

BY-LAWS
THE LGBT BUSINESS COUNCIL OF
THE GREATER LEHIGH VALLEY CHAMBER OF COMMERCE

Article 1. NAME

Section 1.01 The name of this standing council of the Greater Lehigh Valley Chamber of Commerce (“GLVCC”) is the LGBT Business Council (“LGBTBC”).

Article 2. MEMBERSHIP

Section 2.01 Membership in the LGBTBC is open to any member business, or owner or employee thereof, which belongs to the GLVCC.

Article 3. PURPOSE

Section 3.01 The LGBTBC is a forum for lesbian, gay, bisexual and transgendered (“LGBT”) individuals, as well as LGBT and LGBT-friendly businesses, owners, and community leaders.

Section 3.02 The purpose of the LGBTBC includes: (1) the exchange of information; (2) networking opportunities; (3) professional support; (4) education; and (5) presentation of positive LGBT and LGBT-friendly role models.

Article 4. AUTHORITY

Section 4.01 Authority for the creation and maintenance of the LGBTBC is vested in the by-laws of the GLVCC and by and through the GLVCC Board of Governors.

Section 4.02 Direction and administration of the LGBTBC is vested in the LGBTBC Board of Directors along with one GLVCC staff liaison appointed to the LGBTBC Board of Directors.

Section 4.03 The Board of Directors will include no less than three (3) and no more than twenty (20) LGBTBC members.

Section 4.04 The Board of Directors will include at a minimum an Executive Committee that includes: a President; a Vice President; and the Immediate Past President. The Board of Directors will also include a Cabinet Office consisting of the Executive Committee; the Events Chairperson(s); and the Development Chairperson(s). All other positions are held at the pleasure of the Executive Committee.

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Article 5. BOARD of DIRECTORS

Section 5.01 The term for Board of Directors members is two (2) years, which may be renewed four (4) times for a total service of ten (10) consecutive years. Following ten (10) consecutive years of service, individuals may be considered for re-election to the Board of Directors after a one (1) year hiatus.

Section 5.02 New Board of Directors members will be elected by a majority of the current Board of Directors members, as needed or upon expiration of an election term.

Section 5.03 The Executive Committee may appoint Honorary Members to the Board of Directors. Such Honorary Members may attend Board of Directors meetings but may not vote.

Section 5.04 Attendance at events and meetings is expected; unexcused absences of more than three (3) Board of Directors meetings or five (5) events requires and triggers an automatic review of the member's current fitness for service.

Section 5.05 Board of Directors members may apply in writing for a leave of absence from his/her duties due to medical, personal, family, or professional reasons for a specified time, not to exceed three (3) months. The Board of Directors will then vote on approval of the Leave of Absence.

Section 5.06 If any Board of Directors member fails to fulfill the reasonable obligations of his/her position and the LGBTBC, and/or violates the rules of professional conduct, the Executive Committee may review and/or remove the member from the Board of Directors and/or from the LGBTBC.

Section 5.07 A Board of Directors member may resign from his/her position at any time by notifying the President or Chamber Liaison in writing.

Article 6. EXECUTIVE & CABINET OFFICERS

Section 6.01 The Executive Committee consists of the President, Vice President, and Immediate Past President. The President and Vice President shall be elected every other spring to take office in July beginning with the year 2016. The Immediate Past President shall be the member who last served as President. All Executive Officers shall serve two-year terms.

Section 6.02 The President shall chair monthly LGBTBC Board meetings; represent LGBTBC on GLVCC Board of Governors and attend monthly meetings; chair Executive Committee meetings; work closely with chamber liaison; be ex-officio member of each committee; represent LGBTBC at all meetings and LGBTBC events; serve as liaison with non-chamber organizations; represent LGBTBC at non-LGBTBC events and meetings.

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Section 6.03 The Vice President shall assume the duties of the President if the President is absent or otherwise unable to fulfill his or her duties for any reason; as well as, serve in other capacities at the discretion of the President.

Section 6.04 The Immediate Past President shall serve as the Chair of the Nominating Committee, *see* Section 7.06. In the event that a Past President cannot take the office of Immediate Past President at the end of their term, the currently serving Immediate Past President shall serve a successive two-year term.

Section 6.05 The Chamber Liaison and support staff shall be responsible for the minutes of the Board and Executive meetings; organize correspondence, meeting notices and registration; staff all events; promote LGBTBC events; be liaison for chamber communications; present financial reports each month; record board attendance; and other related duties as required.

Section 6.06 The Cabinet shall consist of the Executive Officers and the Events and Development Chairperson(s).

Article 7. COMMITTEES

Section 7.01 The Executive Committee may create or eliminate committees and appoint or remove Chairs/Co-Chairs thereof for the benefit of the LGBTBC.

Section 7.02 Committees will be granted appropriate responsibilities, duties, and powers as necessary to effectuate the Objectives of the LGBTBC, without amendment of these By-Laws.

Section 7.03 Each Committee will have a Chairperson, appointed from the Board of Directors to serve a one (1) year term.

Section 7.04 The Events Chairperson shall form and chair the Events Committee; responsible for an annual calendar of events that reflect the councils position on a local level as well as the interest of the LGBT business community; oversee programs and acquisition of speakers (if a speaker is planned) for all events; facilitate the development of programs and events that fulfill LGBTBC mission; act as resource for appointed chairs for special events committees.

Section 7.05 The Development Chairperson shall form and chair the Development Committee; responsible for identifying potential sources of financial support and arranging for appropriate contact; as well as, creating, coordinating, and facilitating public relations for the LGBTBC.

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Section 7.06 The Nominating Committee shall be comprised of the Immediate Past President, the President, the Vice President, and the Chamber Liaison. The Nominating Committee works throughout the year to identify and build a bench of leadership candidates, and shall prepare a slate of candidates for membership on the Board of Directors and Executive Committee. Election of members will be in accordance with Sections 5.02 and 6.01.

Article 8. MEETINGS, QUORUM AND ORDER

Section 8.01 The presence of a quorum (one-half of all members plus one) is required for every Board of Directors meeting and will constitute a quorum for the purposes of voting on all matters, except those in Article 9.

Section 8.02 Each member will have one vote and shall be deemed “present” and participating in the meeting, if he/she is present and participating through telephonic or virtual presence.

Section 8.03 Meetings may be held in person, by telephonic conference call, via virtual presence (such as LiveMeeting), or by any other means which complies with these By-Laws and those of the GLVCC. Votes, likewise, may be made in person, by email, or by any other telephonic or virtual presence.

Section 8.04 All Board of Directors meetings will follow *Robert’s Rules of Order*.

Article 9. AMENDMENTS/MODIFICATION TO THE BY-LAWS

Section 9.01 Amendments or modifications to these By-Laws may be approved by a two-thirds vote of the Board of Directors in person.

Section 9.02 Proposed amendments or modifications must be provided in writing to the Board of Directors at least ten (10) days in advance.

Article 10. INDEMNIFICATION

Section 10.01 Each person who was or is a party and each person who has been threatened to be or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an officer or Board of Directors member of the LGBTBC, or is or was serving at the request of the LGBTBC as a director, officer or member of another GLVCC Committee, shall be indemnified, defended and held harmless by the LGBTBC and the GLVCC to the full extent permitted by the laws of Pennsylvania in effect at the time of such indemnification.

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Section 10.02 The foregoing right of indemnification shall inure to the benefit of the heirs, executors, and administrators of each such person; shall not be exclusive of any other rights of indemnification to which any LGBTBC officer or Board of Directors member or any person serving at the request of LGBTBC as a director, officer or member of another GLVCC Committee may be entitled in any capacity as a matter of law or under any By-Law, agreement, vote of the Board of Directors, the GLVCC or otherwise; and shall continue as to each person who has ceased to be an LGBTBC officer or Board of Directors member or to serve at the request of the LGBTBC as a director, officer or member of another GLVCC Committee but only with respect to any matters which occurred while such person was an LGBTBC officer or Board of Directors member or while such person served at the request of the LGBTBC as a director, officer or member of another GLVCC Committee.

Article 11. RELATIONSHIP TO CHAMBER

Section 11.01 Notwithstanding any of the above, the LGBTBC is not intended to be and is not a separate legal entity from the GLVCC but rather is a council within the GLVCC. In the event the LGBTBC ceases to operate or is dissolved for any reason, any funds then held by, in the name of or for the benefit of the LGBTBC shall be the property of the GLVCC.

Adopted 2012
Revised 2015
Revised 2016