

**INITIAL BY-LAWS OF**  
**LAMBDA NEXTGEN HOUSTON,**  
**A NON-PROFIT CORPORATION**

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**1.01 CORPORATE CHARTER PROVISIONS**

Each Charter provision shall be observed until amended by Restated Articles or Articles of Amendment duly filed with the Secretary of State.

**1.02 REGISTERED AGENT AND OFFICE – REQUIREMENT OF FILING CHANGES WITH SECRETARY OF STATE**

The address of the Registered Office provided in the Articles of Incorporation, as duly filed with the Secretary of State for the State of Texas, is:

\_\_\_\_\_.

The name of the Registered Agent of the Corporation at such address, as set forth in its Articles of Incorporation, is: \_\_\_\_\_.

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The Registered Agent or Office may be changed by filing a Statement of Change of Registered Agent or Office, or Both, with the Secretary of State, and not otherwise. Such filing shall be made promptly with each change. Arrangements for each change in Registered Agent or Office shall ensure that the Corporation is not exposed to the possibility of a default judgment. Each successive Registered Agent shall be of reliable character and well informed of the necessity of immediately furnishing the papers of any lawsuit against the Corporation to its attorneys.

### **1.03 INITIAL BUSINESS NAME AND OFFICE**

The Corporation's name shall be Lambda NextGen Houston. The Corporation may at its pleasure, by a majority vote of the Board of Directors, change its name.

The address of the Corporation's initial principal business office is hereby established as:

The Corporation may have additional business offices within the State of Texas, and where it may be duly qualified to do business outside of Texas, as the Board of Directors may from time to time designate or the Corporation's business may require.

### **1.04 PURPOSE**

Lambda NextGen Houston is a Texas non-profit corporation dedicated to:

Connecting young LGBT professionals with each other, the community, their interests, and professional development opportunities.

Lambda NextGen Houston receives no federal, state, or local funding, and relies solely on donations, grants, and special events.

### **1.05 AMENDMENT OF BYLAWS**

The Board of Directors, subject to any limitations imposed by the laws of the State of Texas or the United States, may amend or repeal these Bylaws and adopt new Bylaws. All amendments shall be upon advice of counsel as to legality, except in emergency. Bylaw changes shall take effect upon adoption unless otherwise specified. Notice of Bylaws changes shall be given in or before notice of the first Annual Meeting following their adoption.

## **ARTICLE II**

# **LAMBDA NEXTGEN HOUSTON BYLAWS**

## **BOARD OF DIRECTORS**

### **2.01 BOARD ROLE, SIZE, COMPOSITION**

The Board of Directors is responsible for the Corporation's overall policy and direction and delegates responsibility for day-to-day operations to its Executive Director. The Board shall consist of eight [8] members. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws, but must never be less than three [3]. Any decrease in the number of Directors shall not have the effect of shortening the tenure that any incumbent Director would otherwise enjoy. At least one of the Directors elected shall be a resident of the State of Texas and a citizen of the United States. The Directors shall receive no compensation other than reasonable expenses.

### **2.02 TERMS OF OFFICE**

All Directors shall serve two-year terms, but are eligible for re-election up to 5 consecutive terms, 6 in consecutive terms, or until they are the age of 40. Directors will be elected, as necessary, at the Corporation's Annual Meeting two or more months prior to the current year end. Directors shall be entitled to hold office until their successors are elected and qualified.

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### **2.03 POWERS OF THE BOARD OF DIRECTORS**

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to limitations imposed by law, the Articles of Incorporation, and these Bylaws.

### **2.04 TRANSACTIONS WITH INTERESTED DIRECTORS**

Any contract or other transaction between the Corporation and any of its Directors (or any corporation or firm in which any of its Directors are directly or indirectly interested) shall be valid for all purposes notwithstanding the presence of that Director at the meeting during which the contract or transaction was authorized and notwithstanding the Director's participation in that meeting. This section shall apply only if the contract or transaction is just and reasonable to the Corporation at the time it is authorized and ratified, the interest of each Director is known or disclosed to the Board of Directors, and the Board nevertheless authorizes or ratifies the contract or transaction by a majority of the disinterested Directors present. Each interested Director is to be counted in determining whether a quorum is present, but shall not vote and shall not be counted in calculating the majority necessary to carry the vote. This section shall not be construed to invalidate contracts or transactions that would be valid in its absence.

### **2.05 RESIGNATION AND REMOVAL**

#### **2.05.01 RESIGNATION**

Resignation from the Board must be in writing and received by the Secretary.

#### **2.05.02 REMOVAL**

A Director may be removed by a majority vote of the remaining Directors for excess absences from Board meetings and scheduled events, or for other reasons as determined by the Board of Directors for sufficient cause. The Board of Directors may entertain charges against any director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary to preserve the Corporation's best interests.

A board of directors member shall be dismissed without a board vote required if they have any substantiated illegal activities done one behalf of, while representing, while associated with, facilitating the business of, or towards Lambda NextGen Houston.

### **2.06 VACANCIES**

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Vacancies on the Board of Directors shall exist upon the occurrence of any of the following events: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors; or (c) the failure of the Board of Directors to elect the full authorized number of Directors to be voted for at any time.

### **2.06.01            DECLARATION OF VACANCY**

A majority of the Board of Directors may declare vacant the office of a Director if the Director: (a) is adjudged incompetent by a court order; (b) is convicted of a crime involving moral turpitude; (c) or fails to accept the office of Director, in writing or by attending a meeting of the Board of Directors, within thirty (30) days of notice of election.

### **2.06.02            TEMPORARILY FILLING VACANCIES**

Vacancies other than those caused by an increase in the number of Directors may be filled temporarily by a majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until a qualified successor is elected.

### **2.06.03            NOMINATIONS**

When a vacancy on the Board exists, the Secretary may receive nominations from present Directors and Members in good standing, if any, two weeks in advance of a Board meeting. These nominations shall be sent out to all Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

## **ARTICLE III OFFICERS**

### **3.01    TITLE AND APPOINTMENT**

There shall be four Officers of the Corporation consisting of a President, Vice-President, Secretary, and Treasurer. The Officers shall be elected by the Board of Directors at the Corporation's Annual Meeting. Any two or more offices, excluding President and Secretary, may be held by one person. The Officers shall hold office at the pleasure of the Board of Directors, and may be removed in accordance with the procedures contained in these Bylaws.

The executive committee members must also be on the board of directors.

### **3.02    OFFICERS' DUTIES**

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The duties of the four Officers shall be as follows:

### **3.02.01 PRESIDENT**

The President shall:

**3.02.01.01** by virtue of the office be Chairman of the Board of Directors;

**3.02.01.02** convene and preside at all of the Corporation's Meetings;

**3.02.01.03** present at each of the Corporation's Annual Meeting an annual report of the work of the Corporation;

**3.02.01.04** appoint all committees and/or task forces, temporary or permanent;

**3.02.01.05** chair committees on special subjects as designated by the Board;

**3.02.01.06** ensure that all books, reports, and certificates required by law are properly kept and/or filed;

**3.02.01.07** serve as one of the Officers designated to sign the Corporation's checks or drafts; and

**3.02.01.08** have all powers as may be reasonably construed as belonging to the chief executive of any organization.

### **3.02.02 VICE-PRESIDENT**

The Vice President shall, in the event of the absence or inability of the President to exercise his office, become the Corporation's Acting President with all the rights, privileges, and powers as if he had been the duly elected President.

### **3.02.03 SECRETARY**

The Secretary shall:

**3.02.03.01** be the official custodian of this Corporation's records;

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**3.02.03.02** file all certificates required by any statute, federal or state;

**3.02.03.03** keep all records of Board actions, including overseeing the taking of minutes at all Board of Director's meetings;

**3.02.03.04** ensure that all necessary and/or required minutes and corporate records are maintained in appropriate books;

**3.02.03.05** maintain the Corporation's membership roll book;

**3.02.03.06** give and serve all notices to this Corporation's Directors, Officers, and Members, including, but not limited to, sending out meeting announcements;

**3.02.03.07** distribute copies of minutes and agendas to each Director, Officer, and Member, as appropriate and/or required,

**3.02.03.08** present all communications addressed to the Secretary of the Corporation to the Directors, Officers, and Members at each meeting, as appropriate and/or required;

**3.02.03.09** attend to all correspondence of the Corporation; and

**3.02.03.10** exercise all duties incident to the office of Secretary.

The Secretary may:

**3.02.03.11** be one of the officers required to sign the checks and drafts of the Corporation.

### **3.02.04      TREASURER**

The Treasurer shall:

**3.02.04.01** have the care and custody of all monies and securities belonging to the Corporation and shall be solely responsible for such monies or securities;

**3.02.04.02** cause to be deposited in a regular business bank or trust company checking account a sum not exceeding \$50,000.00;

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**3.02.04.03** cause to be deposited in a regular business bank or trust company savings account the balance of the Corporation's funds, except that the Board of Directors may cause a specified amount of the Corporation's funds to be invested as shall be legal for a non-profit corporation in the State of Texas;

**3.02.04.04** receive, and give receipt for, monies due and payable to the Corporation;

**3.02.04.05** disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for those disbursements;

**3.02.04.06** be one of the Officers who signs the Corporation's checks or drafts (No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.);

**3.02.04.07** assist in the preparation of the annual budget;

**3.02.04.08** assist the Executive Director to develop fundraising plans;

**3.02.04.09** make financial information available to all Directors, Officers, Members and the public, as necessary and appropriate;

**3.02.04.10** present a treasurer's report at each Board of Director's Meeting;

**3.02.04.11** render at stated periods as the Board of Directors shall determine a written account of the Corporation's finances, which shall be physically affixed to the corresponding meeting minutes; and

**3.02.04.12** exercise all duties incident to the office of Treasurer.

### **3.03 RESIGNATION AND REMOVAL**

#### **3.03.01 RESIGNATION**

Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any resignation shall take effect on the date of the receipt of that notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of that resignation shall not be necessary to make it effective.

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### **3.03.02 REMOVAL**

Any Officer may be removed, either with or without cause, by a majority vote of the Directors for excess absences from meetings and/or scheduled events, or for other reasons as determined by the Board of Directors. Such removal shall be without prejudice to contract rights, if any, of the person removed.

### **3.04 VACANCIES**

Upon the occasion of any vacancy occurring in any Corporate office, by reason of death, resignation, removal, or otherwise, the Board of Directors may elect an acting successor to hold office for the unexpired term or until a permanent successor is elected

### **3.04 RESTRICTIONS**

Officers shall by virtue of their office be members of the Board of Directors.

## **ARTICLE IV EXECUTIVE DIRECTOR**

### **4.01 EXECUTIVE DIRECTOR**

The Executive Director can be hired by the Board. The Executive Director has day-to-day responsibility for the Corporation, including carrying out the Corporation's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Corporation, answer Directors', Officers', and Members' questions, and carry out the duties described in the job description created by the Board of Directors. The Board can designate other duties as necessary.

## **ARTICLE V SALARIES**

### **5.01 DIRECTORS AND OFFICERS**

No Director or Officer shall for reason of the office be entitled to receive any salary or compensation. Nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the Corporation for duties other than as a Director or Officer.

### **5.02 EXECUTIVE DIRECTOR**

## **LAMBDA NEXTGEN HOUSTON BYLAWS**

The Board of Directors shall hire and fix the compensation of the Executive Director.

### **5.03 OTHER EMPLOYEES**

The Board of Directors shall hire and fix the compensation of any and all employees that they or the Executive Director, in their discretion, may determine to be necessary to conduct the Corporation's business.

## **ARTICLE VI INDEMNIFICATION AND INSURANCE**

### **6.01 INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Board of Directors shall authorize the Corporation to pay or reimburse any present or former Director or Officer of the Corporation any costs or expenses actually and necessarily incurred by that Director or Officer in any action, suit, or proceeding to which the Director or Officer is made a party by reason of holding that position, provided, however, that no Director or Officer shall receive such indemnification if finally adjudicated therein to be liable for negligence or misconduct in office. This indemnification shall extend to good-faith expenditures incurred in anticipation of threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good-faith settlement of any such action, suit, or proceeding, whether formally instituted or not.

### **6.02 INSURING DIRECTORS, OFFICERS, AND EMPLOYEES**

The Corporation may purchase and maintain insurance on behalf of any Director, Officer, employee, or agent of the Corporation, or on behalf of any person serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against that person and incurred by that person in any such corporation, whether or not the Corporation has the power to indemnify that person against liability for any of those acts.

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## **ARTICLE VII CORPORATE MEETINGS**

### **7.01 RULES AND REGULATIONS**

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

### **7.02 NOTICE OF MEETINGS**

#### **7.02.01 PROPER NOTICE**

The Secretary shall cause to be mailed, or e-mailed, to every Director, Officer, and Member in good standing, if any, at the address appearing in the Corporation's membership roll book, not less than 72 hours before the meeting, a notice stating the date, time, and place of each meeting.

#### **7.02.02 IMPROPER NOTICE**

Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice consent to the meeting in writing, or are present at the meeting and do not object to the notice given. Consent may be given either before or after the meeting.

#### **7.02.03 RECORDING OF NOTICE**

Upon providing notice, the Secretary, or other Officer sending notice, shall sign and file in the Corporate Record Book a statement of the details of the notice given to each Director, Officer, and/or Member. If any statement should later not be found in the Corporate Record Book, due notice shall be presumed.

#### **7.02.04 AGENDA**

Notice of meetings need not indicate an agenda. Generally, a tentative agenda will be included with the notice, but the meeting shall not be confined to any agenda included with the notice.

### **7.03 ACTION BY CONSENT OF BOARD WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and shall have the same force and effect as a majority vote of Directors, if all members of the Board consent in writing to the action. Such consent may be given individually or collectively.

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### **7.04 TELEPHONE AND VIDEO CONFERENCE MEETINGS**

Subject to the notice provisions required by these Bylaws and by the Texas Business Organization Code, Directors may participate in and hold a meeting by means of telephone or video conference call, or similar communication, by which all persons participating can hear each other. Participation in this type of meeting shall constitute presence in person at the meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

### **7.05 PLACE OF MEETINGS**

Meetings of the Corporation shall be held at the business office of the Corporation, an agreed upon location designated by the Board of Directors, or at such other place within or without the State of Texas as may be designated by the Board of Directors.

### **7.06 CORPORATE MEETINGS**

#### **7.06.01 ANNUAL MEETINGS**

The Board of Directors shall meet at least annually, at an agreed upon date, time, and place. The Board of Directors shall set the date, time, and place of the regular annual meeting.

#### **7.06.02 REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held, with 72 hours notice, at a date, time, and place established by the Board of Directors on a monthly basis.

#### **7.06.03 SPECIAL MEETINGS**

Special meetings of the Board of Directors for any purpose may be called by a simple majority of the Board of Directors. A petition signed by twenty five percent of the voting Members, if any, may also call a special meeting. The board members will attend this meeting along with the members that petitioned for the meeting in the first place, The agenda will be reviewed and clarified by the secretary. The secretary can d prioritize the meeting with the upcoming meetings within 30 days

### **7.07 QUORUM AND ADJOURNMENT**

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The presence of not less than fifty (50%) percent of the Directors shall constitute a quorum and shall be necessary to conduct the Corporation's business; but a lesser percentage may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by these By-Laws, and the Secretary shall cause a notice of this scheduled meeting to be sent to all those Directors, Officers, and Members, if any, who were not present at the meeting originally called. A quorum, as herein before set forth, shall be required at any adjourned meeting. If a quorum is present, every act done or resolution passed by a majority of the Directors present and voting shall be an act of the Board of Directors.

### **7.08 CONDUCT OF MEETINGS**

#### **7.08.01 CONDUCT OF MEETINGS**

The Chairman of the Board shall preside at every meeting of the Board of Directors. The Corporation's Secretary shall act as Secretary of the meetings. When the Secretary is absent from any meeting, the Chairman may appoint any person to act as Secretary of that meeting.

#### **7.08.02 ORDER OF BUSINESS**

Business shall be conducted in the following order:

- a. Roll Call.
- b. Approval of the Minutes of the preceding meeting.
- c. Reports of Officers.
- d. Reports of Committees and/or Task Forces.
- e. Old and/or Unfinished Business.
- f. New Business.
- g. Adjournment.

## **ARTICLE VIII CORPORATE RECORDS AND ADMINISTRATION**

### **8.01 MINUTES OF CORPORATE MEETINGS**

The Corporation shall keep at the principal office, or any other place as the Board of Directors may order, a book recording the minutes of all meetings of its Directors, with the date, time, and place of each meeting, whether the meeting was regular or special, a copy of the notice given of each meeting, or of the written waiver thereof, and if it is a special meeting, how the meeting was authorized.

### **8.02 BOOKS OF ACCOUNT**

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The Corporation shall maintain correct and adequate accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The corporate bookkeeping procedures shall conform to accepted accounting practices for the Corporation's business or businesses. Subject to the foregoing, the chart of financial accounts shall be taken from, and designed to facilitate preparation of, current corporate tax returns. Any surplus, including earned surplus, paid-in surplus, and surplus arising from a reduction of stated capital, shall be classed by source and shown in a separate account.

### **8.03 INSPECTION OF CORPORATE RECORDS**

A Director demanding to examine the Corporation's books or records may be required to first sign an affidavit that the demanding party will not directly or indirectly participate in reselling the information and will keep it confidential other than in use for proper purposes reasonably related to the Director's role. A Director who insists on examining the records while refusing to sign this affidavit thereby resigns as a Director.

### **8.04 FISCAL YEAR**

The Corporation's fiscal year shall be as determined by the Board of Directors and approved by the Internal Revenue Service. The Treasurer shall forthwith arrange a consultation with the Corporation's tax advisers to determine whether the Corporation is to have a fiscal year other than the calendar year. If so, the Treasurer shall file an election with the Internal Revenue Service as early as possible, and all correspondence with the IRS, including the application for the Corporation's employer Identification Number, shall reflect the non-calendar year election.

### **8.05 WAIVER OF NOTICE**

Any notice required by law or by these Bylaws may be waived by execution of a written waiver of notice executed by the person entitled to the notice. The waiver may be signed before or after the meeting.

If an individual required in a meeting did not waive the notice and was not given appropriate notice per the type of meeting, this invalidates the meeting results.

## **ARTICLE IX VOTING**

### **9.01 NUMBER OF VOTES**

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Each Director shall have one vote.

The elected president, in the event of a tie, will act as the tie breaker.

### **9.02 PROXIES**

A Director may vote either in person or by proxy executed in writing by the Director or the Director's duly authorized attorney in fact. Unless otherwise provided in the proxy or by law, each proxy shall be revocable and shall not be valid after eleven [11] months from the date of its execution.

### **9.03 VOTING**

#### **9.03.01 BY VOICE**

At all meetings, except for the election of Directors and Officers, all votes shall be by voice. For election of Directors and Officers, ballots may be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast the ballot.

#### **9.03.02 VOTING BY BALLOT**

At any meeting, if a majority so requires, any question may be voted upon by ballot. At all votes by ballot, the Chairman shall, before the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of the balloting, certify in writing to the Chairman the results, and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

#### **9.03.03 ADVISORS TO THE BOARD**

The board of directors will have a group of advisors which will facilitate the voting process if necessary. These advisors will include legal counsel as well as experienced members of the community seeking to mentor the leadership group of Lambda NextGen Houston.

## **ARTICLE X AUTHORITY TO EXECUTE INSTRUMENTS**

### **10.01 NO AUTHORITY ABSENT SPECIFIC AUTHORIZATION**

These Bylaws provide certain authority for the execution of instruments. The Board of Directors, except as otherwise provided in these Bylaws, may additionally

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authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless expressly authorized by these Bylaws or the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement nor to pledge its credit nor to render it pecuniarily liable for any purpose or in any amount.

### **10.02 EXECUTION OF CERTAIN INSTRUMENTS**

Formal contracts of the Corporation, promissory notes, deeds, deeds of trust, mortgages, pledges, and other evidences of indebtedness of the Corporation, other corporate documents, and certificates of ownership of liquid assets held by the Corporation shall be signed or endorsed by the President or Vice President, and by the Secretary or the Treasurer, unless otherwise specifically determined by the Board of Directors or otherwise required by law.

## **ARTICLE XI MEMBERSHIP**

### **11.01 NO INITIAL MEMBERSHIP**

The Corporation was created without a membership.

### **11.02 FUTURE MEMBERSHIP**

The Board of Directors may, in the future, elect to have a voting membership. At that time, membership in this Corporation shall be open to all who support the purposes stated in Article I, Section 04. Membership shall be granted upon fulfillment of payment, membership forms, and accordance of membership guidelines. Continuing membership is contingent upon being up-to-date on membership dues.

### **11.03 TERMINATING MEMBERSHIP**

The Board shall have the right to deny, or terminate, any membership for any lawful reason. Any Member may be terminated, either with or without cause, by a majority vote of the Board of Directors for reasons as determined by the Board.

### **11.04 CATEGORIES OF MEMBERSHIP**

The Board shall have the authority to establish and define voting and nonvoting categories of membership.

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### **11.05 MEMBERSHIP DUES**

The Board may set dues & schedules for memberships.

### **11.06 BEHAVIORAL STANDARDS**

A member, voting or non voting must behave appropriately at all Lambda NextGen Houston events.

The following behavior is deemed inappropriate:

- Isolating, harassing, threatening, or provoking other members
- Soliciting goods or services for personal gain
- Coming to events under the influence of illegal substances or partaking in the use of illegal substances at Lambda NextGen Houston events
- Coming to events intoxicated or becoming intoxicated at Lambda NextGen Houston events.
- Violence and/or damage to facilities at Lambda NextGen Houston events.
- Acting in an unwelcomed sexual manner towards other members.
- Acting in a manner that does not promote the mission, goals, vision, or plans of Lambda NextGen Houston.

At any point, a member can be excused from Lambda NextGen Houston events or the group altogether if their behavior is deemed in violation of the standards. This will be decided by the board of directors.

### **11.07 MEMBERSHIP QUALIFICATIONS**

All members and attendees of Lambda NextGen Houston events must be over the age of 21.

A member can qualify to be a member of Lambda NextGen Houston if they fall into the following categories:

- New in their current job/ career, defined as the first 5 years
- Have been a Houston resident for 5 years or less
- Currently seeking employment as defined by the Census Bureau
- Enrolled in university and over 21 years old
- Currently employed in a legal profession, without restriction to industry

## **ARTICLE XII COMMITTEES**

### **12.01 AUTHORITY TO APPOINT**

The Board of Directors may, but is not obligated to, designate one or more committees to conduct the business and affairs of the Corporation to the extent

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authorized. The Board shall have the power at any time to change the powers and membership of, fill vacancies in, and dissolve any committee. Members of any committee shall receive such compensation as the Board of Directors may from time to time provide. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

### **12.02 TERMS**

All committees of this Corporation shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

### **12.03 EXECUTIVE COMMITTEE**

The four Officers shall serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

### **12.04 FINANCE COMMITTEE**

The Treasurer is chair of the Finance Committee, which includes three other Directors chosen by a majority vote of the Board of Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget. The Board must approve the budget, and all expenditures must be within the budget 30 days prior to the end of fiscal year. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Corporation are public information and shall be made available to the Directors, Officers, Members, and the public.

### **12.05 PERSONNEL COMMITTEE AND HIRING POLICY**

The Executive Committee is responsible for hiring the Executive Director. The Executive Director is responsible for hiring and supervising other staff, as necessary. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy.

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## **ARTICLE XIII OUT OF SCOPE OF ACTIVITIES**

### **13.01 RELIGIOUS ACTIVITIES**

Lambda NextGen Houston, as a young professional network, in no way will promote, fund, or participate in religious events, fundraisers, gatherings, or collaborations with religious organizations. The organization will not endorse, promote, fund raise for, or fund any religion, religions, or religious networks.

Lambda NextGen Houston will also not organize any religious events or sub groups within the organization.

Religious organizations in this case are defined as those who practice, fund, or promote practices of any one or more religions. Religious events are defined as those which endorse, communicate religious practices, practice beliefs, or fund a religion or religions.

### **13.02 POLITICAL ACTIVITIES**

Lambda NextGen Houston, as a young professional network, will in no way promote, collaborate, fund, or participate in political events, fundraisers, and/ or gatherings with political organizations nor on its own accord. The organization will not endorse, promote, or fund any political party or political candidate running for any position. Lambda NextGen Houston will also not organize any political events or sub groups within the organization.

Political organizations in this case are defined as those who fund, participate, or promote a specific political party. Political candidates are defined as individuals seeking an office that requires a vote. This includes but is not limited to local, state, or federal positions. A political candidate can also be considered an individual or individuals seeking elected positions in organizations that are not government oriented.

Bi partisan organizations, given that they do not support one particular party over another, are permitted to collaborate on events, activities, or communications that do not drive financial benefit to either party.

Lambda NextGen Houston cannot accept any funding or donations from political organizations, both bi partisan as well as partisan, or political candidates.

### **13.03 DATING SERVICE ACTIVITIES**

Lambda NextGen Houston will in no capacity facilitate, organize, fund, collaborate with other organizations on, or promote any matchmaking activities or events.

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Matchmaking or date oriented activities are defined as those with the intention of or purpose of facilitating romantic relationships.

### **ARTICLE XV PROTECTION OF MEMBERSHIP BEST INTEREST**

#### **15.01 PROTECTION FROM OVEREXPOSURE**

All organizations wishing to collaborate with Lambda NextGen Houston must first have written approval from the board of directors prior to representing themselves, collaborating with committees, collaborating with task forces, or sending out communications to Lambda NextGen Houston. No organization or business may represent themselves at more than two consecutive Lambda NextGen Houston events.

If an external organization or group disregards this policy, they will be placed on the blacklist and will be asked to leave either directly from the board or via the facility hosting the group's event.

#### **15.02 THE BLACKLIST**

All organizations, establishments, businesses, vendors, etc. that have acted in a manner potentially harmful to the organization will be placed on a blacklist which restricts all further collaboration and attendance at Lambda NextGen Houston events, fundraising, or funding from Lambda NextGen Houston. This list will be reviewed annually to validate if there are organizations that should for any reason come off of this list.

#### **15.03 RETENTION OF OWNERSHIP**

No individual, individuals, organizations, businesses or other donating organizations may control or own Lambda NextGen Houston. Sponsors to Lambda NextGen Houston can in no way have absolute control of the type, content, or date of events planned and run by Lambda NextGen Houston. No sponsor can influence Lambda NextGen Houston's strategy, mission, or plans.

Sponsors in this case are considered to be any individual, individuals, organizations, businesses, etc. that donate goods, services, or funds to Lambda NextGen Houston

#### **15.05 PROTECTION OF MEMBERSHIP INFORMATION**

Lambda NextGen Houston shall never share membership names, contact information, or any information linking to individual members. Lambda NextGen Houston is never to provide this kind of information to any individual, organization, or business external to Lambda NextGen Houston. The owner of this information is the board of directors, and therefore they are the only positions eligible to see, share, and control this information.

#### **15.06 PROTECTION OF MEMBERSHIP SOLICITATION**

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At no point will Lambda NextGen Houston allow organizations, businesses, or individuals to solicit members for their services or goods at any event or in any Lambda NextGen managed media outlet unless previously approved by the board. These goods and services must act in the best interest of the members and further Lambda NextGen Houston’s goals, mission, strategy, and plan.

**ARTICLE XVI  
AMENDMENTS**

**16.01 BYLAW AMENDMENTS**

These By-Laws may be altered, amended, repealed, or added to by an affirmative vote of not less than fifty (50%) percent of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

**ARTICLE XVII  
ADOPTION OF INITIAL BYLAWS**

**17.01 INITIAL BYLAW ADOPTION**

The foregoing initial bylaws were adopted by the board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

(signature)  
Alan Prewitt, Director

(signature)  
Kyle Santolini, Director

(signature)  
Kim Cook,, Director

(signature)  
Laurel Gravesen, Director

(signature)  
Christin Dietze, Director

(signature)  
A.J. Mistretta, Director

**LAMBDA NEXTGEN HOUSTON BYLAWS**

(signature)

Mathew Donovan, Director

Attested to, and certified by:

Secretary