

Bylaws: DignityUSA

Previously Adopted 1/85 Amended 8/85; 7/87; 8/89; 8/91; 4/93, 10/1/93, 8/99, 7/01, 8/09

ARTICLE I Name

The name of the organization shall be called DIGNITY, Inc., hereafter referred to as DIGNITY or DignityUSA.

ARTICLE II Object

The object of DIGNITY shall be as stated in the [Statement of Position and Purpose](#).

DIGNITY is an organization with four categories of membership that adhere to its [Statement of Position and Purpose](#). These membership categories shall be defined as follows: Regular Members, Chartered Chapters, Organizational Members and Honorary Members.

DIGNITY recognizes the diversity of its members in matters of sexual orientation, gender identity, geographic location, age, financial ability, health, race, ethnicity and all other forms of diversity and actively seeks to acknowledge and utilize this diversity in its leadership and in fulfilling its [Statement of Position and Purpose](#).

ARTICLE III Organization

Section 10. Incorporation

DIGNITY is a not-for-profit corporation organized under the laws of the District of Columbia.

Section 20. Executive Office

The registered office of DIGNITY shall be known as the Executive Office.

Section 30. Categories of Membership

A. Regular Member

A Regular Member is any individual who pays any required Dues for Regular Membership and endorses the [Statement of Position and Purpose](#) of DIGNITY. Each Regular Member shall be entitled to only one vote in all elections and matters requiring a vote of the membership. Regular

Members shall have full voting rights on those matters granted within these Bylaws.

B. Chartered Chapter

A Chartered Chapter is an affiliation of Regular Members that endorses the [Statement of Position and Purpose](#) and are granted Chapter status by the Board of Directors. A Chapter Charter may be revoked by the Board of Directors, with special regard for due process, for any conduct or action on the part of the Chapter that is considered in violation of the [Statement of Position and Purpose](#), these Bylaws or contrary to the best interest of DIGNITY.

Chartered Chapters shall be granted two votes on those matters requiring a vote of the membership as stated within these Bylaws.

C. Organizational Member

Organizational Members shall be any organization that endorses the [Statement of Position and Purpose](#) of DIGNITY and pays the established Dues for Organizational membership.

Organizational Members shall have the right to participate in the discussion of all matters brought before the membership of DIGNITY for a vote but shall not have the right to vote on these or any other matters.

D. Honorary Members

An honorary member is a person who has made outstanding contributions in support of the mission and ministry of DIGNITY and the advancement of Gay, Lesbian, Bisexual and Transgendered causes. Honorary members shall be exempt from the payment of dues but shall not have the right to vote.

Section 40. Friends of DIGNITY

Other individuals and organizations may be classified as Friends of DIGNITY or Contributors to DIGNITY, according to rules established by the Board of Directors, but shall not be Regular Members and therefore shall not be eligible to vote in any vote of the membership.

Section 50. Responsibility and Authority of the Membership

All Regular Members and Chartered Chapters shall have the responsibility and authority to vote in the following matters:

1. Election of Directors except those Directors who are Board-elected.
2. Election of the President and Vice President of DIGNITY.
3. Recall of A Director, including Officers.
4. Amendments to the [Statement of Position and Purpose](#).
5. Rescinding of an action of the Board of Directors.

6. Bylaw amendments.

Section 60. Membership Meetings

There shall be a general membership meeting held at each biennial convention of DIGNITY. In addition there shall be membership meetings held at other times between conventions at locations throughout the country facilitated by the Board of Directors.

The purpose of these meetings shall be:

1. For attendees to receive information and reports from the Board of Directors.
2. For attendees to express themselves on any matters of interest to them.
3. To provide for the educational and spiritual development of the membership, friends and supporters of DIGNITY.
4. To provide opportunities for social gathering and community building among the membership, friends and supporters of DIGNITY.

ARTICLE IV Governance

Section 10. Board of Directors

The governing body of DIGNITY shall be a Board of Directors. Only Regular Members of DIGNITY may serve on the Board of Directors.

A. Composition

The Board of Directors shall consist of a minimum of eleven (11) and a maximum of 17 people, whose terms of office will be staggered to ensure continuity. No paid employee of DIGNITY may be a member of the Board of Directors. The Directors shall be:

1. President and Vice President, elected as a slate with gender parity by the Regular Members and Chartered Chapters in a national election. In the event there is only one nominee for President and that nominee for President can find no one who is available to run for Vice President who also meets the gender parity requirement, the Board of Directors, by a two-thirds vote, may allow the President nominee to run with no Vice President nominee to fill the slate, in order to allow the national election to take place in a timely manner. This vacant Vice President position will be filled with gender parity by the Board of Directors according to Sub-Section B of this Article IV by December 31 of the election year in question, which is within three (3) months of this nominee starting his/her term of office as President on October 1 of that same year.
2. The Secretary, nominated by the President-elect and Vice-President-elect and elected by the Board of Directors.
3. The Treasurer, nominated by the President-elect and Vice-President elect and elected by the

Board of Directors.

4. Seven (7) Directors, elected by the Regular Members and Chartered Chapters.
5. Up to six (6) additional Directors elected by a two-thirds vote of the in order to ensure diversity and continuity on the Board, and to meet the special needs of the organization.

B. Term of Office

Directors may serve a maximum of four consecutive two-year terms in any single capacity. The President, Vice-President, Secretary and Treasurer will be elected in odd numbered years. An additional seven (7) Directors will be elected by the membership in a national election with three (3) being elected in the odd numbered years and the other four (4) in the even numbered years.

Up to six (6) Board-elected directors may also be elected by the Board of Directors for two-year terms ending no later than the close of the second fiscal year from the date of their election. The number of Board-elected directors will always be less than the total number of Directors elected by the general membership.

The terms of office of Board-elected Directors, other than the Secretary and Treasurer, shall be staggered; and if there is an odd number of such Directors, the greater number shall have a term of office that ends in the even-numbered years.

All Directors' terms shall begin on October 1 and conclude September 30th two years later unless otherwise stated in these Bylaws.

Members of the Board may resign or be recalled as provided for in the Bylaws. In the case of a vacancy of the office of President, the Vice President shall automatically assume the office of President if the office of Vice President is not vacant. The current President and Vice President shall remain in office, even if term limited, until their successors are properly elected according to these Bylaws or until they resign or are recalled.

If the offices of the President and Vice President are vacant, the Board of Directors, by a two-thirds vote, may appoint a Regular Member to complete the remainder of the term of President. In the case of a vacancy of a Member-elected Officer or Director for whatever reason, including the unavailability of anyone to run for election to any of these positions, the Board of Directors, by a two-thirds vote, may appoint a Regular Member to complete the remainder of the term of that Officer or Director. Such an Officer or Director shall be considered as Member-elected for the purposes of determining that the number of Board-elected Directors is less than the number of Member-elected Directors.

C. Powers

Except for those matters specifically reserved to the membership, the Board of Directors shall be vested with full power to conduct all business of DIGNITY, subject to applicable laws, the Articles of Incorporation, and these Bylaws. In addition the Board shall:

1. have the power to establish rules, regulations and/or procedures consistent with these Bylaws

- to govern its organization and procedures.
2. have the power to direct the President, by two-thirds vote of the Board, to call for special meetings of the members.
 3. have the power to name honorary members. An honorary member is a person who has made outstanding contributions in support of the mission and ministry of DIGNITY and the advancement of Gay, Lesbian, Bisexual and Transgendered causes. Honorary members shall be exempt from the payment of dues but shall not have the right to vote.
 4. have the power to appoint the personnel of DIGNITY, define the responsibilities of these positions and fix compensation.
 5. have the power to issue Chapter Charters or to revoke or suspend a Chapter Charter.
 6. have the power to establish the memberships dues and applicable classifications of membership and organizational dues such as Couples, Family, etc.

D. Duties

The Board of Directors shall create written procedures for the conduct of matters assigned to it by these Bylaws. Such procedures will be made available to members upon request.

E. Sessions

1. Regular Sessions The Board shall hold a minimum of two regular sessions each fiscal year. Sessions may either be in person meetings of the Board or may be conducted by teleconference or equivalent means of communication.
2. Special Sessions Special sessions of the Board may be called according to procedures established by the Board of Directors.
3. Business Between Sessions The Board may pass motions between sessions according to the procedures established by the Board of Directors.

F. Quorum

A majority of the members of the Board shall constitute a quorum.

G. Reporting

The Secretary shall create a record of the proceedings of the Board to be published as the official transactions of the Board.

H. Compensation/Financial Responsibility

No member of the Board of Directors shall receive any salary from DIGNITY but may be reimbursed for out of pocket expenses related to performing their duties. The financial responsibility for the operation of the Board of Directors rests with DIGNITY. This includes the travel, meals and lodging costs of the Directors associated with attendance at a Board of Directors meeting.

ARTICLE V Elections and Other Balloting

Section 10. Nominating Committee

The Board of Directors shall annually appoint a Nominating Committee, consisting of a minimum of three (3) Regular Members, one of which must be a Director. This committee will seek out the needed talent, skills and leadership qualities within the membership and provide nominations for candidates for election to the Board of Directors. The Committee will facilitate the selection of candidates assuring geographical representation where possible and ensuring that all members have the opportunity to be placed in nomination.

In addition, the Committee will provide to the membership a listing of nominees. The Nominating Committee shall not endorse any candidate for any office.

Section 20. Election Committee

The Board of Directors shall annually appoint an Election Committee, consisting of a minimum of three (3) Regular Members. No current Board member seeking election or Regular Member seeking election may serve on the Election Committee. The term of office of the Committee will end Sept. 30th annually or continue until the completion of any election that is in process. This committee will oversee the national elections/voting process including, but not limited to, verifying petitions for elections and recall, transmittal of ballots and tabulation of results.

A. Method of Voting

All national elections and membership balloting will be conducted by mail or other equivalent method.

B. Eligibility

All Regular Members whose start of membership is at least thirty (30) days prior to the start of balloting shall have the right to vote according to the rules established in these Bylaws.

All Chartered Chapters chartered at least thirty (30) days prior to the start of balloting shall have the right to vote according to the rules established in these Bylaws.

C. Election

The Board of Directors shall annually establish the dates for the election of Member-elected Directors and said elections shall be held 3-6 months prior to the close of the fiscal year.

The Election Committee shall receive all ballots and upon close of balloting, shall certify all ballots and determine the outcome of each vote. A plurality of votes cast is necessary for election unless otherwise specified in these Bylaws. Upon completion of balloting the Election Committee shall

have 45 days to notify members of the results unless a shorter period is required by these Bylaws.

D. Recall of a Director

A Director may be removed from office for 'cause'. 'Cause' shall be any conduct or action on the part of a Director considered in violation of the [Statement of Position and Purpose](#), these Bylaws or contrary to the best interest of DIGNITY.

The action of recall shall occur according to the procedures established by the Board of Directors and in accordance with the following:

1. Written Complaint

A written complaint stating 'cause', as defined above, and requesting the recall of a Director/Officer shall be submitted to the National Secretary either by vote of the Board of Directors or by five (5) percent of the Regular Members representing at least 10% of the Chartered Chapters of DIGNITY.

2. Suspension of Director/Officer

Pending the resolution of the complaint, the Board of Directors, by two-thirds vote, shall have the right to suspend the Director/Officer until completion of the Recall process.

3. Process of Recall Vote

Within 21 days of the receipt of a recall motion and certification of the complaint by the National Secretary, the Election Committee shall submit to the Regular Members and Chartered Chapters a ballot for recall indicating the date of the close of balloting on the ballot. Members and Chartered Chapters shall have 30 days from date of submission of the ballot to return their vote. The Election Committee shall report the results of the balloting to the membership within 21 days of the close of balloting. Two-thirds majority of ballots cast shall be necessary for adoption of a recall motion.

If there is a regular election scheduled within 120 days of receipt of the aforementioned motion, the Board of Directors may direct the Election committee to submit this ballot with the ballot for the regular National Election.

E. Ballot Information

Candidate statements for elections or pro and con statements on all other ballot issues shall be included with all ballots.

ARTICLE VI Conduct of Other Business and Related Voting

Section 10: Amendments to the [Statement of Position and Purpose](#)

Amendments to the [Statement of Position and Purpose](#) must be submitted at least 90 days prior to the biennial convention's general membership meeting. Said amendments will be forwarded to all members of record no later than 60 calendar days prior to the biennial convention.

Said amendments will be presented for discussion at the general membership meeting. A summary of discussion will be developed from the record of discussion and this summary will be sent to all Regular Members and Chartered Chapters.

Amendments may be submitted to the National Secretary either by vote of the Board of Directors or by two (2) percent of the Regular Members and be sponsored by at least three (3) of the Chartered Chapters of DIGNITY which shall be certified by the Election Committee.

Within 21 days after the close of the Biennial convention, the Election Committee shall submit to the Regular Members and Chartered Chapters a ballot for the proposed amendment(s) indicating the date of the close of balloting on the ballot. Regular members and Chartered Chapters shall have 30 days from date of submission of the ballot to return their ballot. The Election Committee shall report the results of the balloting to the membership within 21 days of the close of balloting. Two-thirds majority of ballots cast shall be necessary for adoption.

Section 20: Rescinding a Decision of the Board of Directors

Motions to rescind a decision of the Board of Directors may be made after notification of the action has been given to the membership but no later than 120 days after the aforementioned notice has been given.

Motions to rescind a decision of the Board may be submitted to the National Secretary by five (5) percent of the Regular Members representing at least 10% of the Chartered Chapters of DIGNITY.

Upon certification of a motion to rescind a decision of the Board of Directors the action of the Board of Directors in question shall be suspended, where possible, until the conclusion of voting on the aforementioned motion.

Within 21 days of the receipt of the aforementioned motion and certification by the Election Committee, the Committee shall submit to the Regular Members and Chartered Chapters a ballot for the motion indicating the date of the close of balloting on the ballot. Individual Members and Chartered Chapters shall have 30 days from date of submission of the ballot to return their vote. The Election Committee shall report the results of the balloting to the membership within 21 days of the close of balloting. Two-thirds majority of ballots cast shall be necessary for adoption.

If there is a regular National Election scheduled within 120 days of receipt of the aforementioned motion, the Board of Directors may direct the Election Committee to submit this ballot with the ballot for the regular National Election.

ARTICLE VII Convention

Section 10. Object

The convention of DIGNITY is established to foster the presentation and discussion of subjects pertaining to the [Statement of Position and Purpose](#).

Section 20. Time and Place

The convention of DIGNITY shall be held biennially in odd numbered years no later than midnight, September 30th, at a time and place selected by the Board of Directors. Announcement of the time and place of the biennial convention to the members shall be made at least four (4) years in advance, where possible.

Section 30. Convention Committee

The President in consultation with the Board of Directors, shall appoint a committee to plan the convention.

Section 40. Finances

The Convention Committee shall prepare a proposed budget for the convention and submit it to the Board of Directors for its approval no later than sixteen months prior to the beginning of the convention. All financial responsibility for this convention is that of DIGNITY.

ARTICLE VIII Fiscal Year

The fiscal year of DIGNITY shall begin October 1 of each calendar year and end September 30 of the following calendar year.

ARTICLE IX Parliamentary Authority

Section 10. Definition

The latest edition of Robert's Rules of Order shall govern in all matters not otherwise covered within these Bylaws.

Section 20. Interpretative Authority

Within DignityUSA, the interpretative authority of the Bylaws rests within the purview of the office of President. Where appropriate and necessary, the President should seek the advice of a

parliamentarian. The interpretation of the President may be appealed to the Board of Directors.

ARTICLE X Bylaw Amendments

Amendments to these Bylaws must be submitted at least 90 days prior to the biennial convention's general membership meeting. Said amendments will be forwarded to all members of record no later than 60 calendar days prior to the biennial convention.

Said amendments will be presented for discussion at the general membership meeting. A summary of discussion will be developed from the record of discussion and this summary will be sent to all Regular Members and Chartered Chapters.

Amendments may be submitted to the National Secretary either by motion of the Board of Directors or by five (5) percent of the Regular Members representing at least 10% of the Chartered Chapters of DIGNITY and shall be certified by the Election Committee.

Within 21 days of the close of the Biennial Convention the Election Committee shall submit to the Regular Members and Chartered Chapters a ballot for the proposed amendment(s) indicating the date of the close of balloting on the ballot. Regular Members and Chartered Chapters shall have 30 days from date of submission of the ballot to return their vote. The Election Committee shall report the results of the balloting to the membership within 21 days of the close of balloting. Two-thirds majority of ballots cast shall be necessary for adoption.