

**Constitution and Bylaws of The LOFT
The Lesbian and Gay Community
Services Center, Inc.**

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ARTICLE I
Name, Purposes and Offices

Section 1.1 **Name.** The name of this not-for-profit corporation is The LOFT: The Lesbian and Gay Community Services Center, Inc. (the “Corporation”).

Section 1.2 **Purposes and Powers.** The purposes and powers of the Corporation shall be those set forth in the Corporation’s Certificate of Incorporation, as from time to time amended, restated, or otherwise modified.

Section 1.3 **Offices.** The principal office of the Corporation shall be in White Plains, Westchester County, New York.

ARTICLE II
Governance

The LOFT is a corporation that is managed by an appointed Board of Directors (the “Board”) as outlined in these bylaws. The corporation does not have general members, nor does it collect membership dues of any kind.

ARTICLE III
Affiliation

Section 3.1 **Affiliation.** The Corporation is not affiliated with any other organization and is completely independent in every respect. No affiliation with any other organization shall dictate the policies of the Corporation.

Section 3.2 **Partnerships.** The Corporation may join with other organizations for the purposes of advancing its objectives as outlined in Section 1.2 if joining does not conflict with or endanger the Corporation’s not-for-profit or tax-exempt status.

ARTICLE IV
Officers and Additional Personnel

Section 4.1 **Officers.** The Officers of the Corporation will consist of a President, a Vice President, a Treasurer, a Secretary, and such other officers with such titles as the Board shall determine (each, an “Officer”), each of whom shall be a Director (as defined herein), and be chosen and shall serve as outlined in these bylaws.

Section 4.2 **Election, Term of Office, and Qualifications.** In April of each year, on a date to be determined by the Board, or other such date, as determined by the Board, a general meeting will be held at which all Directors are expected to attend. The Officers of the Corporation will be

elected by the Board at the April meeting of the Board. The President and Secretary elected in 2023 will be elected for a two-year term and an election for these positions will be held every two years thereafter. Beginning April 2024 and every two years thereafter the Vice President and Treasurer positions will be elected for a two-year term. Each Officer shall hold office for a term of two years until such Officer's successor is elected, from May 1 through April 30 of the second year following election. No Officer may serve more than two consecutive terms in a particular position. No employee or related party of the Corporation shall serve as President of the Board or hold any other title with similar responsibilities. All officers shall be subject to the supervision and direction of the Board.

Section 4.3 Resignation. Any officer may resign at any time by delivering written notice to the President. The resignation shall take effect when such notice is delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.4 Removal. Any officer elected by the Board may be removed from the Board for cause by the affirmative vote of two-thirds of the Directors then in office and notice of the proposed action shall have been transmitted to all Directors at least one week before said meeting. The Board is authorized to determine good cause consistent with these bylaws.

Section 4.5 Vacancies. Should the position of any Officer become vacant, it shall be filled by a majority vote of the Board for the unexpired term of the office except as described in Section 4.8.

Section 4.6 Qualifications. The Board shall issue additional guidelines for the qualifications of officers consistent with these bylaws. No Officer shall be a member of the governing body of any Sub-lessee or Renter.

Section 4.7 Powers and Duties of the President. The President shall be responsible for overall supervision and control of all functions of the Corporation. The President shall preside at all Board meetings and, in the absence of both the President and the Vice President, may designate another person to preside. The President shall prepare the agenda of Board and annual meetings and shall in general supervise and control all business of the Corporation, as prescribed by the Board, and shall serve as ex officio member of all standing committees except the nominating committee. The President shall keep the officers and Board fully apprised of matters concerning the Corporation, and perform all duties prescribed by the Board or specified in these Bylaws. The President is the supervisor of the Executive Director in the day-to-day operations of the Corporation.

Section 4.8 Powers and Duties of the Vice President. The Vice President shall act as the assistant to the President and shall, in the absence of the President, be the presiding officer at Board meetings. In the event of a vacancy in the office of President, the Vice President shall succeed to the office for the unexpired term. In the event of the temporary incapacity of the President to act, as determined by a two-thirds vote of the Board, the Vice President shall fill the office of President until the President is able to resume office. When the Vice President has succeeded to or is filling the office of President under this section, and is so acting, the Vice

President shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President or the Board.

Section 4.9 Powers and Duties of the Treasurer. The Treasurer, in consultation with the Executive Director, shall be responsible for assuring that the financial records of the Corporation are properly maintained, and shall prepare reports for the Board and the annual general meeting regarding the Corporation's financial position. Consistent with Section 7.7, the Treasurer shall be responsible for ensuring that an annual audit is performed by an independent certified public accountant.

Section 4.10 Powers and Duties of the Secretary. The Secretary shall be the recording officer of the Corporation and custodian of those records not specifically assigned to other officers. The Secretary, or another person designated by the President in the absence of the Secretary, shall be the custodian of the minutes of the Corporation Board and annual meetings, and publish an agenda for all Board meetings, and perform all duties prescribed by the Board or specified in these Bylaws.

Section 4.11 Executive Director. The Board may appoint an Executive Director under terms and conditions as provided by the Board, who shall be charged with the administrative and executive management of the affairs of the Corporation. The Board may delegate to the Executive Director any such powers and duties which are delegable as a matter of law, subject, in each case, to review by the Board.

Section 4.12 Additional Personnel. The Board may from time to time engage such individuals or businesses as it shall deem necessary, and each of whom shall perform such duties as the Board, Executive Director or other staff may determine from time to time.

Section 4.13 Remuneration. No Officers of the Corporation will receive any remuneration for their services to the organization in any manner. Officers may be reimbursed for out-of-pocket expenses they may be required to make for the organization, provided that appropriate documentation is submitted. The Board may from time to time establish compensation and benefits for the Executive Director and additional staff of the Corporation.

ARTICLE V

Board of Directors

Section 5.1 Power of the Board of Directors. The Board shall be responsible for managing the business, property, affairs, and activities of the Corporation, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation, as amended and/or restated, and these Bylaws.

Section 5.2 Duties. The Board shall have the general duty of governing the business of the Corporation, be responsible for setting policy, and be accountable for the legal, financial, and philosophical aspects of the Corporation. The Board or the President may assign special duties.

Section 5.3 Qualifications of Directors. Directors must, when nominated, be 18 years of age or older. The Board shall issue additional guidelines for the qualifications of Directors

consistent with these bylaws. No Director shall be a member of the governing body of any Sub-lessee or Renter.

Section 5.4 Number of Directors. The Board shall consist of not less than four and not more than fifteen directors, including Officers (each, a “Director”). The number of Directors may be increased or decreased by action of the Board, provided that no decrease shall shorten the term of any incumbent Director. Any additional vacancies shall be announced when upcoming elections are announced.

Section 5.5 Election and Term of Office. At the annual general meeting of the Board, persons shall be nominated and elected by the affirmative vote of most of the Directors in office to serve as Directors. Each Director shall hold office for a term of two years; provided that any Director elected to fill an unexpired term shall be elected and hold office in accordance with the provisions of Section 5.6 of these Bylaws.

Section 5.6 Vacancies. Vacancies occurring in the Board for any reason shall be filled by the affirmative vote of a majority of the Directors then in office. If elected at any time during the year (except for the election in April), the Director will serve the balance of a two-year term (e.g., if elected in September 2023, then the term would expire on March 31, 2025).

Section 5.7 Resignation. Any Director may resign at any time by delivering written notice to the President. The resignation shall take effect when such notice is delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5.8 Removal. Any one or more of the Directors may be removed for cause by the affirmative vote of two-thirds of the Directors then in office and notice of the proposed action shall have been transmitted to all Directors at least one week before said meeting. The Board is authorized to determine good cause consistent with these bylaws.

Section 5.9 Meetings. All meetings of the Board shall be presided over by the President, unless the President, in the absence of the Vice President, shall designate another person to preside. The Board shall meet at least eight times annually at an agreed-upon date and time. Special meetings may be called by the President or a majority of the Board. A quorum (simple majority of total Board members) must be present, in any manner consistent with New York State Laws and regulations, to call a meeting to order and transact any business. All meetings of the Board will be open to the public.

Section 5.10 Notice of Meetings. Notice need not be given of regular meetings of the Board if such meetings are fixed by the Board. Notice shall be given of the annual general meeting of the Board, each regular meeting not fixed by the Board, and each special meeting of the Board. Notice shall be sent electronically (via email, text message or telephonically) to each Director at their email address or phone number as it appears in the records of the Corporation, at least five (5) calendar days before the day of the meeting. Notice shall include the date, time, and place of the meeting, and, for each annual and special meeting, shall be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken. For discussion of matters

requiring prompt action, notice of special meetings may be given to each Director in person or by telephone or email, no less than forty-eight (48) hours before the meeting is to be held, unless the meeting must be held within forty-eight (48) hours.

Section 5.11 Attendance. On an annual basis each Director is expected to attend at least 75% of meetings and shall not miss more than two consecutive meetings. Directors are required to be present for at least three-quarters of a meeting. Any one or more Directors may participate in any meeting of the Board or any committee thereof by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other simultaneously. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting. The Board shall adopt an agenda for each meeting.

Section 5.12 Action at a Meeting. Directors may not vote by proxy. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the affirmative vote of a majority of the Directors present at a meeting of the Board, if a quorum is present at the time of the vote, shall be the act of the Board; provided, however, that authorization of the following shall require the affirmative vote of at least two-thirds of the Entire Board:

1. A sale, lease, exchange, or other disposition of all, or substantially all, of the assets of the Corporation.
2. A purchase of real property if such property would, upon purchase, constitute all, or substantially all, of the assets of the Corporation.
3. A plan of merger, consolidation, or dissolution.
4. Revocation of a plan of voluntary dissolution.

The Board shall approve and adopt the minutes of all its meetings.

Section 5.13 Action without a Meeting. Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or such committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

Section 5.14 Organization of Meetings. The Secretary shall record the minutes of each meeting and, upon their adoption by the Board, shall retain such minutes with the permanent records of the Corporation. The President may designate another person to record the minutes of each meeting.

Section 5.15 Remuneration. No Director of the Corporation will receive any remuneration for their services to the organization in any manner. Directors may be reimbursed for out-of-pocket expenses they may be required to make for the organization, provided that appropriate documentation is submitted.

ARTICLE VI

Committees

Section 6.1 Committees of the Board. The Board may create committees of the Board, each consisting of three or more Directors. The Board is authorized to establish guidelines for the establishment of committees.

1. Each committee of the Board shall serve at the pleasure of the Board and shall have all the authority of the Board to the extent provided in the resolution or charter establishing the committee, except that no committee of any kind shall have authority as to the following matters:
 - A. The filing of vacancies in the Board or in any committee.
 - B. The fixing of compensation of the Directors for serving on the Board or on any committee.
 - C. The amendment or repeal of the Bylaws or the adoption of new Bylaws.
 - D. The approval of amendments to the Certificate of Incorporation.
 - E. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
 - F. The authorization of a sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation.
 - G. The approval of any plan of merger or dissolution of the Corporation.
 - H. The election or removal of officers or Directors.
2. Sections 5.9 through 5.12 of these Bylaws, which govern meetings, notice, quorum, action at a meeting, and action without a meeting, shall apply to committees of the Board and their members as well, except that committees of the Board shall not be required to hold annual meetings.
3. Each committee of the Board shall keep regular minutes of its proceedings and report the same to the Board, and such minutes shall be retained with the permanent records of the Corporation.
4. Each committee member shall serve at the pleasure of the Board. The designation of any committee of the Board and the delegation thereto of authority shall not alone relieve any Director of their duty to the Corporation under Section 717 of the NPCL (duty of Directors and officers).

Section 6.2 Executive Committee. The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer. The President shall serve as chair of the Executive Committee and shall call the committee into session. The Executive Committee shall act for the Board in conducting the affairs of the Corporation between meetings of the Board and

shall provide timely communication and consultation with the Board between meetings. The Executive Committee may not reverse or nullify, in fact or effect, any action taken, or decision made by the Board, nor may it amend the Corporation's budget. Three of the four members must be present to transact business and all votes will be passed by a simple majority of those present.

Section 6.3 **Governance Committee.** The Governance Committee will be devoted primarily to the continuing review and articulation of the governance structure and practices of the board including but not limited to recommending qualified candidates to the Board for election as Directors; establishing guidelines for the process by which non-officer directors become Officers; establishing guidelines and policies required by the Bylaws for the recruitment, election, and removal of Directors and/or Officers; advising and making recommendations to the Board on matters concerning directorship practices; reviewing and considering the LOFT's position and practices on significant public policy issues.

ARTICLE VII

Finances

Section 7.1 **Fiscal Year.** The fiscal year of the Corporation shall be April 1 through March 31.

Section 7.2 **Bank Accounts.** The Treasurer shall see that all funds of the Corporation are deposited into an account designated by the Board for that purpose.

Section 7.3 **Signatures.** The Board shall designate two officers who shall be authorized to sign checks, drafts, or other orders for payment of money, to sign acceptances, notes, or other evidence of indebtedness, or to execute and deliver other documents and instruments. Such designations shall be made at least annually and shall be recorded in the official minutes.

Section 7.4 **Approval of Expenditures.** Any remittance over \$500, except for those authorized by a line-item budget which has been approved by the Board, must be approved by the Board.

Section 7.5 **Budget.** Prior to the beginning of each fiscal year, the Treasurer shall submit for Board approval a budget of estimated income and expenditures for the new fiscal year. Once approved, the budget will stand as spending limits for each line item unless otherwise amended by action of the Board. Such action shall be recorded in the minutes.

Section 7.6 **Books and Records.** There shall be kept at the principal office of the Corporation correct and complete books and records of the accounts, activities, and transactions of the Corporation. These records shall include a current list of the Directors and officers of the Corporation and their addresses, and a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board and committees. Any of the books, records, and minutes of the Corporation may be kept in written form or in an electronic form capable of being converted into written form within a reasonable time.

Section 7.7 **Audit.** At the end of each fiscal year, the Board shall cause an audit of the Corporation's financial records to be performed by an independent certified public accountant.

Section 7.8 **Prohibition Against Loans.** The Corporation is prohibited from making any loan to any Director or officer of the Corporation.

ARTICLE VIII ***Policy Manual***

Section 8.1 **Board of Directors Policy Manual.** All policies of the Corporation, as adopted by the Board, shall be maintained by the Secretary and be available at the Corporation's corporate offices. Each policy contained within the manual shall include the date of its adoption so it can be cross-referenced to the minutes.

Section 8.2 **Annual acknowledgement.** Annually, each Director must acknowledge receipt and review of the Policy Manual.

Section 8.3 **Updates.** The Policy Manual shall be continuously updated with the latest policy additions, deletions and revisions and shall be always made available to the Board.

ARTICLE IX **Programs**

Section 9.1 **Programs.** Programs that are sponsored by the Corporation must be operated in a manner that is consistent with the Corporation's mission, policies and Constitution and Bylaws. LOFT Programs shall be considered the property and full responsibility of the Corporation and, as such, shall have no governing or fiscal autonomy separate from the Corporation. Programs fall under the responsibility and authority of the Board unless such authority is delegated to a Program Committee. Any group wishing to use the Corporation's facilities that does not meet this definition shall be deemed Sub-lessee or Renter.

Section 9.2 **Sub-lessees.** Sub-lessees are autonomous groups that, by contractual agreement, have sole and exclusive use of a particular room or rooms. Sub-lessees' relationship to the Corporation shall be governed by an individual contract, subject to the approval of the Board. The use of the Corporation's space by a Sub-lessee shall not be deemed as sponsorship or endorsement of that Sub-lessee.

Section 9.3 **Renters.** Renters are autonomous groups that are permitted to use meeting space only as requested, subject to availability. The use of the Corporation's space by a Renter shall not be deemed as sponsorship or endorsement of that Renter. Rental policy and rates for space shall be set by the Executive Director, subject to the approval of the Board. If the Executive Director determines that additional expenses (security, insurance riders, etc.) must be incurred to accommodate any Renter the Renter shall be fully responsible for that expense.

Section 9.4 **Board Ineligibility.** Members of the governing bodies of Sub-lessees and Renters will not be eligible to serve on the Corporation's Board.

Section 9.5 **No Conflict.** Space will not be approved for a Sub-lessee or Renter whose policies or actions conflict with the purpose of the Corporation as stated in Section 1.2 or for which a clear bias against the LGBTQ+ community has been demonstrated.

ARTICLE X ***Miscellaneous***

Section 10.1 **Mailing List.** The mailing lists of the Corporation are strictly confidential and shall not be sold, shared, or otherwise divulged. Approval of the Board is required for the use of the mailing for material from individuals, organizations, or businesses other than the Corporation.

Section 10.2 **Seals, Emblems and Logos.** The Board may approve various pictorial representations of the Corporation as part of its name, or in conjunction therewith for a variety of legal, public relations or other reasons. Any official or unofficial emblems, logos or designs used to represent the Corporation shall be approved by the Board. The legal seal of this Corporation shall be of the type prescribed by the Secretary of State and/or the Education Department of the State of New York.

Section 10.3 **Political Activity.** The Corporation shall be non-political and non-sectarian in every respect and will not endorse candidates for public office.

Section 10.4 **Power of Advisors.** The Board may appoint from time to time any number of persons as advisors to the Corporation, to act either singly or as a committee or committees of the Corporation. Each advisor shall hold such appointment at the pleasure of the Board and shall have only such authority or obligations as the Board may from time to time determine.

Section 10.5 **Conflicts of Interest; Adoption of Policy.** The Board shall adopt and oversee the implementation of, and compliance with, a conflict-of-interest policy as required by Section 715-a of the NPCL.

Section 10.6 **Non-discrimination.** The Corporation shall not discriminate in membership, usage, hiring practices or in any other way based on sex, gender, gender expression, sexual orientation, race, religion, age, disability, national origin, alienage, marital status, veterans' status, or citizenship.

ARTICLE XI ***Indemnification and Insurance***

Section 11.1 **Indemnification.** To the fullest extent permitted by law, the Corporation may indemnify any person made, or threatened to be made, a party to, or who is involved in (including as a witness), any action or proceeding by reason of the fact that they are or were a Director, Officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred; provided, however, that a person who has been successful, on the merits or otherwise,

in the defense of a civil or criminal action or proceeding of the character described in Section 722 of the NPCL shall be entitled to indemnification as authorized in Section 723 of the NPCL. No indemnification may be made to or on behalf of any such person if: (a) their acts were committed in bad faith or were the result of their active and deliberate dishonesty and were material to such action or proceeding; or (b) they personally gained financial profit or other advantage to which they were not legally entitled in the transaction or matter in which indemnification is sought.

Section 11.2 Expenses. The Corporation may pay expenses as incurred by any person described in Section 11.1 of this Article in connection with any action, suit, proceeding or inquiry described in Section 11.1, provided that if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

Section 11.3 Insurance. The Corporation will purchase and maintain all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation or expenses which it incurs because of its indemnification of Directors, Officers, employees, and agents pursuant to this Article, or to indemnify such persons in instances in which they may be indemnified pursuant to this Article.

ARTICLE XII

Amendments and Severability

Section 12.1 Amendments. This Constitution and Bylaws may be amended by a two-thirds affirmative vote of the Board.

Section 12.2 Severability. Should any Article or Section of this Constitution and Bylaws be declared invalid by reason of law, or a two-thirds vote of the Board, the remainder of the Constitution and Bylaws not inconsistent with the change shall remain in full force and effect.

ARTICLE XIII

Dissolution

In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses, be distributed to another organization exempt under IRS501(c)3 or corresponding provisions of any subsequent federal tax laws or to the federal or local government for a public subject to the approval of a Justice of the Supreme Court of the State of New York. No Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution. Subject to such approval, the Board shall distribute the remaining assets to such organizations at the time of dissolution, then the remaining assets and property shall be distributed to such charitable not-for-profit organizations as the Board shall deem appropriate.

Adopted on June 28, 2023.