



Stonewall Library & Archives, Inc.
By-laws

Adopted October 11, 2014, and as subsequently amended

Amended: December 1, 2018



**By-Laws of
Stonewall Library and Archives, Inc
as Amended on December 1, 2018**

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ARTICLE I. GENERAL

Section A. Name. This Corporation is registered with the Internal Revenue Service as Stonewall Library and Archives, Inc. and does business as Stonewall National Museum and Archives (SNMA). The Corporation is a 501 (c) (3) not for profit organization under the Internal Revenue Service Code.

Section B. Place of Business. The principal place of business is 1300 E. Sunrise, Boulevard, Fort Lauderdale, FL 33304. SNMA may operate off premises activities at places designated and approved by the Board of Directors.

Section C. Fiscal Year. The fiscal year shall be January 1 through December 31 of any given calendar year.

ARTICLE II. PURPOSE AND MISSION

Section A. Mission. Stonewall National Museum and Archives promotes understanding through preserving and sharing the proud culture of lesbian, gay, bisexual and transgender people and their significant role in American society.

Section B. Purpose. The purpose of SNMA is to serve as an educational resource on matters related to lesbian, gay, bisexual, and transgender issues. SNMA celebrates the history and culture of LGBT people and provides accurate information for public use. Through our interactive library, museum and archives, we collect, preserve, and share materials dealing with lesbian, gay, bisexual and transgendered communities, in order to educate and inspire current and future generations.

ARTICLE III. NON-DISCRIMINATION

In all of its activities, events, and exhibits, SNMA will not discriminate on the basis of sex, race, color, religion, national origin, age, disability status, veteran status, sexual orientation, gender identity or gender expression.

ARTICLE IV. BOARD OF DIRECTORS

Section A. Power and Duties. The Board of Directors shall have the authority:

1. to steward and oversee the property, funds, affairs, activities and business of SNMA;
2. to select and supervise the Executive Director of SNMA, including outlining duties and responsibilities (which may include supervision of any and all employees and the creation and oversight of all activities and policies of the Corporation), conducting an annual performance review, and setting terms of annual compensation;
3. to authorize any office or agent of SNMA to enter into any contract, or execute and delivery any instrument in the name of or on behalf of SNMA;
4. to accept any contribution, gift, bequest or devise for the charitable purposes of SNMA;

5. to establish policies and procedures which govern the operation of SNMA and assure its future; and
6. to establish fundraising and advocacy policies and activities of SNMA.

Section B. Composition of the Board

1. **Founder.** In recognition of his contribution to the creation of SNMA, the founder, Mark N. Silber, shall be an honorary member of the Board with the title Founder, for life, or for as long as he shall desire the title. "Founder" is a strictly honorary title, without voting privileges.
2. **Number and Classes of Directors.** The management and operation of the SNMA shall be governed by a Board of Directors, consisting of no fewer than seven (7) nor more than thirty (30) voting Directors. The elected Board of Directors shall be divided into three Classes, each of which shall be as nearly equal in number as possible and will have overlapping terms. At each Annual Meeting, the number of Directors equal to the Class whose term is scheduled to expire at the time of such Meeting, shall be elected to hold office for the next three-year period.
3. **Executive Director.** In addition to the voting Directors, the Executive Director of SNMA shall serve as an ex-officio non-voting member of the Board.

Section C. Terms of Office of a Director

1. **Term Length.** The term of the office for each individual in each Class shall be three (3) years. The term of office of each Class shall end at the conclusion of a fiscal year designated for a given Class. Directors shall serve until their successors shall have been duly elected, or until earlier death, resignation or removal from office.
2. **Class Assignment.** On the date this Restatement of SNMA Corporate Bylaws is adopted by the Board, the Structure and Governance Committee shall assign each Director in office on that date to one of three Classes. The Class assignment for any Director subsequently elected, whether new, continuing or replacement, shall be made by the Structure and Governance Committee at the time the individual is recommended to the full Board.
3. **Consecutive Terms.** A Director is eligible to serve a maximum of two (2), consecutive three (3) year terms. Upon the completion of two consecutive terms, and after a period of one year, an individual who has previously served as a Director may, upon recommendation of the Structure and Governance Committee, be elected again as a Director and shall be eligible to serve two (2) consecutive three (3) year terms.

In the event a Director is elected to fill an unexpired term of a prior Director who has died, resigned or removed from the Board, the Director shall serve the remainder of the unexpired term and shall subsequently be eligible to serve (2) two additional, (3) three-year terms.

Section D. Nominations and Elections of Directors All suggestions for individuals for the position of Director shall be forwarded to the Structure and Governance Committee for their review and recommendation to the Board.

After their review, the Structure and Governance Committee will forward to the full Board for action a nomination which shall include the name(s) and qualification(s) of all candidates for election, as well as the Class/term of office, including a beginning and ending date.

A majority of those Directors present at any regular, special or Annual meeting is required to elect a Director.

Section E. Director Qualifications and Expectations. All Directors must be at least 18 years of age and must be a member of the Stonewall National Museum and Archives. Directors are expected to comply with the requirements for Individual Directors, as outlined in the “Statement of Individual Responsibilities of Directors” presented in Appendix A of this document.

Section F. Conflict of Interest. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, that individual shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a major of disinterested Directors determine that it is in the best interests of the Corporation to do so. The minutes of meeting at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section G. Compensation. No Director shall receive any compensation or consideration of any kind or in any form for services as a Director, except that a Director may be allowed reasonable advancement or reimbursement for expenses incurred in the performance of any duties directed by the Board which exceed those duties outlined in Article IV, Section A.

Section H. Resignation. A Director may resign at any time by giving written notice to the Chairperson of the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section I. Removal. A Director may be removed from the Board only for good cause, which shall include non-compliance with one or more of the responsibilities established by the Board and communicated in the policy governing Director Responsibilities.

The vote to remove a Director may occur at any regular or special meeting, if the matter of removal has been included with the required notice of such a meeting and if the Director being considered for removal has been notified at least ten (10) days prior to the vote. A secret ballot vote of two-thirds (2/3) of those present shall be required.

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Section J. Vacancies on the Board A vacancy created for any reason shall be filled through the process outlined in Article IV. Section D of these by-laws.

A successor to fill an anticipated vacancy may be elected before the vacancy actually occurs and will become effective on the date of the vacancy. The Director-elect may attend and observe at meetings, but may not vote on any matter, until the date of the declared vacancy.

Section K. Emeritus and Honorary Board Members

1. Emeritus Director is assigned to retiring Board chairs as a lifetime, non-voting member.
2. Honorary Director is assigned for one year, without vote, to former Board members who have credibly completed two, three-year terms.

ARTICLE V - OFFICERS

Section A. Election and Terms of Officers. The Officers of the Corporation shall consist of a Chairperson, Vice- Chairperson, Secretary, and Treasurer.

The Board, by majority vote, may also appoint an assistant treasurer and/or assistant secretary, who need not be members of the Board, to assist the Treasurer and Secretary in their duties. These individuals shall not have a vote and shall serve at the pleasure of the Board, with such powers and duties as may be proscribed by the Board.

The Structure and Governance Committee will present a slate of nominees for the four Officer positions to the Board for their action at the Annual Meeting or at any other duly called meeting. The Officers shall be elected by the current Directors by a majority vote. Each officer shall be elected for a two (2) year term and/or until the term begins for an elected successor. The term shall run concurrently with the fiscal year and shall supersede the term limitations established by the officer's board membership.

No Director may hold the same officer position for more than two consecutive two (2) year terms.

The term of office for Officers elected at times other than at the Annual Meeting shall begin upon their election as Officer and shall conclude at the end of the fiscal year.

Section B. Duties of Officers

1. Chairperson. The Chairperson shall perform, but not be limited to, the following responsibilities:
 - a. Serve as Chair of the Executive Committee
 - b. Prepare the agenda for each meeting;
 - c. Preside at all meetings of the Board of Directors;
 - d. Sign, with the approval of the Board of Directors, all contracts and legal documents;
 - e. Appoint the chairperson(s) of all standing and special committees;

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- f. Serve as the official spokesperson for the Board or select a designated spokesperson;
 - g. Assure that all activities of SNMA comply with the requirements of eligibility for the 501 (c) 3 status of SNMA;
 - h. Serve as an ex-officio member of all committees;
 - i. Cast a vote on matters before the Board only when required to break a tie; and
 - j. Perform such other duties as may be authorized by these Bylaws or may be directed by the Board.
2. Vice-Chairperson. The Vice Chairperson shall perform, but not be limited to, the following responsibilities:
- a. Serve as the Chairperson in the absence of the Chairperson or in the event the office of the Chairperson is vacated;
 - b. Serve as the Chair of the Structure and Governance Committee; and
 - c. Perform such other duties as may be authorized and directed by the Board.
3. Secretary. The Secretary shall perform, but not be limited to, the following responsibilities:
- a. Record and maintain all minutes, votes and other proceedings at all meetings of the Board of Directors;
 - b. Attend to such communications, correspondence and all other duties as may be delegated and directed to the Secretary by the Chairperson of the Board;
 - c. Cause Notices of Meetings to be given in accordance with the By-laws;
 - d. Maintain and accurate and up-to-date set of By-laws in a manner which makes them readily available to all constituencies, and promptly incorporate amendments with appropriate governmental filings as may be required by law;
 - e. Authenticate the records of the organization and any required document by affixing the corporate Seal, which shall be maintained and safeguarded at the Place of Business of the Corporation as defined in Article I, Section B.
 - f. Perform such other duties as may be authorized and directed by the Board.
4. Treasurer. The Treasurer shall perform, but not be limited to, the following responsibilities:
- a. Assure that all financial practices and activities of the Corporation comply with the requirements of a 501 (c) (3) not-for profit status, as defined by the Internal Revenue Service;
 - b. Receive and safeguard all funds of the Corporation and deposit the same in such bank(s) as may be designated by the Board.
 - c. Establish and maintain effective procedures for the collection, receipt, custody and investment of funds, securities and other

- assets;
- d. Assure that appropriate processes exist to pay all debts and obligations with checks signed by persons authorized by the Board;
 - e. Require that necessary accounting systems and procedures for the effective operation of the organization are maintained;
 - f. Have authority to open bank accounts in the name of the Corporation, subject to the approval of the Board;
 - g. Sign checks, drafts, and other papers requiring the payment of money;
 - h. Furnish an Annual Financial Statement of the Corporation to the Board as soon as feasible after the close of the fiscal year, which Statement shall be certified by an independent Certified Public Accountant;
 - i. Issue financial statements to the Board on a monthly basis and provide a report on the financial activities of the organization;
 - j. Serve as the Chair of the Finance Committee, unless another Director is appointed to that role by the Board Chairperson. In the later instance, the Treasurer shall serve as an ex-officio member of the Finance Committee; and
 - k. Perform such other duties as may be authorized and directed by the Board.
 - l. Serve as Chairperson, in the absence of the Chair or Vice Chair.

Section C. Resignation of Officers. An officer may resign at any time by delivering notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. An officer who resigns shall complete the term of office as Director to which he/she was originally assigned, unless that individual simultaneously resigns as a Director in a manner outlined in Article IV, Section C.

Section D. Removal of Officers. Any officer may be removed as prescribed by the procedures set forth under Article IV, Section D, except that an officer may be removed with or without cause.

Section E. Vacancies of Officers. In the event of any vacancy of any officer, other than that of the Chairperson, the Chairperson shall appoint a sitting Director to serve until the end of the fiscal year. In the event the Chairperson position becomes vacant, the Vice Chair shall automatically become the Chair and shall, as the Chair, appoint a Director to serve as Vice Chair, until the end of the fiscal year.

ARTICLE VI - MEETINGS

Section A. Regular Meetings. Regular meetings of the Board shall be held at least (6) six times per fiscal year according to a schedule which shall be announced at the beginning of each fiscal year. Additional regular meetings may also be called at the discretion of the Chairperson. Regular meetings may be postponed, rescheduled or canceled when appropriate, also at the discretion of the Chairperson.

Section B. Special Meetings. Special meetings of the Board may be called by the Chairperson or by at least three Directors. A Special Meeting may be convened and conducted entirely through electronic means, a may involve the Board taking action on any item, as long as notice for such has been provided as stipulated in Article V, Section G.2.b.

Section C. Annual Meeting. An Annual Meeting of the Board of Directors shall be held within the last sixty (60) days of the fiscal year. At a minimum, the agenda of the Annual Meeting shall include the election of Directors and the election of Officers for the following fiscal year.

Section D. Public Access to Meetings. Meetings of the Board of Directors and Committees of the Board shall be closed to all individuals other than Board members and invited guests. At its sole discretion, the Board may declare sessions to be open.

Section E. Location of Meetings. The Board may hold regular, special or annual meetings in or out of this State.

Section F. Attendance at Meetings

Directors are strongly encouraged to comply with the stipulations listed in the policy on “Responsibilities of Individual Members of the SNMA Board of Directors,” as adopted by the Board.

The Board may permit any Director to participate in any Board meeting through the use of any means of electronic communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting for purposes of quorum.

Section G. Notice of Meetings Conditions and Timing of Notice. Under these By-Laws, notice of meetings and any other notice necessitated by these By-laws shall be provided in writing, via electronic means to the email address-of-record designated by each Director. Notices shall be considered to have been served on the date and time the notice is electronically posted.

1. Notice Deadlines. The timing required for notices to be served varies depending on the type of meeting for which the notice is being served:
 - a. Regular Meetings. A notice of time, date, place and an agenda for any regular meeting shall be provided at least three (3) days in advance of the scheduled meeting.
 - b. Special Meetings. Notification of date, time and place of a Special Meeting of the Board must be provided at least two (2) days in advance of the meeting. The notice need not describe the purpose of the special meeting.

- c. Annual Meeting. A notice of the date, time and place of the Annual Meeting shall be provided at least fifteen (15) days prior to the date of the meeting.

Section H. Conduct of Meetings. The current edition of Robert's Rules of Order (newly revised) shall govern all procedures of SNMA, except as they may conflict with these by-laws, with the Articles of Incorporation, or any special rules of order that SNMA may adopt, or except as that are inconsistent with any provision of law.

Section I. Quorum of Directors. A majority (1/2) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. Directors physically present and those participating via electronic means shall be considered in the determination of a quorum.

Section J. Action of the Board. Except as otherwise stipulated in these Bylaws, all actions by the Board of Directors shall be by a majority vote of the Directors, provided that a quorum is present at a convened meeting. The Board may take action without a meeting being physically convened, through the use of electronic communication. In this instance, a clear statement of any resolution under consideration shall be provided electronically to all Directors and the deadline by which Directors must cast a vote must be stipulated.

ARTICLE VII - BUDGET AND FISCAL MATTERS

Section A. Budget. The Board shall approve an operating budget of the Corporation SNMA by no later than the first meeting of the fiscal year.

Section B. Fiscal Control.

The Board shall adopt policies governing the receipt and management of funds of SNMA.

1. The Board shall adopt policies governing the terms and conditions for the expenditure of the Corporation's SNMA's funds. Corporate funds can only be paid out on the check of the Corporation SNMA signed by persons authorized by the Board when the terms and conditions developed by the Board have been met.
2. The Board may authorize any officer or agent of SNMA to enter into any contract, or to execute and deliver any instrument in the name of and/or on behalf of SNMA, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee shall have any power to bind SMA by any contact or to pledge its credit to render it monetarily liable for any purpose in any amount.

Section C. Annual Reports. The Board shall prepare an Annual Report to the community in a timely manner, provided that an annual financial report shall be furnished to each member by personal delivery or mail within one- hundred (180) days of the end of the fiscal year.

Section D. Loans of SNMA Funds. SNMA shall not issue loans in any amount from any of its funds to staff, Officers or Directors.

ARTICLE VIII - COMMITTEES

Section A. Committee Membership and Chairs

1. Committee membership is open to any SNMA member. The Chair of all standing committees must be a Director and shall be appointed by the Chairperson of the Board.
2. The Chair of any special or ad hoc committee need not be a Director and shall be appointed by the Chairperson of the Board.
3. The Chair of any committee authorized to exercise the authority of the Board must be a Director approved by the Board.

Section B. Standing Committees. The Board shall create standing committees, which will include, but not necessarily be limited to:

1. Executive Committee. The Board shall create an Executive Committee, which shall consist of the Chairperson, Vice-Chairperson, Treasurer, and Secretary. In addition, two Directors may be appointed to a one-year term by the Executive Committee to serve as voting members of the Committee. The Executive Director of SNMA will also serve, ex-officio. Subject to any action of the Board to the contrary, the Executive Committee shall meet at such times and places as it may designate and shall make its own rules for the conduct of its business and shall keep a record of its proceeding which shall be submitted to the full Board by means of a written report. Special meetings of the Executive Committee may be called within 24-hour notice by the Chairperson or by two (2) members of the Executive Committee. A quorum of the Executive Committee shall be a majority of its voting members. The Executive Committee acts on behalf of the Board of Directors in emergencies or in other situations where time factors do not permit awaiting the next regular meeting of the Board. The Executive Committee fulfills such other functions as may be designated by the Board. Under all circumstances, the Executive Committee is accountable to the Board. All actions taken by the Executive Committee on behalf of the Board shall be ratified by the Board at its next regularly scheduled meeting.
2. Structure and Governance Committee. The Board shall create a Structure and Governance Committee which shall consist of at least three (3) Directors, including the Chair and shall:
 - a. Seek, identify, cultivate, recruit and interview potential Directors and forward nominations for new Directors to the full Board for action. In doing so, the Committee shall seek to assure that the Board reflects the fundamental commitment of the Corporation to inclusivity of all individuals regardless of age, gender, gender identification, sexual orientation, ethnicity, race, color, nationality, cultural origin, disability, veteran's status, HIV status, or political or religious beliefs;
 - b. Prepare and present to the Board nominations for the Officers of the Corporation;

- c. Monitor the effectiveness of existing operational policies and structures, as well as the effectiveness of members of the Board in fulfilling the SNMA's mission, and recommend any changes to the full Board; and
- d. Periodically review these By-laws and recommend changes, if necessary, to the Board.

4. Finance Committee. The Board shall create a Finance Committee which shall consist of at least three (3) Directors, including the Chair which shall:

Assist the Treasurer and advise the Board on financial matters;

Prepare, in cooperation with the Board Chairperson and the Executive Director, the Annual Budget and revisions to it, as needed;

Advise the Board when anything on the monthly financial reports is unusual;

Oversee investments;

Assure the completion of internal and annual audits, as needed; and

Research any other financial questions raised by the Board.

Section C. Other Standing Committees. The Board may designate or authorize and direct the Board Chairperson to create such other standing committees as it may from time to time consider appropriate to assist the Board in the conduct of its business. Standing committees created in this way shall serve at the pleasure of the Board.

Section D. Ad Hoc and Advisory Committees. The Board may create ad hoc and/or advisory committees, as it deems necessary to undertake specific activities within a specific time frame. Committees created in this way shall serve at the pleasure of the Board.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its Directors and Officers to the fullest extent permitted under Florida law as it may exist from time to time, as may be amended. Indemnification shall extend to any and all liabilities of the Directors and Officers arising from their relationships with SNMA in any or all capacities or acting at the direction of the Board. The Board of Directors may indemnify any or all of its employees to any extent the Board may determine up to and including the fullest extent possible permitted under Florida law

ARTICLE X – DISSOLUTION

Section A. Dissolution. The Board may determine to dissolve the Corporation and may do so upon a two-thirds (2/3) vote of the Board. After paying or making provision for the payment of all debts and liabilities of the Corporation, the Board shall distribute remaining assets of the Corporation to one or more of the categories of recipients authorized in Section B of this Article.

Section B .Distribution. The Board shall distribute assets to either a qualifying 501 c (3) not-for-profit organization or to a succeeding organization, as follows:

A qualifying not-for-profit organization is one which shall have similar purposes and objectives as the Corporation. Such an organization shall qualify as a tax-exempt organization under the 501c(3) provisions of the United States Internal Revenue Service Code at the time of the distribution.

A succeeding organization is one which the Corporation may create to succeed it, upon dissolution. To be eligible for a distribution, this succeeding organization shall qualify as a tax-exempt organization under the 501.c (3) provisions of the United States Internal Revenue Service Code at the time of the distribution.

ARTICLE XI – LIMITATIONS AND RESTRICTIONS

SECTION A. Limitations. No rules or regulations or By-laws shall be adopted and no activities shall be undertaken by SNMA which (1) would jeopardize the non-profit/tax exempt status; (2) are in violation of the Articles of Incorporation of SNMA, or (3) are in violation of the corporate laws governing SNMA, by any jurisdiction.

SECTION B. Restrictions. Should any part or any provisions contained in this document be rendered or declared invalid by reason of any existing or subsequently enacted legislation or by any decree of a court of competent jurisdiction, such invalidation of the part or parts of these By-laws shall not invalidate the remaining portions of this document and it shall remain in force.

ARTICLE XII – AMENDMENTS

Section A. Procedure. Amendments to the By-Laws may be proposed to the Board by the Structure and Governance Committee.

Section B. Voting. These By-Laws may be amended at any duly convened meeting of the Board by two-thirds (2/3) of the Directors present at the meeting, provided that notice has been served in accord with Article V, Section G.

(END)

AMENDED ON DECEMBER 1, 2018

(END)