

BYLAWS

OF

The Health Initiative, Inc.

(formerly known as Atlanta Lesbian Health Initiative, Inc.)

Updated May 21, 2012

Article I: Corporate Name and Location

Section 1: Name.

The name of the organization as changed by the Board of Directors May 21, 2012 shall be The Health Initiative, Inc. and may be referred to as THE HEALTH INITIATIVE or The Health Initiative.

Section 2: Incorporation.

The organization is incorporated under the laws of Georgia for a perpetual term.

Section 3: Location.

The principal office of THE HEALTH INITIATIVE shall be in such a locality as determined by the Board of Directors. The organization may also have offices at such other place apart from the main office, or both, as the Board of Directors from time to time may designate.

Article II: Purpose and Mission

Section 1: Purpose.

THE HEALTH INITIATIVE is a non-profit organization dedicated to promoting the health and well-being of lesbians at the local, state, regional, and national levels.

Section 2: Income and Distributions.

No part of the income of the organization shall inure to the benefit of, or be distributable to, any director, trustee, or officer of THE HEALTH INITIATIVE or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the organization in furtherance of its purposes), and no director, trustee, or officer of the organization, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of THE HEALTH INITIATIVE. No substantial part of the activities of THE HEALTH INITIATIVE shall be the carrying out of propaganda or otherwise attempting to influence legislation, and THE HEALTH INITIATIVE shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3: Mission.

The Atlanta Lesbian Health Initiative is dedicated to improving the health and well-being of lesbians and other members of the Lesbian, Gay, Bisexual, Transgender and Queer community through education, advocacy, support and access to care.

Article III: Registered Office

Section 1: Obligation to Maintain.

THE HEALTH INITIATIVE shall have and continuously maintain an office in the State from which the business of the organization shall be conducted.

Section 2: Change of Registered Office.

The organization may change its registered office by executing and filing in the office of the Secretary of State an amendment to its annual registration setting forth information which is in compliance with O.C.G.A 14-3-502 of the Act.

Article IV: Officers and Directors

Section 1: Elected Officers.

Officers are elected by two-thirds vote of the Board of Directors at a regularly scheduled meeting. The officers shall be a Chair or two Co-Chairs of the Board (herein referred to as Chair(s) to reflect either structure), Immediate Past Chair, Vice-Chair, Secretary, and Treasurer. All officers will serve one year terms. The Chair(s) and Vice-Chair may not serve more than two consecutive terms in the same office. Under the structure of one Board Chair, the Chair becomes the Immediate Past Chair at the end of his/her term as Chair. Under the structure of two Co-Chairs, one of the Co-Chairs becomes the Immediate Past Chair at the end of his/her term. The Immediate Past Chair may serve two consecutive terms if the Chair(s) is re-elected. The Secretary and Treasurer may serve multiple consecutive terms.

Section 2: Duties of Officers. The Board Chair(s) shall serve as the Chief Executive Officer of the corporation and assume all responsibilities consistent with such a position, including chairing the Executive Committee, and serving as spokesperson for all public statements on matters relating to policies of the organization. The Chair(s) may delegate responsibility for making public statements on specific issues to other members of the Board or a qualified staff member. The Chair(s) shall preside over meetings of the Board of Directors and is responsible for evaluating the THE HEALTH INITIATIVE Executive Director (or senior-management staff).

Under the structure of one Board Chair, the Vice-Chair shall assist the Chair, and assume the responsibilities of the Chair during the absence of the Chair. Under the structure of Co-Chairs of the Board, the Vice-Chair will assist the Co-Chairs as needed, and assume the responsibilities of the Chair during the absence of both Co-Chairs. In addition, under the structure of Co-Chairs, the Vice-Chair will maintain current and detailed knowledge regarding the organization's programmatic activities. Under both structures, the Vice-

Chair will serve as parliamentarian during THE HEALTH INITIATIVE meetings, and chair the Organizational and Structure Committee.

The Secretary is responsible for assuring all minutes of the Board and Executive Committee meetings are appropriately recorded and kept on file in the offices of the organization, and will be responsible for the archives of THE HEALTH INITIATIVE.

The Treasurer shall be responsible for oversight of all fiscal activities of THE HEALTH INITIATIVE and shall report on fiscal matters to the Board at least monthly. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts and receipts and disbursements in books belonging to the corporation. The Treasurer will assure all funds and securities of the corporation are maintained in segregated accounts. The Treasurer shall serve as Chair of the Finance Committee.

The Immediate Past Chair shall serve as Chair of the Nominating Committee. In the event the Immediate Past Chair position is vacant, the Chair(s) may appoint a Board member to fill this position.

Section 3: Directors.

In addition to the five or six officers, there shall be up to ten voting directors who constitute the Board of Directors of THE HEALTH INITIATIVE. The voting directors are elected by the incumbent directors to serve two year terms. Only Board members may serve as Chairs of Standing Committees.

Section 4: Vacancies.

In the event of a vacancy in an elected office or director position, the Chair(s), with the concurrence of the Executive Committee, may appoint an appropriate Director to fill such vacancy until the next election. In the event of a vacancy in the Chair position or both Co-Chair positions, the Vice-Chair will become Chair for the remainder of the term. A vacancy in an appointed position on the Executive Committee may be filled by the Chair(s)'s appointment with concurrence of the Executive Committee for the remainder of the established term.

Section 5: Resignation and Removal.

Board members choosing to resign must submit a written resignation to be acted upon by the Board of Directors. In the event the Board feels it is in the best interest of the organization, an officer or director may be removed by a majority vote of the Board of Directors.

Section 6: Duties of the Board.

The Board of Directors will carry out business of THE HEALTH INITIATIVE. The Board shall have the power to conduct, control, manage and govern the affairs, operations, business, property (including intellectual property), and assets of this organization, and to make and enforce such rules of operation in reference thereto as it may deem proper, not inconsistent with the laws of Georgia, the Articles of Incorporation, or the Bylaws of the Atlanta Lesbian Health Initiative, or may delegate

any such powers to certain officers or appointees of the organization by resolution at any meeting of the Board members. Duties shall include, but not be limited to:

- Conduct THE HEALTH INITIATIVE business consistent with the Bylaws and good business practice.
- Establish all committees and committee Chairs.
- Enter into agreements with individuals, agencies or organizations as necessary to carry out THE HEALTH INITIATIVE business and activities.
- Meet at least once a month.
- Establish criteria and commitments required for individuals who serve on the Board of Directors.
- Assure all members sign a Conflict of Interest statement.
- Determine need for and approve staffing for the organization, and develop and oversee personnel policies and procedures.

Additional duties of Board members are outlined in the *Board Members' Accountability and Metrics* document.

Section 7: Election of the Board of Directors.

Every 6 months, the Nominating Committee shall be responsible for developing a slate of consenting candidates to fill vacancies on the Board, which will include officer candidates every 12 months. These nominations must be submitted to the Chair of the Nominating Committee at least 30 days prior to the election of new members.

Candidates for election shall be included on the ballot which shall be sent in writing to all voting Directors at least 15 days prior to election. Officers and other members of the Board of Directors must be elected by a simple majority of the voting directors voting in the election, which may occur during a regularly scheduled meeting, electronically, or by proxy voting through another Board member. The proxy vote must be in writing and placed into evidence during the meeting(s) during which voting occurs. Election of new Board members will take place in March and September of every year. Election of new officers will take place in September of every year.

Section 8: Meetings.

The Board of Directors shall meet at least once a month of which one time shall be during the annual meeting of the membership. The Executive Committee shall determine the dates and times of Board meetings, including conference calling and any other reasonable means of communication. Notice of meetings shall be given at least thirty days prior to the meeting date, and shall be electronically mailed to every Board member. Notice of specially called meetings must be sent to every Board member at least seventy-

two hours prior to the date of the meeting. All persons entitled to vote at the meeting must be served proper notice of the meeting. Special meetings may be called by the Chair(s) with agreement of the Executive Committee, or by request of at least three of the Board members. Business transacted at special meetings shall be confined to the purposes of the meetings as stated in the notice of the meeting. All meetings of the Board of Directors shall be conducted in accordance with *Roberts Rules of Order Newly Revised*. Actions taken at all Board meetings shall be recorded by the Secretary, and shall be distributed in writing to the membership.

Section 9: Quorum.

Fifty-one percent of the members of the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board.

Section 10: Special Board Attendees.

The Executive Director (or designated representative) shall attend all Board and Executive Committee meetings, but is not a member of the Board and therefore shall not vote. The Executive Director, with the approval of the Chair(s), may invite specific organization staff to attend selected Board meetings or portions of meetings when appropriate. The Board may also invite special advisors to attend selected Board meetings, as well as Non-Standing Committee Chairs who may be asked to report on the activities of their committees.

Article V: Executive Committee

Section 1: Responsibilities.

The policy making body of THE HEALTH INITIATIVE is the Board of Directors. Between the regular and other special meetings of the Board, the Executive Committee shall be empowered to direct the operational affairs of THE HEALTH INITIATIVE. The Executive Committee shall be composed of the Chair(s), Vice-Chair, Treasurer, Immediate Past Chair, and Secretary. The Board Chair(s) also chairs the Executive Committee. The Executive Committee shall be responsible for the direction and supervision of all the organization's affairs in the interim of regular and special business meetings. The Executive Committee shall implement the policies of the organization, assure the objectives and goals of THE HEALTH INITIATIVE's strategic plan are addressed and monitored, and may also respond in times of emergency to needed policy additions and revisions. All emergency policy actions taken during the interim of the regularly scheduled meeting shall be submitted for approval at the next earliest meeting of the Board.

Section 2: Meetings and Quorum.

The Executive Committee shall meet at least quarterly. Additional meetings may be called at the discretion of the Chair(s), and may be held via conference calls, e-mail, or other telecommunication modalities. Advance notice of a meeting must be given to all members of the committee at least seventy-two hours prior to a meeting. Fifty-one percent of Executive Committee members must be present during the meeting to constitute a quorum.

Section 3: Advisory Council.

The Board of Directors may establish an Advisory Council whose members shall be selected by the Board so as to advance the interest of the organization.

Article VI: Standing and Other Committees

Section 1: Standing Committees.

There shall be eight standing committees of the organization, which meet at the call of the Committee Chair. Chairs of all standing committees shall be members of the Board of Directors. All standing committees will have a Vice-Chair.

The standing committees are: Nominating, Finance, Income Development, Organizational and Structure, Special Events, Strategic Planning/Business Plan, Marketing and PR, and Fourth Tuesday. Terms of office for Committee Chairs shall coincide with their terms on the Board. The composition and roles of the standing committees shall be:

- **Nominating Committee.** The Nominating Committee shall be chaired by the Immediate Past Chair (or in the absence of this office be appointed by the Chair). The Nominating Committee Chair shall select a minimum of two committee members from the Board of Directors. This committee will bi-annually develop and submit to the Board a slate of consenting candidates for vacant officer and director positions, as well as a slate of consenting candidates for Non-Standing Committee Chair positions. Once the Board approves the slate, it is presented to the membership for vote. The Nominating Committee Chair will ensure a diverse slate of candidates for each nominating cycle.

Finance Committee. The Finance Committee shall be chaired by the Treasurer, or by a Chair appointee with the approval of the Executive Committee. The Finance Committee Chair shall select a minimum of two committee members from the Board of Directors. The Finance Committee will be responsible for oversight of all fiscal matters related to the organization including an annual audit, have primary responsibility for preparing and submitting a proposed annual budget to the Board, and oversee all fundraising activities of the organization in consultation with the Officers. This committee will also recommend candidate firms to the Board to serve as accountants of record. Accountants of record will be reviewed every three years.

- **Income Development Committee.** The Income Development Committee shall be chaired by a Chair(s) appointee with the approval of the Executive Committee. The Income Development Committee Chair shall select a minimum of two committee members from the Board of Directors. This committee will be responsible for assisting in obtaining and maintaining funding.
- **Organizational and Structure Committee.** The Organizational and Structure Committee shall be chaired by the Vice-Chair, or by a Chair(s) appointee with the approval of the Executive Committee. The Chair shall select a minimum of two

committee members from the Board of Directors. This committee will be responsible for periodically reviewing the Bylaws and *Board Members' Accountability and Metrics* document and recommending necessary changes. This committee will develop and assure a formal process for recommending Bylaw changes for consideration by the Board. Additionally, this committee will be responsible for the development and monitoring of personnel policies and procedures relating to THE HEALTH INITIATIVE staffing, and providing oversight in facilities planning and management.

- **Special Events Committee.** The Special Events Committee shall be chaired by a Chair appointee with the approval of the Executive Committee. The Special Events Committee Chair shall select a minimum of two committee members from the Board of Directors. This committee will be responsible for planning and implementing fundraising activities, e.g., the Garden Party with assistance from the THE HEALTH INITIATIVE staff.
- **Strategic Planning/Business Plan Committee.** The Strategic Planning/Business Plan Committee shall be chaired by a Chair appointee with the approval of the Executive Committee. The Strategic Planning/Business Plan Committee Chair shall select a minimum of two committee members from the Board of Directors. This committee will be responsible for developing, implementing and reporting on the Strategic Plan and Business Plan. **Marketing and PR Committee.** The Marketing and PR Committee shall be chaired by a Chair(s) appointee with the approval of the Executive Committee. The Marketing and PR Committee Chair shall select a minimum of two committee members from the Board of Directors. This committee will be responsible for developing, implementing and reporting on the marketing and PR strategy and plan consistent with the Strategic Plan and Business Plan.
- **Fourth Tuesday Committee.** The Fourth Tuesday Committee shall be chaired by a Chair(s) appointee with the approval of the Executive Committee. The Fourth Tuesday Committee Chair shall select a minimum of two committee members from the Board of Directors. This committee will be responsible for all Fourth Tuesday program activities, providing leadership to chapters and functioning as the social arm of THE HEALTH INITIATIVE.

Section 2: Other Committees.

The Executive Committee, with the approval of the Board of Directors, shall establish other committees and task forces as appropriate to carry out the mission and goals of THE HEALTH INITIATIVE. For each committee or task force to be established, the Executive Committee shall submit a written description of the committee or task force to the Board for approval including its charge, scope of responsibilities, number of members, and expected duration of operation. These committees shall be chaired by a Chair(s) appointee with the approval of the Executive Committee. In event of a vacancy in a Non-Standing Committee Chair position, the Chair(s) may appoint an individual to

fill the vacancy until the next election. Terms of office for Committee Chairs shall coincide with their terms on the Board.

Article VII: Fiscal Year

Section 1: The fiscal year of THE HEALTH INITIATIVE shall be January 1 to December 31.

Article VIII: Finances

Section 1: Funds.

All monies paid to THE HEALTH INITIATIVE shall be placed in a general operating fund, earning interest if possible, unless such monies are restricted to specific grants and contracts.

Section 2: Disbursements.

Upon approval of the budget, the Executive Director, or appropriate officer of the corporation is authorized to make disbursements on accounts and expenses without additional approval of the Board of Directors. Disbursements shall be by check in accordance with the provisions of these Bylaws or from approved petty cash funds by voucher. There will always be two account signatories: the Executive Director and the Treasurer.

Section 3: Annual Audit.

The accounts of THE HEALTH INITIATIVE will be subject to a certified audit to be performed annually as of the close of business on December 31 prepared by an independent certified public accountant. The audit shall, at all times, be available at the organization's offices and shall be reviewed by the Board of Directors upon completion of the audit no later than the third quarter Board meeting unless otherwise authorized by the Board of Directors.

Article IX: Conflict of Laws

Section 1: If there is anything in the Bylaws inconsistent with or in conflict with the laws of the State, then it is hereby provided that such fact serve only to invalidate that particular clause or that such fact serve only to invalidate that particular clause or provision as may be so inconsistent and in conflict with the laws of the State and shall not affect or impair in any sense the other provisions and portions of these Bylaws.

Article X: Interpretation

Section 1: Notwithstanding any provisions of these Bylaws to the contrary, all provisions of these Bylaws are subject to and regulated and controlled by the articles of

incorporation of THE HEALTH INITIATIVE, and the powers of the Board of Directors are subject to restrictions provided in said articles of incorporation.

Article XI: Indemnification

Section 1: Definitions.

As used in this Article, the term:

(a) "THE HEALTH INITIATIVE" includes any domestic or foreign predecessor entity of the organization in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Director" means any individual who is or was a Director of the organization or an individual who, while a Director of THE HEALTH INITIATIVE, is or was serving at the organization's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, Director includes, unless the context requires otherwise, the estate or personal representative of a Director.

(c) "Expenses" include counsel's fees.

(d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including as excise tax asserted with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(e) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a Proceeding.

(f) "Proceeding" means any threatened, pending, or complete action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 2: Authority to Indemnify.

Except as hereinafter provided in this section, THE HEALTH INITIATIVE may indemnify or obligate itself to indemnify an individual made a party to a Proceeding because such individual is or was a Director, against liability incurred in the Proceeding if such individual acted in a manner such individual believed to be in good faith or not opposed to the best interests of THE HEALTH INITIATIVE and, in the case of any criminal Proceeding, such individual had no reasonable cause to believe that such individual's conduct was unlawful.

The termination of a Proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director did not meet the standards of conduct set forth in the immediately preceding paragraphs of this section.

THE HEALTH INITIATIVE shall not indemnify a Director under this Section:

(i) In connection with a proceeding by or in the right of THE HEALTH INITIATIVE in which the Director was adjudged liable to the organization; or

(ii) In connection with a Proceeding in which the Director was adjudged liable on the basis that personal benefit was improperly received by said Director.

Section 3: Mandatory Indemnification.

To the extent that a Director of THE HEALTH INITIATIVE has been successful, on the merits or otherwise, in the defense of any Proceeding to which said Director was a party, or in defense of any claim, issue, or matter therein, because such Director is or was a Director of the organization, THE HEALTH INITIATIVE shall indemnify such Director against reasonable expenses incurred by such Director in connection therewith.

Section 4: Advances for Services.

THE HEALTH INITIATIVE may pay for or reimburse the reasonable expenses incurred by a Director who is a party to a Proceeding in advance of final disposition of the Proceeding if:

- (i) The Director furnishes THE HEALTH INITIATIVE a written affirmation of such Director's good faith belief that such Director has met the standards of conduct set forth in Section 2 of this Article.
- (ii) The Director furnishes THE HEALTH INITIATIVE a written undertaking, executed personally or in such Director's behalf, to repay any advance if it is ultimately determined that such Director is not entitled to indemnification hereunder.

The undertaking required by subparagraph (ii), above, must be an unlimited general obligation of the Director, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 5: Determination and Authorization of Indemnification.

THE HEALTH INITIATIVE shall not indemnify a Director under Section 2 of this Article unless authorized thereunder and a determination has been made in the specific case that indemnification of the Director is permissible in the circumstances because such Director has met the standards of conduct set forth in Section 2 of this Article.

The determination shall be made:

- (i) By the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the Proceeding;
- (ii) If a quorum cannot be obtained under subparagraph (i), above, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties to the Proceeding may participate), consisting of two or more Directors not at the time parties to the Proceedings;
- (iii) By special legal counsel:
 - (a) Selected by the Board of Directors or its committee in the manner prescribed in subparagraph (i) or (ii) above, or
 - (b) If a quorum of the Board of Directors cannot be obtained under subparagraph (i), above, and a committee cannot be designated under subparagraph (ii), above, selected by a majority vote of the full Board of Directors (in which selection Directors who are a party to the Proceeding may participate); or
 - (c) By the members, but a Director who is at the time a party to the Proceeding may not vote as a member on the determination.

Authorization of indemnification or an obligation to indemnify and an evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal

counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subparagraph (c), above, to select counsel.

Section 6: Indemnification of Officers and Employees.

An officer THE HEALTH INITIATIVE who is not a Director shall be entitled to mandatory indemnification under Section 3 of this Article to the same extent as a Director. THE HEALTH INITIATIVE may also indemnify and advance expenses to an officer, employee or agent of the organization who is not a Director, consistent with public policy.

Section 7: Purchase of Insurance.

THE HEALTH INITIATIVE may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the organization or who, while a Director, officer, employee, or agent of the Association or who, while a Director, officer, employee or agent of the Association, is or was serving at the request of the Board as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or non-profit organization, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by such person in that capacity, or arising from such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under this Article.

Article XII: Internal Revenue Section 501(c) (3) Requirements

In the event of a conflict between the articles of incorporation of THE HEALTH INITIATIVE or these Bylaws, the provisions of this Article shall prevail and be controlling.

Section 1: Purposes, Powers and Activities.

THE HEALTH INITIATIVE is organized for any lawful purposes and shall have all of the powers permitted non-profit corporations in the State of Georgia. THE HEALTH INITIATIVE is not organized for and shall not be operated for pecuniary gain or profit. Notwithstanding anything herein to the contrary, THE HEALTH INITIATIVE (i) shall only exercise such powers, (ii) shall engage in only such activities, and (iii) is organized exclusively for such purposes as shall be permitted under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Section 2: Dissolution.

Upon dissolution of THE HEALTH INITIATIVE, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of THE HEALTH INITIATIVE, distribute all of the assets of the organization exclusively for purposes within the intentment of Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in

which the principal office of THE HEALTH INITIATIVE is located, exclusively for purposes within the intendment of such Code section and regulations.

Article XIII: Amendments

Section 1: These Bylaws may be amended or repealed by a two-thirds vote of the Board of Directors at any Meeting of said Board, provided that written notice of such proposed changes has been sent to the members not less than thirty days before such meeting. Alternatively, such proposed changes may be effected by a two-thirds affirmative vote of members voting a mail ballot within not less than 15 days of distribution. Amendments may be proposed by the Executive Committee on its own initiative, the Organization Committee, or upon petition of 25% of the voting members addressed to the Executive Committee. All such proposed amendments shall be presented by the Executive Committee to the membership with or without recommendation.

APPROVED MAY 21, 2012 BY BOARD OF DIRECTORS:

ANN DAANE
JO GIRAUDO
ARLENE NORIEGA
NIKKI ECONOMOU
STEPHEN GREY
RACHAEL SMITH (VIA PROXY)
CHERIE CALDWELL (VIA PROXY)