

**LEXINGTON FAIRNESS, INC.**  
**BYLAWS**

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**ARTICLE I—Name, Purpose, and Offices**

SECTION 1: *Name*. The name of this organization shall be the Lexington Fairness, Incorporated wherein after referred to as the ORGANIZATION.

SECTION 2.1: *Nonprofit Purpose*. Lexington Fairness is organized as a not-for-profit corporation under the statutes of the Commonwealth of Kentucky. This ORGANIZATION is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, including for such purposes, the making if distribution to ORGANIZATIONS that qualify as exempt ORGANIZATIONS. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECTION 2.2: *Specific Purpose*. Lexington Fairness was formed to achieve equal rights under the law, acceptance, and fairness for lesbian, gay, transgender, and bisexual people living in central Kentucky region by fostering a grassroots campaign focused on local community action, grassroots advocacy, network building and educational outreach.

SECTION 3.1: *Registered Office*. The registered office of the ORGANIZATION within the Commonwealth of Kentucky shall be at 3263 North Cleveland Road, Lexington, Kentucky 40512.

SECTION 3.2: *Change of Offices*. The location of the registered office of the ORGANIZATION may only be changed by the Board of Directors. The location of the principal office, mailing address, and any other offices may be changed by the Board of Directors and such changes of the registered office, principal office, mailing address, or other offices shall not be deemed, nor require, an amendment of these Bylaws other than to be so noted in the minutes of this ORGANIZATION.

SECTION 3.3: *Other Offices*. The ORGANIZATION may also have an office or offices other than said principal office at such place or places, either within or without the State, as the Board of Directors shall from time to time determine.

**ARTICLE II—Board of Directors**

SECTION 1.1: *General Powers*. The Board shall be responsible for control, management and governance of the affairs, property, and interests of the ORGANIZATION, for

setting overall policy and direction of the ORGANIZATION, and may exercise all powers of the ORGANIZATION, except as limited by statute.

SECTION 1.2: *Specific Powers.* The Board may delegate responsibility for day-to-day operations of the ORGANIZATION to an Executive Director, and will consult and advise the Executive Director when setting overall policy and direction of the ORGANIZATION.

SECTION 2.1: *Selection and Installment.* The Board of Directors is self-perpetuating, and members of the Board of Directors elect new members by a majority vote of those present. New members of the Board of Directors shall assume their positions immediately following the vote in which they were elected.

SECTION 2.3: *Number and Qualifications.* The number of the Directors constituting the initial Board of Directors of the ORGANIZATION shall be fifteen (15). Thereafter, the number of Directors may be fixed, or modified from time to time, by the Board of Directors but never to be less than three. Directors need not be residents of the Commonwealth of Kentucky. Each Director must be a natural person who is eighteen years of age or older. Each Director shall hold office until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal as hereinafter provided in these Bylaws.

SECTION 3: *Terms.* All Board members shall serve two-year terms and are eligible for re-election.

SECTION 4: *Place of Meetings.* Meetings of the Board of Directors shall be held at such place or places, within or without the Commonwealth of Kentucky, as the Board of Directors may from time to time determine or as shall be specified in the notice of any such meeting.

SECTION 5.1: *Regular Meetings.* The Board shall meet annually at such time and place as the Board of Directors may fix.

SECTION 5.2: *Special Meetings.* Special meetings of the Board of Directors may be called by the Chair and any two Directors to be held at the time and place designated by the persons calling the special meeting. Unless deemed an emergency, written notice of such meeting shall be sent to each board director at least seven days in advance, which notice shall contain the subject matter of the meeting, which shall then be the only business to be conducted at such Special Meeting. Special meetings may be held via teleconference if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

SECTION 6.1: *Notice of Meetings.* Notice of meetings may be oral or written, may be given personally, by telephone, electronically transmitted message (email), by facsimile machine (fax), or by first class mail, and shall state the place, date, and time of the meeting. Method of notice need not be the same as to each Director and Executive Director. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

- a. Notice of any regular meeting shall be given at least two weeks (fourteen days including non-business days) in advance, to Directors and Executive Director, of each regular meeting.
- b. Notice of any special meeting shall be given at least one week (seven days including non-business days) in advance, to Directors and Executive Director, of each special meeting.

SECTION 6.2: *Waiver of Notice.* Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance by a Director, or the Executive Director, at a meeting shall constitute a waiver of notice of such meeting and a

waiver of any and all objections to the meeting, or manner in which it has been called or convened, except when a Director state at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION 7: *Quorum*. A simple majority of the current number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 8: *Manner of Acting*. The act of a quorum, or a simple majority, of the Directors shall be the act of the Board of Directors. The Directors shall act only as a Board and the individual Directors shall have no power as such.

SECTION 9: *Chair of Meetings*. At each meeting of the Board of Directors, the Chair shall preside. In the absence of the Chair, the Vice Chair shall preside as Chair. In the absence of each of these persons, a Chair is to be chosen by a majority if the Directors present at the meeting. The Secretary (or, in his or her absence any person appointed by the Chair) shall act as Secretary of the meeting and keep the minutes thereof.

SECTION 10: *Resignation*. Any Director of the ORGANIZATION may resign at any time by giving written notice of his or her resignation to the ORGANIZATION. Any such resignation shall take effect at the time his or her successor shall have been elected and qualified. Acceptance of such resignation shall not be necessary to make it effective.

SECTION 11: *Vacancies*. Any vacancy in the Board of Directors, whether arising from the death, resignation, removal, an increase in the number of Directors, or expiration of term, or any other cause, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. Each Director so elected shall hold office until his or her successor shall have been elected and qualified. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office.

SECTION 12: *Removal of Directors*. Any Director may be removed at any regular or special meeting. Any Director who fails to attend three consecutive regular Board of Director meetings or fifty percent (50%) of regular Board meetings in any twelve month period is eligible for removal by a super majority of the Board. Seventy five percent of the number of Directors shall constitute a super majority for the removal of any Director.

SECTION 13: *Compensation*. The Board of Directors shall have the authority to fix fees and reimbursement of expenses, of Directors for services to the ORGANIZATION. The Board receives no compensation other than reasonable expenses.

SECTION 14: *Conflict of Interest*. The Board of Directors shall adopt a conflict of interest policy.

SECTION 15: *Liability*. No Director shall be personally liable for any debts, obligation or liability of the ORGANIZATION.

SECTION 16: *Indemnification*. The Directors of the ORGANIZATION shall be indemnified by the ORGANIZATION to the fullest extent permissible under the laws of this state.

SECTION 17: *Insurance*. Except as may be otherwise provided under provision of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance in behalf of any agent of the ORGANIZATION (including a Director, Officer, employee, volunteer staff or other agent of the ORGANIZATION) against such liabilities asserted against or incurred by the agent in such capacity or arising out of agent's status as such, whether or not the ORGANIZATION would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provision of law.

### Article III—Committees and Advisory Boards

SECTION 1: *Committees.* The Board of Directors may by resolution designate at least one Director and any number of members to constitute one or more committees which shall have and may exercise such authority as may be set forth in said resolution. No committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Officer or Director of the ORGANIZATION; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another ORGANIZATION; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the ORGANIZATION; authorizing the voluntary dissolution of the assets of the ORGANIZATION; or amending, altering, or repealing and resolution of the Board of Directors. No such delegation of authority shall operate to relieve the Board of Directors or member of the Board from the responsibility imposed by law.

SECTION 2: *Advisory Boards.* The Board of Directors may from time to time form one or more advisory Boards. The members of any such advisory Board need not be Directors. The Board of Directors shall determine the name, objectives and responsibilities, of each such advisory Board, the qualifications, method of selection, and tenure, and the rules and procedures for the conduct of its activities. An advisory Board may provide such advice, services, and assistance to the ORGANIZATION, and carry out such duties and responsibilities for the ORGANIZATION as the Board of Directors may specify. Such advisory Board may not exercise any power or authority reserved to the Board of Directors by the Articles of Incorporation or these Bylaws. Further, no advisory Board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the ORGANIZATION without the express approval of the Board of Directors or the Executive Director of the ORGANIZATION.

### ARTICLE IV—Officers

SECTION 1: *Number, Election and Qualification.* The elected Officers of the ORGANIZATION shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. The same person may hold the office of Secretary and Treasurer. All Officers must be Directors. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, resignation, or removal, as hereinafter provide in these Bylaws.

SECTION 2.1: *Selection and Installment.* The Board of Directors shall elect Officers by a majority vote of those present. Officers shall assume their positions immediately following the vote in which they were elected. The Board of Directors shall elect or appoint the Officers at, or in conjunction with the first annual meeting of each year.

SECTION 2.2: *Terms.* Officers shall serve for a term of one (1) year and may serve for three (3) consecutive terms in a row in the same office. Board members may be selected for the same office after three successive terms by vacating the office for one year and then be eligible for re-election. Any director elected to an office shall automatically have their term on the Board extended to cover such term of office.

SECTION 3: *Compensation.* The compensation, if any, of each Officer shall be as determined from time to time by the Board of Directors.

SECTION 4: *Removal of Officers.* Any Officer may be removed at any special meeting. Seventy five percent of the number of Directors shall constitute a super majority for the removal of any Officer.

SECTION 5: *Resignation.* Any Officer of the ORGANIZATION may resign from their post as an Officer at any time by giving written notice of his or her resignation to the ORGANIZATION and may remain on the Board. Any such resignation shall take effect at the time specified therein or, if taken when it shall become effective shall not be specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6: *Vacancies.* Any vacancy in the Officer post, whether arising from the death, resignation, removal, an increase in the number of Directors, or expiration of term, or any other cause, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. Each Officer so elected shall hold office until his or her successor shall have been elected and qualified.

SECTION 7: *Authority and Duties of Chair.* The Chair shall convene regularly or may convene specially scheduled Board meetings and shall preside at each meeting. The Chair shall represent the Board to the Executive Director between Board meetings but shall have no authority other than that expressly given to the Chair by the Board to act on its behalf.

SECTION 8: *Authority and Duties of Vice Chair.* In the absence of the Chair the Vice President shall convene regularly or may convene specially scheduled Board meetings and shall preside at each meeting. The Vice Chair shall have no authority other than that expressly given to the Vice Chair by the Chair to act on her or his behalf.

SECTION 9: *Authority and Duties of Secretary.* The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, distributing copies of minutes, and assuring that corporate records are maintained.

SECTION 10: *Authority and Duties of Treasurer.* The Treasurer shall make a report at each Board meeting. Treasurer shall assist in the preparation of the budget and assist in making financial information available to Board members and the public.

SECTION 11: *Liability.* No Officer shall be personally liable for any debts, obligation or liability of the ORGANIZATION.

SECTION 12: *Indemnification.* The Officers of the ORGANIZATION shall be indemnified by the ORGANIZATION to the fullest extent permissible under the laws of this state.

SECTION 13: *Insurance.* Except as may be otherwise provided under provision of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance if insurance in behalf of any Officer against such liabilities asserted against or incurred by the agent in such capacity or arising out of agent's status as such, whether or not the ORGANIZATION would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provision of law.

## **ARTICLE V—Executive Director and Staff**

SECTION 1. *Executive Director.* The Executive Director shall be selected by the Board of Directors and be accountable to the Board of Directors. A Director may not be the Executive Director and remain on the Board, nor shall the Executive Director become a member of the Board while still the Executive Director, if they receive compensation. Board members may act

as fulltime, part-time or interim Executive Directors upon approval of the Board as long they receive no compensation. The Executive Director shall be the General Manager and Chief Executive Officer of the ORGANIZATION, in accordance with the direction given by the Board. The Executive Director shall report directly to, and work closely with, the Chair.

SECTION 2. *Duties and responsibilities.* The Executive Director is expected to attend all Board meetings, report on the progress of the ORGANIZATION, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. The Executive Director has day-to-day responsibility of the ORGANIZATION as delegated by the Board, including carrying out the ORGANIZATION'S goals and Board policies. The Executive Director may preside as the Chair of the Board of Directors in the absence of the Chair and Vice Chair without the power to vote unless they are a Director acting as a volunteer (no compensation) Executive Director. The Executive Director shall be responsible for the employment and direction of the staff and volunteers to advance the objectives of the ORGANIZATION in accordance with the direction given by the Board. The Executive Director shall report to the Board on the activities of the ORGANIZATION and its financial condition.

SECTION 3: *Resignation.* The Executive Director of the ORGANIZATION may resign at any time by giving written notice of his or her resignation to the ORGANIZATION. Any such resignation shall take effect at the time specified therein or, if taken when it shall become effective shall not be specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4: *Removal.* The Board of Directors, at any regular or special meeting, at any time, may remove the Executive Director.

SECTION 6. *Staff.* The Executive Director is responsible for volunteers and hiring and supervising other staff—volunteer staff, part-time salaried, or full-time salaried staff.

## ARTICLE VI—Members

SECTION 1: *Members.* The Organization shall have no members.

SECTION 2: *Powers.* All powers, obligations, and rights shall reside in the Board of Directors.

## ARTICLE VII—Records, Inspection, and Reports

SECTION 1.1: *Minutes.* Minutes of all meetings of Directors shall be kept at the ORGANIZATION'S principal office.

SECTION 1.2: *Records.* The ORGANIZATION shall keep adequate and correct books and records of the accounts at its principal office.

SECTION 1.3: *Corporate Records.* A copy of the ORGANIZATION'S Articles of In ORGANIZATION and Bylaws, as amended to date, shall be kept at the ORGANIZATION'S principal office and available for inspection at all reasonable times during office hours.

SECTION 2: *Inspection of Corporate Records.* Every Director shall have absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the ORGANIZATION.

SECTION 3: *Reports*. The Board shall cause any annual or periodic reports required under law to be prepared and delivered to an office of this state within the time limits set by law.

### ARTICLE VIII—Tax Exemption Provision

SECTION 1: *Limitation on Activities*. No substantial part of the activities of this ORGANIZATION shall be the carrying on the propaganda, or otherwise attempting to influence legislature (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the ORGANIZATION shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to any candidate for public office.

SECTION 2: *Prohibition Against Private Inurement*. No part of the net earnings of this ORGANIZATION shall inure to the benefit of, or be distributable to, its Directors or trustees, Officers or staff, or other persons, except that the ORGANIZATION shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of this ORGANIZATION.

SECTION 3: *Distribution of Assets*. Upon the dissolution of this ORGANIZATION, its assets remaining after payment, or provision for payment, or all debts and liabilities of this ORGANIZATION shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the law of this state.

SECTION 4: *Private Foundation*. In the event that this ORGANIZATION fails to qualify as a public charity under federal law, or in any taxable year in which this ORGANIZATION is a private foundation as described in Section 509(a) of the Internal Revenue Code, the ORGANIZATION shall:

- a. Distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- b. Not engage in any act of self-dealing as defined in Section 4942(d) of the Internal Revenue Code;
- c. Not retain any excess business holdings as defined in Section 4942(c) of the Internal Revenue Code;
- d. Not make any investments in such manner as to subject the ORGANIZATION to tax under Section 4944 of the Internal Revenue Code; and
- e. Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### ARTICLE IX—Amendments

SECTION 1: *Articles of Incorporation*. Only the Board of Directors may amend the Articles of Incorporation.

SECTION 2: *Bylaws*. Only the Board of Directors may amend these Bylaws.

SECTION 3: *Amendments*. These Bylaws may be amended, repealed or modified, and new Bylaws adopted, in accordance with this ORGANIZATION'S Articles of Incorporation, its Bylaws and the policies and direction provided by the Board of Directors, by the affirmative vote of a majority of the Board of Directors.

SECTION 4: *Notice*. Any notice of a meeting at which the Board is to consider amendment, repeal or modification of these Bylaws shall include notice of the proposed action.

#### **ARTICLE X—Parliamentary Procedure**

SECTION 1: *Parliamentary Authority*. A set of Democratic Rules of Order shall be adopted by the Board of Directors and shall govern this ORGANIZATION in all cases to which they are applicable and in which are not inconsistent with these Bylaws.

SECTION 2: *Amendments*. Adopted Democratic Rules of Order may be amended, repealed or modified, and new Democratic Rules of Order adopted, in accordance with this ORGANIZATION'S Articles of Incorporation, its Bylaws and the policies and direction provided by the Board of Directors, by the affirmative vote of a majority of the Board of Directors.

#### **ARTICLE XI—Construction and Terms**

SECTION 1: *Conflict*. It there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this ORGANIZATION, the provisions of the Articles of Incorporation shall govern.

SECTION 2: *Invalid Portions*. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

SECTION 3: *Internal Revenue Code*. All references in these Bylaws to section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended or revised from time to time, or to corresponding provisions of any future federal tax code.