who cast a ballot and shall become effective on June 1, 1979 or when approved by a simple majority of the eligible voting membership who cast a ballot whichever event is later. Adoption of these Bylaws revokes and suspends any and all previous Bylaws of this corporation.
  - B) Upon adoption of these Bylaws by the membership, the governing Board is hereby mandated to take all necessary actions to facilitate the implementation of these Bylaws and the election of the newly constituted Board of Directors.
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