Bylaws

Of

Rainbow Seniors ROC

**ARTICLE I – NAME**

The legal name of the Not-for-Profit Corporation shall be known as Rainbow Seniors ROC and shall herein be referred to as the “Corporation.”

**ARTICLE II – OFFICES**

The principal office of the Corporation shall be located at 3 Rossmore Street, Rochester NY 14606. The Corporation may also have offices at such other places within or without the State of New York as the Board may from time to time determine or the business of the Corporation may require.

**ARTICLE III – PURPOSE AND FUNCTION**

Rainbow Seniors ROC (RSR) is an informally organized non-profit member-group managed by, and for, senior citizens, primarily in the Lesbian, Gay, Bisexual, Transgender, and Queer+ (LBGTQ+) community, and those who support them. The purpose and function of this Corporation is to

1. Address concerns relative to the effects of aging on LGBTQ+ persons,
2. Work to improve quality-of-life for LGBTQ+ seniors, inform them of their rights and privileges, and support and advocate for those rights,
3. Foster improved understanding of aging in all communities, and
4. Promote positive images of LGBTQ+ life in later years.

**ARTICLE IV – DIRECTORS**

1. **BOARD OF DIRECTORS.**

Subject to any provision in the Certificate of Corporation, the business of the Corporation shall be managed by its Board of Directors, each of whom shall be a natural person 21 years of age or older.

1. **NUMBER OF DIRECTORS.**

The Board of Directors shall consist of no fewer than five (5) or more than fifteen (15) members, the exact number to be determined by the board.

1. **ELECTION AND TERMS OF DIRECTORS.**
2. The Directors shall be elected by a majority of the entire Board of Directors. The

Nominating Committee, upon instruction of the Board, will present nominations for election. Directors’ election of new members shall be held in January at the Annual Meeting, although elections may be held at any other meeting at the discretion of a majority of current Directors. Within one month after election of Directors, there will be a Board orientation.

1. Directors shall be elected for a term of two (2) years, with no more than 1/3 of the directors being replaced at any one time. A term of office shall begin and end at an Annual Meeting in January. Board members may serve for up to three (3) terms.
2. **DUTIES.**

It shall be the duty of the Directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation of this Corporation, or by these bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and the executive director of the Corporation;
3. Supervise all officers, agents, and the executive director of the Corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Register their mail and email addresses with the secretary of the Corporation. Notices of meetings will be sent to them via email at such addresses.
6. **NEWLY CREATED DIRECTORSHIPS AND VACANCIES.**

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his/her predecessor.

1. **REMOVAL OF DIRECTORS.**

Three (3) consecutive absences of any Director from regular meetings of the Board, unexcused by the President for good cause, shall constitute a resignation of that Director from the Board. The Directors shall, at their next regular meeting, act upon such a resignation, either accepting it or excusing the absence.

1. **RESIGNATION.**

A Director may resign at any time by giving written notice to the board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such office, and the acceptance of the resignation shall not be necessary to make it effective.

1. **QUORUM OF DIRECTORS.**

Unless otherwise provided in the Certificate of Corporation, a majority of entire Board shall constitute a quorum for the transaction of business or of any specified item of business. In no event shall a quorum be fewer than three (3) Directors.

1. **ACTION OF THE BOARD.**

Unless otherwise required by law, the vote of a majority of the Directors present at the

time of the vote, if a quorum is present at such time, shall be the act of the Board. In the event of a tie after three (3) votes on the same issue, the President of the Board shall have an extra vote, but only for the purpose of breaking a tie.

Any transaction that does not involve the sale or transfer of all or substantially all of the Corporation’s assets may be initiated and completed by a majority vote of the Board or a duly formed committee that has been authorized by the Board. The sale or transfer of all or substantially all of the assets of the Corporation shall require a two/thirds vote of the entire Board to approve the same.

# COMPENSATION.

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of our-of-pocket expenses incurred in the performance of their regular duties as specified in Section 4 of this Article. Any payments to directors shall be approved in advance in accordance with this Corporation's Conflict of Interest Policy, as set forth in Exhibit A attached hereto and incorporated by reference herein.

1. **PLACE AND TIME OF BOARD MEETINGS.**
2. The Board may hold its meetings at the office of the Corporation or at such other

places, either within or without the state of New York and such time as shall be determined by the Board. The Board shall hold at least four meetings a year, including the Annual Meeting.

1. All directors may participate in regular or special meetings through the use of a

conference telephone or video or any other means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating by this means is deemed to be present at the meeting.

1. **REGULAR ANNUAL MEETING.**

A regular meeting of the Board shall be held in January of each year at the offices of the Corporation or at such other places, either within or without the State of New York and at such time as shall be determined by the Board.

1. **NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.**
2. Regular meetings of the Board may be held without notice at such time and place as

it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days’ notice to each Director either personally or by mail or by wire; special meetings shall be called by the President or by the Secretary in like manner on the written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him/her.

1. A majority of the Directors present, whether or not a quorum is present, may

adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

1. **ACTION WITHOUT A MEETING.**

Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all members of the Board or the Committee consent in writing or by email to the adoption of a resolution authorizing the action.

1. **VOTING BY PROXY, FAX, AND EMAIL.**

a) Voting by proxy is not permitted.

b) Voting via fax and email is allowed, but only if unanimous consent is reached.

The Corporation is empowered to transact business in the absence of an actual meeting via means of written consent, provided all directors act on the given resolution and all are in support of the contemplated action*.*

**ARTICLE V – COMMITTEES**

1. **COMMITTEES OF THE BOARD AND COMMITTEES OF THE CORPORATION.**
2. Executive Committee**.** The Executive Committee shall consist of no fewer than

three (3) and no more than six (6) Directors, which shall include the President, who shall chair the committee, and at least two other Officers who are Directors. The Executive Committee shall review standards of performance for the President, serve as a steering group for the Corporation’s By-Laws, and shall recommend policies, goals, and objectives for the Corporation to the Board of Directors. The Executive Committee shall perform the work delegated to it by the Board of Directors, and, when urgent action is required between scheduled Board meetings, act for the Board. Such action taken by the Executive Committee on behalf of the Board of Directors shall be reported to the Board at its next meeting. The Executive Committee is a committee of the Board.

1. Finance Committee. The Corporation’s Treasurer shall chair the Finance

Committee. The Committee shall advise the Board of Directors upon all matters concerning the Corporation’s financial status and policy which the Committee may deem of interest or concern to the Board or which the Board may refer to the Committee. The Finance Committee shall act as the Audit Committee for the Corporation, including the selection of the Corporation’s independent auditors. The Finance Committee is a committee of the Board.

1. Development Committee. The Development Committee shall develop marketing

programs and fundraising events. The Development Committee is a committee of the Corporation, but may not bind the Corporation and shall make recommendations to the Board.

1. Nominating Committee. The Nominating Committee membership shall be no fewer

than three (3) nor greater than (6) in number. The Committee shall present a slate of Directors, a slate of Officers, and a slate of committee chairs, in writing to the Board no later than twenty-one (21) days prior to the Annual Meeting. No nominations shall be made from the floor. The Nominating Committee is a committee of the Board.

1. Additional Committees. Additional Standing Committees or other committees of

the Corporation may from time to time be added by a majority vote of the Board of Directors. Ad-Hoc committees of the Corporation may be established by a majority of a quorum of the Board or by a majority vote of a Standing Committee. Additional committees are committees of the Corporation, may not bind the Corporation and shall make recommendations to the Board.

1. **COMMITTEE MEMBERSHIP.**

Each Director shall serve on at least one (1) and not more than three (3) Standing

Committees. Directors shall be encouraged to volunteer to serve on Committees according to their interest, training, experience, and the like, and appointments shall be made according to such interest, training, experience and the like, insofar as possible. Appointment to any of the Standing Committees must have the approval of a quorum of the Board of Directors. Committees of the Board shall consist solely of Board members. Committees of the Corporation may include non-Board members.

1. **ELECTION OF COMMITTEE CHAIRS.**

Names of persons to chair Standing Committees or Ad-Hoc Committees shall be proposed to the Directors by the Nominating Committee. Election of Chairs for Standing Committees or Ad-Hoc Committees shall be by a majority of vote of a quorum of the Board, and there shall be run-offs as necessary.

1. **COMMITTEE MEETINGS.**

Standing Committees shall meet at least four (4) times a year. The committee Chair shall be responsible for setting the agenda for such meetings, and shall be responsible for setting a convenient date and time therefor. Each Standing Committee or Ad-Hoc Committee shall be responsible for recording its own minutes and for reporting to the Board on a timely basis.

**ARTICLE VI – OFFICERS**

1. **OFFICES, ELECTION, TERM.**
2. Unless otherwise provided for in the Certificate of Corporation, the Board may elect or appoint a President, one or more Vice-Presidents, a Secretary, and a Treasurer, and such other officers as it may determine, who shall have such duties, powers, and functions as hereinafter provided.
3. All officers shall be elected or appointed to hold office by a vote of the majority of the entire Board and will assume their duties upon completion of the Annual Meeting of Directors.
4. Each officer shall hold office for the term for which he/she is elected or appointed and until his /her successor has been elected or appointed and qualified.
5. **REMOVAL, RESIGNATION.**
6. Any officer elected or appointed by the Board may be removed by a vote of the majority of the entire Board of Directors with or without cause.
7. In the event of death, resignation, or removal or an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.
8. Any two offices may be held by the same person.
9. **PRESIDENT.**

The President shall chair all meetings of the Board, shall oversee the management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. No employee of the Corporation may serve as President of the Board of Directors unless the Board approves the practice by a two-thirds majority vote of the entire board and contemporaneously documents in writing the basis for the Board approval.

1. **VICE-PRESIDENTS.**

During the absence or disability of the President, the Vice-President, or if there are

more than one, the executive Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

1. **SECRETARY.**

The Secretary shall:

1. attend all meetings of the Board;
2. record, or cause to be recorded, all votes and minutes of all proceedings in a book to be kept for that purpose;
3. give, or cause to be given, a notice of all meetings and special meetings of the Board;
4. keep, or cause to be kept, in safe custody of the seal of the Corporation and affix it to any instrument when authorized by the Board;
5. keep, or cause to be kept, all the documents and records of the Corporation as required by law or otherwise in a proper and safe manner;
6. perform other duties as may be prescribed by the Board.
7. **TREASURER.**

The Treasurer shall have oversight and audit responsibilities of the following:

1. the corporate funds and securities;
2. the accounts of receipts and disbursements in the Corporate books;
3. the deposit of all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board;
4. the disbursement of the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements;
5. the rendering to the President and Board at the regular meetings of the Board, or whenever they require it, an account of the financial condition of the Corporation;
6. the rendered of a full financial report at the Annual Meeting if so requested;
7. the performance of such other duties as are given to him by these By-Laws or as from to time to time are assigned to him by the Board or Presidents.

**ARTICLE VII – EXECUTION OF INSTRUMENTS**

All Corporate instruments and documents shall be signed or countersigned, executed, verified, or acknowledged by such officer or other person or persons as the Board may from time to time designate.

**ARTICLE VIII – FISCAL YEAR**

 The fiscal year shall be the calendar year unless the Corporation takes action to adopt another fiscal year.

**ARTICLE IX – REFERENCES TO CERTIFICATE OF CORPORATION**

 Reference to the Certificate of Corporation in these By-Laws shall include all amendments thereto or changes thereof unless specifically excepted.

**ARTICLE X – DUTY OF CARE**

A Director shall perform all the duties of a Director, including, but not limited to, duties as a member of any committee of the Board on which the Director may serve in such a manner as the Director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of the Corporation whom the Director deems to be reliable and competent in the matters presented;
2. Counsel, independent accounts or other persons as to the matters which the Director deems to be within such person’s professional or expert competence; or
3. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director deems to merit confidence.

So long as in any such case, the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in the Corporation’s Conflict of Interest Policy, attached hereto as Exhibit A and incorporated by reference herein, any person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person’s obligations as a Director, including, without limitation of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

**ARTICLE XI: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

* + - 1. Subject only to the exception that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to such person establishes that his/her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he/she personally gained in fact a financial profit or other advantage to which he was not legally entitled, the Corporation shall indemnify any person who was or is threatened to be made 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/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another company, partnership, joint venture, trust, employee benefit plan or other enterprise against all expense, liability and loss (including ERISA excise taxes or penalties), judgments, fines, penalties and amounts paid in settlement (provided the Corporation shall have given its prior consent to such settlement, which consent shall not be unreasonably withheld by it) and reasonable expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the fullest extent under the circumstances permitted by Sections 721-726 of the New York Not-for-Profit Corporation Law as may be amended from time to time.

 2. The foregoing indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because there is no judgment or other final adjudication adverse to the director or officer that establishes that his/her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he/she was not legally entitled. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, (a) by independent legal counsel in a written opinion that indemnification is proper, or (b) by the members.

1. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
2. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article or applicable law.
3. The rights conferred by this Article are contract rights which shall not be abrogated by any amendment or repeal of this Article with respect to events occurring prior to such amendment of repeal and shall, to the fullest extent permitted by law, be retroactive to events occurring prior to the adoption of this Article. No amendment of the Not-for-Profit Corporation Law, insofar as it reduces the permissible extent of the right of indemnification of an indemnitee under this Article, shall be effective as to such a person with respect to any event, act or omission occurring or allegedly occurring prior to the effective date of such amendment irrespective of the date of any claim or legal action in respect thereto. This Article shall be binding on any successor to the Corporation, including any corporation or other entity which acquires all or substantially all of the Corporation's assets.
4. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and the advancement of expenses to any employee or agent of the Corporation with the same scope and effect as provided in this Article to directors and officers of the Corporation.

**ARTICLE XII: WHISTLEBLOWER POLICY**

The Corporation is committed to maintaining an environment where directors, officers, members and employees are free to raise good faith concerns regarding the Corporation’s business practices, specifically:

(1) Reporting suspected violations of law on the part of the Corporation, including but not limited to federal laws and regulations;

(2) Providing truthful information in connection with an inquiry or investigation by a court, agency, law enforcement, or other governmental body; and

(3) Identifying potential violations of the Corporation’s policy.

This Whistleblower Policy is intended to encourage and enable members, employees and others to report suspected fraudulent, dishonest or illegal conduct and to raise serious concerns within the Corporation prior to seeking resolution outside the Corporation.

**1. REPORTING A VIOLATION**.

 The Corporation’s members and employees should raise concerns with, and report violations to, a designated compliance officer of the Corporation (a “Compliance Officer”), or an officer or director whom the member or employee is comfortable addressing. If for any reason a member or employee does not feel comfortable reporting the problem to an officer or other member of management, he or she should bring the matter directly to the Board of Directors. Officers and Directors are required to report fraudulent or dishonest conduct or violations of law to the Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. This Whistleblower Policy shall not apply to allegations made with reckless disregard for their accuracy. People making such allegations may be subject to disciplinary action by the Corporation, and/or legal claims by individuals accused of such conduct.

**2. NO RETALIATON**.

The Corporation expressly prohibits any form of retaliation, including harassment, intimidation, adverse employment actions, or any other form of retaliation, against any member or employee who raises suspected violations of law, cooperates in inquiries or investigations, or identifies potential violations of the Corporation’s policies. Any employee who engages in retaliation will be subject to discipline, up to and including termination. Any member or employee who believes that he or she has been subjected to any form of retaliation as a result of reporting a suspected violation of law or policy should immediately report the retaliation to the Compliance Officer or the employee's immediate supervisor. Supervisors and managers who receive complaints of retaliation must immediately inform the Compliance Officer and the Executive Director. The Compliance Officer will acknowledge receipt of the report of retaliation within five business days.

**3. INVESTIGATION.**

Reports of suspected violations of law or policy and reports of retaliation will be investigated promptly and in a manner intended to protect confidentiality, consistent with a full and fair investigation. The Compliance Officer will conduct or designate other internal or external parties to conduct the investigations. The investigating parties will notify the concerned individuals of their findings, and prepare other reports as indicated by the circumstances. A summary of all such reports will be presented to the Board of Directors. In the event that a report of a suspected violation of law or policy or retaliation involves the Compliance Officer or an individual who reports to the Compliance Officer, the Executive Director or its designees will conduct the investigation.

**4. COMPLIANCE OFFICER.**

The Compliance Officer is responsible for investigating and resolving all reported complaints and violations and, at his or her discretion, shall advise the Executive Director and/or the audit committee. The Compliance Officer has direct access to the Board of Directors and is required to report to the audit committee at least annually on compliance activity.

**5. CONFIDENTIALITY.**

 Violations or suspected violations may be submitted on a confidential basis by the complaintant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**ARTICLE XIII – BY-LAW CHANGES**

**AMENDMENT, REPEAL, RULES OF ORDER**

1. Except as otherwise provided in the Certificate of Corporation the By-Laws may be amended, repealed, or adopted by a majority vote of the Directors.
2. All meetings of the Board of Directors and of the Committees shall be governed by Robert’s

Rules of Orders, newly revised.

1. These By-Laws amend and restate any other By-Laws and Amendments thereof dated prior to

the date referenced above in their entirety.

1. These By-Laws are intended to comply with the New York State Not-For-Profit Corporation Law

and the Nonprofit Revitalization Act as the same may be amended from time to time.

Approved by the Rainbow Seniors ROC Steering Committee 6/24/2021