

# RAINBOW HISTORY PROJECT

## BYLAWS

### AS REVISED THROUGH AUGUST 8, 2020

#### *Article 1*

#### **NAME AND OFFICES**

The name of this corporation is The Rainbow History Project. The Rainbow History Project is incorporated under the laws of the District of Columbia as “The Rainbow History Project Foundation.” The principal office of the corporation shall be established by the Board of Directors in Washington, DC. The Board may select other offices, as the affairs of the corporation require.

#### *Article 2*

#### **PURPOSE AND ACTIVITIES**

##### Section 2.1 Purpose

This corporation is a nonprofit public benefit corporation organized exclusively for charitable and educational purposes and not for the private gain of any person. Our mission statement:

*The Rainbow History Project is a non-profit organization whose mission is to collect, preserve, and promote an active knowledge of the history, arts, and culture relevant to sexually diverse communities in metropolitan Washington, DC.*

No substantial part of the activities of this corporation will consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

##### Section 2.2 Activities

Notwithstanding any other provision of the Articles of Incorporation and the Bylaws, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or by any successor provisions.

### Section 2.3 Property and Dissolution

(a) *Inurement.* The property of the corporation is irrevocably dedicated to charitable and educational purposes, and no part of the income or assets of the corporation will ever inure to the benefit of any Director, Officer, member, agent, or any private individual.

(b) *Dissolution.* In the event of dissolution of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or any successor provision. Any assets not so disposed of shall be disposed for such exempt purposes by a court of competent jurisdiction in the District of Columbia.

## **Article 3 MEMBERS**

### Section 3.1 Membership Requirements

Membership shall be granted to any individual who requests membership and has made a contribution of value to the corporation in one or more of the following ways: (1) By making a monetary donation either directly to the corporation or to its designee; (2) By paying expenses of the corporation without seeking reimbursement; (3) By making a donation of property to the corporation, either tangible or intangible; (4) By providing *pro bono* services to the corporation; (5) By providing services as a volunteer to assist the corporation in carrying out its charitable and educational purposes. The Board of Directors may establish minimum standards for such contributions to merit membership and other rules pertaining to membership.

### Section 3.2 Membership Meetings

(a) There shall be an annual meeting of the membership of the corporation on a date and at a place to be determined by the Board of Directors. The agenda set by the Board will, among other things, include the following items: (1) Discussion of the corporation's activities since the last membership meeting; (2) Introduction of members added to the Board since the last membership meeting; (3) Reports regarding financial activity since the last membership meeting and current financial status; (4) Discussion of activities proposed for the next year; (5) Member questions and comments on all matters referenced above, including discussions of relevant issues and concerns.

(b) The Board of Directors may call such additional meetings of the membership as it deems necessary.

(c) Membership meetings shall be open to the public, but voting at such meetings shall be limited to those individuals who were members at the time the notice of the meeting was transmitted.

### Section 3.3 Notice of Meetings

Within three weeks of the date of any upcoming membership meeting, the Secretary of the corporation shall ensure that a notice of the meeting is provided to the members along with an indication of the purpose of the meeting and the matters to be considered. Such notice shall be transmitted by any means (physical or electronic) suitable for satisfying the time requirement.

### Section 3.4 Voting

At any membership meeting, the members shall have the opportunity to nominate and elect additional Directors to the Board and to vote on all other matters presented by the Board for approval of the membership. For voting purposes, each member (including Directors) shall be entitled to one vote. Any decision of the membership must be approved by a majority (more than 50%) of the members who are physically present at the meeting. The Chair shall not vote except in instances of a tie.

### Section 3.5 Special Memberships

In the discretion of the Board, the corporation may create special memberships, including organizational memberships, and establish the requirements and benefits with respect thereto.

## **Article 4** **BOARD OF DIRECTORS**

### Section 4.1 In General

(a) The general management of the affairs of the corporation shall be under the control, supervision, and direction of its Board of Directors.

(b) The Board shall have such authority as is necessary to exercise all corporate powers, including (but not limited to) matters affecting disposition of any or all assets of the corporation, the merger or dissolution of the corporation, and amendments to these Bylaws.

#### Section 4.2 Number of Directors

The number of Directors on the Board shall be unlimited, but it shall be no less than five. Directors shall serve for a two-year term and may be re-elected for additional two-year terms. The corporation shall endeavor to ensure that the membership of the Board reflects the diversity in the community.

#### Section 4.3 Standard of Performance

Directors shall perform their duties to the corporation (1) in good faith and in a manner that is in the best interest of the corporation, and (2) with the care an ordinarily prudent person would exercise in a like situation and under similar circumstances.

#### Section 4.4 Election of Directors

(a) In the discretion of the Board, new Directors may be added to the Board at any time. The election of a Director shall be made by a vote of a *Board Majority* (as that term is defined below in Section 4.8).

(b) The Secretary shall give notice to the Directors of any pending election at least two weeks in advance of such election. (See also Section 4.5(b), below.)

(c) Pursuant to Section 3.4 of *Article 3 - Members*, additional Directors may also be elected by the members of the corporation at any membership meeting.

#### Section 4.5-1 Meetings

(a) Regular meetings of the Board shall take place at such time and place as the Board determines. The Board shall hold no fewer than four meetings per year.

(b) At least four days prior to an upcoming meeting, the Secretary shall ensure that all Directors are given notice of the meeting, a tentative agenda, and the minutes of the last meeting. Transmittal of these items may be made by any means (physical or electronic) suitable for satisfying the time requirement.

(c) Any two Directors may call a special meeting of the Board. All provisions of this Article shall be applicable to such meeting.

#### Section 4.5-2 Virtual Presence

(a) Meetings of the Board of Directors shall be comprised of those Directors who are physically present and those Directors who are virtually present. Meetings may be comprised entirely of Directors who are virtually present.

(b) A Director shall be regarded as virtually present if, by any means suitable for communication, that Director hears (or reads) and is free to participate in all discussions at the meeting as it is taking place.

(c) A virtually present Director shall be deemed to be part of the quorum and shall be entitled to vote on all matters presented to the Board for a vote in accordance with the requirements of these Bylaws.

#### Section 4.6 Quorum

(a) To conduct business at a meeting of the Board of Directors, more than 50% of all of the Directors must be physically or virtually present. No votes may be taken (by common consent or otherwise) in the absence of a quorum.

(b) No Director may authorize another person or persons to act for the Director by proxy at a meeting.

#### Section 4.7 Quorum Majority

Unless otherwise specified in these Bylaws, all decisions of the Board must be approved by a by a **Quorum Majority**. A *Quorum Majority* is a majority (more than 50%) of those Directors who are physically or virtually present at a Board Meeting.

#### Section 4.8 Board Majority

In some instances specified in these Bylaws, a decision of the Board of Directors must be approved by a majority (more than 50%) of all of the Directors on the Board. This majority is referred to in these Bylaws as a **Board Majority**. If all of the Directors are physically or virtually present at a Board meeting, the *Quorum Majority* and the *Board Majority* will be the same.

Section 4.9 Examples of the Application of Sections 4.6 through 4.8

Example 1. Assume that there is a total of 14 directors on the Board. A *Board Majority* would be 8 directors. The minimum number of Directors needed to comprise a quorum would also be 8.

Example 2. Assume that there is a total of 14 Directors on the Board.

- Assume further that a matter being considered by the Board requires a *Quorum Majority* to approve a proposed action. If 8 Directors are physically or virtually present at the meeting, the number of votes needed to approve the action is 5 (a majority of the 8). If 10 Directors are physically or virtually present at the meeting, the minimum number of votes needed to approve the action is 6 (a majority of the 10).
- If, at that meeting, a decision is required by these Bylaws to be approved by a *Board Majority*, then the minimum of votes needed to constitute the majority is 8 (*i.e.*, more than 50% of the full 14 member Board). If there are only 8 Directors physically or virtually present at the meeting, then all of them must approve any action.

Section 4.10 Absence, Removal, or Resignation of a Director

(a) *Absence.* A Director who is absent without an excuse from three consecutive Board meetings shall be informed by the Chair at least ten days prior to the fourth meeting that continued absence will be grounds for dismissal. The removal of a Director for absence must be approved by the vote of a *Board Majority* (as that term is defined above in Section 4.8).

(b) *Removal.* A Director may be removed for malfeasance in office by the vote of a *Super Majority* of the Directors. A *Super Majority* is more than two-thirds of all of the Directors (with the charged Director not counted as a Director for the purpose of the vote). Upon request, the charged Director shall receive a full and fair hearing by the Board prior to the removal vote. The Board may appoint a fact-finding committee if it finds such a committee necessary.

(c) *Resignation.* A Director may resign at any time by giving signed written notice to the Board of Directors or to any Officer of the corporation. Such resignation shall take effect at the date of receipt of the notice or at any later date specified in the notice of resignation. Unless otherwise specified therein, the acceptance of the resignation will not be necessary to make it effective.

*Article 5*  
**OFFICERS**

Section 5.1 Corporate Officers

The Officers of the corporation shall be (1) Chair, (2) Vice Chair, (3) Secretary, (4) Treasurer, and (5) such other Officers as may be elected in accordance with the provisions of this Article. All Officers shall be chosen from among the Board of Directors. No Director shall hold more than one Office.

Section 5.2 Election and Term

(a) As used in this Section, ***First Board Meeting*** means the first meeting Board of Directors after the annual meeting of the membership (see *Article 3 – Members*).

(b) The election of each Officer shall be by the vote of a *Board Majority* at the *First Board Meeting* each year. The term of office shall extend to the *First Board Meeting* in the subsequent year. Officers may be re-elected at that time. There are shall be no limit on the number of times an Officer may be re-elected.

(c) In the event of a vacancy in any Office (see, *e.g.*, Section 5.3, below), that Office shall be filled by the vote of a *Board Majority* at any meeting of the Board. (See *Article 4 – Board of Directors*). The term of office shall extend to the next *First Board Meeting*. For special rules regarding the accession of the Vice Chair to the position of Chair, see Section 5.4-2(c), below.

Section 5.3 Removal or Resignation of an Officer

(a) *Removal*. An Officer may be removed by the vote of a *Super Majority* of the Board whenever in the Board's judgement the interests of the corporation would be served thereby. A *Super Majority* is more than two-thirds of all of the Directors (with the designated Officer not counted as a Director for purposes of the vote). The designated Officer shall, at the Officer's request, receive a full and fair hearing by the Board prior to the removal vote. The Board may appoint a fact-finding committee if it finds such a committee necessary.

(b) *Resignation*. An Officer may resign at any time by giving a signed written notice to the Board of Directors or to any Officer of the corporation. Such resignation will take effect at the date of receipt of the notice or at any later date specified therein. Unless otherwise

specified in the notice, the acceptance of the resignation will not be necessary to make it effective.

#### Section 5.4-1 Chair

(a) *Authority.* The Chair shall also be known as and have the duties and responsibilities of the President of a corporation under applicable provisions of law. As its chief operating officer, the Chair shall supervise and control the day-to-day business and affairs of the corporation. The Chair shall make all executive decisions, except as otherwise directed by the Board, by these Bylaws, or by applicable provisions of law.

(b) *Meetings.* The Chair shall preside at all meetings of the Board of Directors and of the Membership. The Chair shall not vote at the meetings except in the case of a tie vote.

(c) *Execution of Documents.* The Chair shall sign (along with other Officers when required) any deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors. The Board may designate an Officer other than the Chair or any agent of the corporation to execute any instrument. See Section 7.1 of *Article 7 – Contracts; Financial Management.*

#### Section 5.4-2 Vice Chair

(a) *Authority.* The Vice Chair shall have the powers and perform the duties which are prescribed for the Vice Chair by the Board of Directors or by the Chair.

(b) *Acting Chair.* In the absence or unavailability of the Chair, the Vice Chair shall perform the duties of the Chair and shall be known as the Acting Chair. When so acting, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall cease to be Acting Chair when the Chair returns to duty or when the term of the Chair expires, whichever comes first.

(c) *Acceding to the Office of Chair.* The Vice Chair shall normally accede to the Office of Chair if (1) there is a vacancy in the Chair's Office prior to the end of the Chair's term, or (2) at the end of such term, the Chair does not seek re-election. Such accession shall be subject to the approval of the Board by a vote of a *Board Majority.*

#### Section 5.5 Secretary

The Secretary shall be responsible for recording the minutes of all meetings of the Board, for giving all notices as required by statute or these Bylaws, and for keeping (in paper and/or electronic form) all significant corporate non-financial records, including



membership records. If approved by the Board, the Secretary may delegate some of these responsibilities. In addition, the Secretary shall perform such other duties as from time to time may be assigned by the Board or by the Chair. See further Section 8.1 of *Article 8 – Books and Records*.

#### Section 5.6 Treasurer

(a) *Keeping of Assets*. The Treasurer shall be responsible for the receipt and safekeeping of all funds and financial assets of the corporation. Appropriate financial records shall be prepared and preserved by the Treasurer. The Treasurer shall place funds and financial assets in such bank or other depository and in such form as is designated in these Bylaws or by the Board. See further Section 7.2 of *Article 7 – Contracts; Financial Management*.

(b) *Reports*. The Treasurer shall prepare and present accountings of the financial transactions and condition of the corporation at meetings of the Board and the Membership. See further Section 8.1 and Section 8.2 of *Article 8 – Books and Records*.

(c) *Tax Returns*. The Treasurer shall prepare for the approval of the Board all tax returns and related reports that the corporation is required to file. Once approved, the Treasurer shall file these returns and reports with the appropriate governmental bodies. See Section 3 of *Article 8 – Books and Records*.

(d) *Delegation*. If approved by the Board, the Treasurer may delegate some of these responsibilities.

(d) *Additional Duties*. The Treasurer shall perform such other duties as from time to time may be assigned by the Board or by the Chair.

#### Section 5.7 Absence or Unavailability of an Officer

In the event of the temporary absence or unavailability of an Officer, the Board may designate a Director to assume some or all of the duties of the Officer for a specified period. For special rules regarding the absence or unavailability of the Chair, see Section 5.4-2(b), above.

#### Section 5.8 Vacancy in an Office

When there is a vacancy in an Office, the Board may designate a Director to fill the vacancy on an interim basis, until such time as a permanent replacement is elected (see Section 5.2, above).

### Section 5.9 Employees and Independent Contractors

In its discretion, the Board, by the vote of a *Board Majority* (see Section 4.8 of *Article 4 – Board of Directors*), may hire full-time or part-time employees and/or secure the services of independent contractors. The Board shall also determine the compensation to be paid by the vote of a *Board Majority*.

### Section 5.10 Volunteers

The Officers and Directors may secure the help of volunteers to assist the corporation in the carrying out its charitable and educational activities and to help the corporation in fulfilling its responsibilities.

## *Article 6*

### **SPECIAL PROVISIONS: OFFICERS AND DIRECTORS**

### Section 6.1 Compensation

Directors and Officers shall not receive any compensation for their services in that capacity. Nothing in these Bylaws shall be construed to preclude any Director or Officer from serving the corporation in any other capacity and receiving compensation from the Board for those services.

### Section 6.2 Loans and Guarantees

The corporation will not make any loan of money or property or provide any guarantee for obligations of any Director or Officer of the corporation. However, the corporation may advance money to a Director, Officer, or any agent of the corporation for expenses reasonably anticipated in the performances of his or her duties in those cases where the expenses would normally be reimbursed by the corporation.

### Section 6.3 Self-Dealing

The Board will not normally approve any self-dealing transactions, except as noted in this subsection. A self-dealing transaction is one in which one or more of the Directors or Officers has a material financial interest in a transaction with the corporation. The Board

may only approve a self-dealing transaction when the Board, in good faith, determines that the corporation could not have found a more advantageous arrangement. Such a transaction must be approved by the vote of a *Board Majority* (see Section 4.8 of *Article 4 – Board of Directors*). Any Director standing to materially gain from the transaction shall not be counted as a Director for purposes of the vote. In no event shall the Board approve any arrangement which is incompatible with the requirements of Section 501(c)(3) of the Internal Revenue Code or any successor provision.

#### Section 6.4 Indemnification

The corporation shall provide indemnification to the extent required by law. The Board may purchase insurance on behalf of the Officers, Directors, and other agents of the corporation, covering any liabilities incurred by or asserted against them which arise out of their authorized activities on behalf of the corporation. The Board of Directors may include the corporate entity in such coverage.

### *Article 7*

## **CONTRACTS; FINANCIAL MANAGEMENT**

#### Section 7.1 Contract Authority

The Board may authorize any Officer(s) or agent(s) of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or limited to specific instances. See also Section 5.4(c) of *Article 5 – Officers*.

#### Section 7.2 Checks, Indebtedness, Instruments

The Board shall determine the manner in which all checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness will be made. See also Section 5.7(a) of *Article 5 – Officers*.

#### Section 7.3 Funds

All funds of the corporation shall be deposited from time to time to the credit of the corporation in banks, trust companies, or other depositories selected by the Board. See also Section 5.6(a) of *Article 5 – Officers*.

Section 7.4 Bequests, Gifts, and Contributions

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

*Article 8*  
**BOOKS AND RECORDS**

Section 8.1 Preparing and Maintaining Records

The corporation shall keep correct and complete books, records of accounts, and financial statements. The corporation shall keep minutes of the proceedings of the Board of Directors and reports of the committees established by the Board of Directors. The corporation shall keep a record of the names and addresses of its Officers, Directors, and Members. See also Section 5.5 and Section 5.6 of *Article 5 – Officers*.

Section 8.2 Audits

The corporation shall cause its financial records and statements to be audited on a regular basis in satisfaction of all legal and tax requirements. The Treasurer shall not participate in the audits.

Section 8.3 Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

*Article 9*  
**ALTERATION, AMENDMENT,  
AND REPEAL OF THESE BYLAWS**

Section 9.1 Changes and Additions

The Board of Directors (1) may alter, amend, or repeal any provisions in these Bylaws, and/or (2) may add new provisions to these Bylaws, at any meeting of the Board called pursuant to the provisions of Section 4.5 of *Article 4 – Board of Directors*.

Section 9.2 Notice to Directors

Advance notice and copies of all proposed changes and additions shall be provided to the Directors at least two weeks prior to the Board meeting.

Section 9.3 Voting by Board

At the Board meeting, the vote of a *Board Majority* (see Section 4.8 of *Article 4 – Board of Directors*) shall be necessary to approve any changes or additions.

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CERTIFICATION OF TRUE COPY

I certify that this is a true copy of the Bylaws of the Rainbow History Project Foundation, as revised through August 8, 2020.

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Secretary of the Corporation