

**BY-LAWS**  
**OF**  
**GAY SOCIAL NETWORK OF SW FLORIDA**

**ARTICLE I - NAME**

1.01 The Name of the Organization shall be GAY SOCIAL NETWORK OF SW FLORIDA and shall be known as GSN.

**ARTICLE II - OBJECTIVES**

2.01 The objectives of this organization are to establish a not for profit organization that may seek incorporation under Chapter 617 of the Florida Statutes and to carry out, on a non-political and non-partisan basis, the purposes of the organization as stated hereafter.

2.02 This organization is established for the purpose of creating and maintaining a social and welcoming atmosphere in the Southwest Florida area to the gay and lesbian community in the area. We endeavor to provide an informational resource to the community and its friends and sponsors as well as to the public at large. We seek to provide an enriching community to our members and to present a positive image to the public throughout the area. We shall not engage in any business for profit and shall utilize our resources only for the objectives herein stated in accordance with the laws of Florida.

**ARTICLE III - DURATION**

3.01 The period of duration for this corporation is perpetual.

3.02 Upon dissolution of GAY SOCIAL NETWORK OF SW FLORIDA all assets of the organization shall be turned over to any Florida Not for Profit Corporation whose main purpose is the education of the public about gay and lesbian issues or the health of the gay and lesbian community.

#### **ARTICLE IV - OFFICES**

4.01 The Principal offices of the Organization in the State of Florida shall be located in the City of Naples or in Collier County, Florida. The organization may have other offices, either within or without the State of Florida as the Board of Directors (hereinafter referred to as Directors) may designate or as the business of the Organization may from time to time require.

#### **ARTICLE V - MEMBERSHIP**

5.01 There shall be two (2) classifications of membership in the corporation:

1. Single membership
2. Household membership

5.02 Single membership in the organization shall be open to all persons who are at least 18 years of age and are full or part-time residents of or visitors to Collier or Lee Counties, and who are interested in furthering the objectives of the organization.

5.03 Household membership in the organization shall be open to any persons who are living together in a meaningful relationship and all of whom are at least 18 years of age and are full or part-time residents of or visitors to Collier or Lee Counties, and who

are interested in furthering the objectives of the organization. Each party of the Household Membership shall be a Member of the organization

5.04 A membership listing of name, residence address and all pertinent telephone numbers and E-mail addresses for the organization shall be maintained by and in the custody of the President and/or Secretary of the organization. Said membership listing shall at no time leave the custody of the designated officer or officers, unless authorized by a majority approval of the Board of Directors.

5.05 Dues shall be established by the Directors for each class of members. The dues shall be structured so that the Household Memberships shall be the equivalent of Single Membership plus 80% of the Single Membership dues for each Member of the Household above one. A mailing fee will be added to all Members who wish to receive a printed copy of the GSN newsletter.

## ARTICLE VI - MEETINGS

### 6.01 ANNUAL MEETING.

The annual meeting of the Members shall be held on the third Saturday of March in each year at the hour of 7:00 o'clock P.M., or at such other date/time as the Board may select. The Board shall give notice to all Members at least 7 days in advance as to the date, time and location.

### 6.02 SPECIAL MEETINGS.

Special meetings of the Members, for any purpose or purposes, may be called by the President or by a majority of the Directors.

### 6.03 PLACE OF MEETING.

The Directors may designate any place within Collier or Lee County, Florida, as the place of meeting for any Annual Meeting or for any special meeting.

### 6.04 NOTICE OF MEETING.

#### A. ANNUAL MEETING

Written or printed notice stating the place, day and hour of the meeting shall be delivered not less than seven days before the date of the meeting, either personally, by the monthly newsletter of the organization or by separate mail, by or at the direction of the President to each Membership household of record entitled to vote at such meeting. If notice is printed in the monthly newsletter or sent by separate mailing, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Membership at his/her/their address as it appears on the records of the Organization, with postage thereon prepaid. Such notice may be included as a separate notice within the newsletter sent to all Members.

#### B. MEETINGS

Written or printed notice stating the place, day and hour of the meeting shall be delivered not less than seven nor more than thirty days before the date of the meeting, either personally, by the monthly newsletter of the organization or by separate mail, by or at the direction of the President to each Membership household of record entitled to vote at such meeting. If notice is printed in the monthly newsletter or sent by separate mailing, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his/her/their address as it appears on the records of the Organization, with

postage thereon prepaid. Such notice may be included as a separate notice within the newsletter sent to all Members.

#### C. SPECIAL MEETINGS

Written or printed notice stating the place, day, hour and the purpose or purposes for which the meeting is called shall be delivered not less than seven nor more than thirty days before the date of the meeting, either personally, by the monthly newsletter of the organization or by separate mail, by or at the direction of the President to each Membership household of record entitled to vote at such meeting. If notice is printed in the monthly newsletter or sent by separate mailing, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his/her/their address as it appears on the records of the Organization, with postage thereon prepaid. Such notice may be included as a separate notice within the newsletter sent to all Members.

#### 6.05 RECORD DATE.

For the purpose of determining Members entitled to notice or to vote at any meeting of Members, the Directors of the Organization may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than seven days prior to the date for any such meeting. Members shall include only those Members who are fully paid Members of the Organization.

#### 6.06 MEMBER LISTS.

The Secretary shall make, at least ten days before each meeting of Members at which a formal vote is expected to be taken, a complete list of the Members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the

address of each Member. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting. Such list shall be consider private and shall not be copied, duplicated nor made available to any other person or organization except for the official purposes of GSN.

#### 6.07 QUORUM.

At any meeting of Members, at least fifteen (15%) percent of the Members entitled to vote shall constitute a quorum at a meeting of Members. If less than said number of Members are represented at a meeting, a majority of those present may adjourn the meeting to another time and place without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

#### 6.08 PROXIES.

At any meeting of Members, no Member may vote by proxy.

#### 6.09 VOTING.

Each Member entitled to vote shall be entitled to one vote, in person or by previously filed ballot. All elections for Officers and Directors shall be decided by plurality vote; all other questions shall be decided by majority vote. Absentee ballots properly supervised and controlled shall be made available to Members who cannot attend a meeting.

#### 6.10 ORDER OF BUSINESS.

The order of business at all Annual and Special Meetings of the Members shall include the following:

1. Determination of Quorum
2. Reading of minutes of preceding meeting.
3. Reports of Officers.
4. Reports of Committees.
5. Election of Officers (if applicable).
6. Unfinished Business.
7. New Business.

### ARTICLE VII - OFFICERS

#### 7.01 NUMBER.

The officers of the Organization shall be a President, a Vice-President for Activities, a Vice-President for Communications, a Secretary, and a Treasurer, each of whom shall be elected at the Annual Meeting of Members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Members at any Annual or Special Meeting.

#### 7.02 TERM OF OFFICE.

Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

#### 7.03 REMOVAL.

Any officer may be removed only by a vote of the Members whenever in their judgment the best interests of the Organization would be served thereby or without cause if the Members so deem.

#### 7.04 VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

#### 7.05 PRESIDENT.

The President shall be the principal executive officer of the Organization and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Organization. He/She shall, when present, preside at all meetings of the Members and of the Directors. He/She may sign, with the Secretary or any other proper officer of the Organization thereunto authorized by the Directors, instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these by-laws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Directors from time to time.

#### 7.06A VICE-PRESIDENT FOR ACTIVITIES

In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice-President for Activities shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Directors. The Vice-President for Activities shall be in charge of all social events and activities of GSN including set-up and clean-up, hospitality (including the introduction of new Members and guests) and arranging for proper venues for all events and meetings.

#### 7.06B VICE-PRESIDENT FOR COMMUNICATIONS

In the absence of both the President and Vice-President for Activities or in the event of both of their deaths, inability or refusals to act, the Vice-President for Communications shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President for Communications shall perform such other duties as from time to time may be assigned to him by the President or by the Directors. The Vice-President for Communications shall be in charge of the monthly Newsletter and Website, including the creation, maintenance and dissemination of the same. He/She shall be responsible for maintenance of the Organization's telephone message systems and shall return all legitimate inquiries to said system.

#### 7.07 SECRETARY.

The Secretary shall keep the minutes of the Members' and the Directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required, be custodian of the

records of the Organization and keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the president or by the Directors.

#### 7.08 TREASURER.

If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Directors shall determine. He/She shall have charge and custody of and be responsible for all funds of the Organization; receive and give receipts for monies due and payable to the Organization from any source whatsoever, and deposit all such monies in the name of the Organization in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Directors.

#### 7.09 SALARIES.

No salaries shall be paid to the officers of the Organization.

### ARTICLE VIII - BOARD OF DIRECTORS

#### 8.01 GENERAL POWERS.

The business and affairs of the Organization shall be managed by its Board of Directors. The Directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Organization, as they may deem proper, not inconsistent with these by-laws and the laws of Florida.

#### 8.02 NUMBER, TENURE AND QUALIFICATIONS.

The Directors of the Organization shall be the Officers elected at the Annual Meeting of Members. Each Director shall hold office until the next annual meeting of Members and until his/her successor shall have been elected and qualified.

#### 8.03 SPECIAL MEETINGS.

Special meetings of the Directors may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Directors may fix the place and time for holding any special meeting of the Directors called by them.

#### 8.04 NOTICE.

Notice of any special meeting shall be given at least five days previous thereto by written notice delivered personally, or mailed to each Director at his/her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting.

#### 8.05 QUORUM.

At any meeting of the Directors three (3) Directors shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting to another date and time without further notice.

#### 8.06 MANNER OF ACTING.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

#### 8.07 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, except the removal of Directors without cause, may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the Members. 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.

#### 8.08 REMOVAL OF DIRECTORS.

Any or all of the Directors may be removed for cause by vote of the Members or by action of the Board. Directors may be removed without cause only by vote of the Members.

#### 8.09 RESIGNATION.

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

#### 8.10 COMPENSATION.

No compensation shall be paid to Directors, as such, for their services. Nothing herein contained shall be construed to preclude any Director from serving the Organization in any other capacity and receiving compensation therefor nor for being reimbursed by the Organization for expenses of the Organization paid for by one or more of the Directors.

#### 8.11 PRESUMPTION OF ASSENT.

A Director of the Organization who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

### ARTICLE IX - CONTRACTS, LOANS, CHECKS AND DEPOSITS

#### 9.01 CONTRACTS.

The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

#### 9.02 LOANS.

No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

#### 9.03 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by

such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Directors.

#### 9.04 DEPOSITS.

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Directors may select.

### ARTICLE X - COMMITTEES

10.01 The organization shall have no standing committees. The President or the Board will designate temporary committees as needed. In the exercise of this power the President or the Board may appoint the following committees from the Members and one Officer shall be designated as the Board's representative to that committee.

#### A. FINANCE COMMITTEE

The Finance Committee shall assist the Treasurer in keeping the finances of the Organization in order. The members shall seek out and identify new sources of revenue for the Organization and shall seek to obtain donations and payments to benefit the Organization.

#### B. VOLUNTEERS COMMITTEE

The Volunteers Committee shall recruit Members to serve on the Committees of the Organization and shall recruit and identify possible nominees for Officers of the Organizations.

#### C. ACTIVITIES COMMITTEE

The Activities Committee shall be responsible for all events of the Organization. The Committee shall plan all functions and provide all necessary items to make the Organization's functions successful. Members shall introduce new Members and Guests to existing Members at all Organization functions and seek to facilitate friendship among all Members and guests at such functions. Committee members are encouraged to contact new Members and guests after Organization functions to make sure they feel welcome within the Organization

#### D. COMMUNICATIONS COMMITTEE

The Communications Committee shall be responsible for the Newsletter, telephone message machine and website. The Committee shall help with the creation, publication and distribution of the Newsletter. The Committee shall assist with responding to all legitimate messages on the GSN telephone message machine. The Committee will assist with the Website providing answers to inquiries and keeping the Website up-to-date. In all instances the Committee will be responsible for keeping the Members informed of all activities planned for Members and other events of interest to the Members that are going on in Southwest Florida.

#### E. NOMINATING COMMITTEE

At the November regular meeting the President shall appoint a Nominating Committee. The Committee shall consist of no less than three (3) and not more than five (5) members to serve on the committee.

The Nominating Committee will gather the requests for nomination as a Director to establish a slate. All those who apply must be persons and regular members of this corporation. The Nominating Committee shall present their slate of nominees to the Board of Directors at the regular February meeting.

#### 10.02 EXECUTIVE COMMITTEE.

An Executive Committee may exist consisting of the previous officers of the Organization for the immediate preceding two (2) years who wish to advise the Board. The Executive Committee will have no voting rights; however, are encouraged to add input and advice at all Board meetings.

#### 10.03 OTHER COMMITTEES.

The President or the Board of Directors may create and appoint such other committees from time to time as they deem appropriate and/or necessary for the betterment and welfare of the Organization.

### ARTICLE XI - FISCAL YEAR

11.01 The fiscal year of the Organization shall begin on the 1st day of January in each year.

### ARTICLE XII - SEAL

12.01 The Directors shall adopt a logo, symbol or seal which shall be in form, shape and size as so determined by the Directors. Such logo, symbol or seal shall have inscribed thereon the name of the Organization or the initials GSN.

### ARTICLE XIII - WAIVER OF NOTICE

13.01 Unless otherwise provided by law, whenever any notice is required to be given to any Member, Officer or Director of the Organization under the provisions of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

14.01

ARTICLE XIV - AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the Members at any Annual Members' Meeting or any Special Members' meeting when the proposed amendment has been sent out in the notice of such meeting.

*Certified as the By-Laws of GSN as approved by the membership on March 15<sup>th</sup>, 2014.*

*Stephen B. Goldenberg*

April 3, 2014