

## BYLAWS OF DIVERSITY RICHMOND

### ARTICLE I NAME

1. Designation. The name of this nonprofit organization is Diversity Richmond.

### ARTICLE II PURPOSES

- 2.1 Diversity Richmond is a nonprofit, nonstock corporation doing business as Diversity Richmond, Diversity Thrift, and Diversity Bingo, and organized to improve the lives of Lesbian, Gay, Bisexual, Transgender and Queer+ people through scientific, educational and charitable activities.
- 2.2 Restrictions. Diversity Richmond shall possess all powers and authority permitted by law except:
  - 2.2.1 No part of the net earnings of the Diversity Richmond shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons except that Diversity Richmond shall be authorized and empowered to pay reasonable compensation for services rendered or expenses otherwise incurred and to make payments in furtherance of the purposes set forth in paragraph 2.1.
  - 2.2.2 Notwithstanding any other provisions of these Bylaws, Diversity Richmond shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of future federal Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future federal Internal Revenue laws).
3. Dissolution. Upon dissolution of Diversity Richmond, or upon any partial or entire liquidation of its properties or assets, all of Diversity Richmond's property of every nature and description shall, after making provisions for discharge of all the liabilities of Diversity Richmond, be paid over and transferred to one or more organizations or institutions which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future federal Internal Revenue laws), as shall be selected by the majority of the persons who are then serving as Directors of the Board.

4. Nonpartisan Activities. Diversity Richmond shall be non-partisan. Diversity Richmond shall not participate or intervene in any political campaign on behalf of any candidate for public office. In compliance with nonprofit corporation laws, Diversity Richmond may publicly educate about issues of importance to the community it serves. It may not, however, devote substantial resources to the publication or dissemination of materials with the purpose of attempting to influence legislation for or against any cause or measure being submitted to the people for a vote. Diversity Richmond shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.
5. Nondiscrimination. Diversity Richmond shall be open to any person, group or organization supporting our mission of improving the lives of Lesbian, Gay, Bisexual, Transgender and Queer+ people.

### **ARTICLE III** **MEMBERSHIP**

1. Diversity Richmond shall have one class of members. Members must either participate actively in the work of Diversity Richmond or pay a membership fee established by the Board of Directors.
2. Meetings.
  - 3.2.1 An annual meeting of the membership will be held each year at a date and time established by the Board of Directors.
  - 3.2.2 An annual report will be distributed to the members with notice of the annual meeting which shall be sent to the membership 15 days prior to the annual meeting in written or electronic format.
  - 3.2.4 Membership meetings shall be conducted by the Board of Directors.
3. Membership and Mailing Lists.
  - 3.4.1 The staff of Diversity Richmond shall maintain a membership list and a mailing list.
  - 3.4.2 Any membership or mailing list established under the authority of Diversity Richmond shall remain confidential and may not be disclosed to any other group or organization. Use of lists shall be restricted to persons or organizations specifically authorized by the Board of Directors.

## **ARTICLE VII CONFLICTS OF INTEREST**

**7.1. Conflict of Interest Policy.** The Board of Directors shall adopt, and annually renew, a Conflicts of Interest Policy and each member of the Board of Directors shall annually complete, sign and return a conflict of interest questionnaire designed to assure compliance with that policy.

**7.2. Violations.** Any violation of the Conflict of Interest Policy or of this Article shall be grounds for immediate removal from the Board.

## **ARTICLE VIII INDEMNIFICATION AND LIMITATION OF LIABILITY**

**8.1 Definitions.** For purposes of this Article, the following definitions shall apply:

A. "expenses" include attorney or counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification;

B. "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to any employee benefit plan;

C. "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;

D. "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by Diversity Richmond in a merger or otherwise; and

E. "proceeding" means any threatened, pending, or completed action, suit proceeding or appeal whether civil, criminal, administrative or investigative and whether formal or informal.

**8.2 Limit on Liability.** In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of Diversity Richmond shall not be liable to Diversity Richmond.

**8.3 Indemnification of Officers and Directors.** Diversity Richmond shall indemnify any individual who is, was or is threatened to be made party to a proceeding (including a proceeding by or in the right of Diversity Richmond) because such individual is or was a Director or officer of Diversity Richmond, or because such individual is or was serving Diversity Richmond or any other legal entity in any capacity at the request of Diversity Richmond while a Director or officer of Diversity Richmond, against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as an officer or Director of a legal entity controlled by Diversity Richmond shall be deemed to be service at the request of Diversity Richmond. The determination that indemnification under this Section is permissible and the evaluation as to the reasonableness of the expenses in a specific case shall be made, in the case of a Director, as provided by law, and in the case of an officer, as provided in Section 4 of this Article; provided that if a majority of the Directors of Diversity Richmond is changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such individual. Unless a determination has been made that indemnification is not permissible, Diversity Richmond shall make advances and reimbursements for expenses incurred by a Director or officer in a proceeding upon receipt of an undertaking from such officer or Director to repay the same if it is ultimately determined that such Director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured, general obligation of the Director or officer and shall be accepted without reference to such Director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a Director or officer acted in such manner as to make such Director or officer ineligible for indemnification. Diversity Richmond is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its officers or Directors to the same extent provided in this Section.

**8.4 Indemnification of Others.** Diversity Richmond may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its Directors and officers, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the Directors, officers, employees and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of Diversity Richmond, and may contract in advance to do so. The determination that indemnification under this Section is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 8.3 of this Article shall be limited by the provisions of Section 8.4 of this Article.

**8.5 Miscellaneous.** The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Special legal counsel selected to make determinations under this Article may be counsel for Diversity Richmond.

Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than Diversity Richmond and indemnification under policies of insurance purchased and maintained by Diversity Richmond or others. However, no person shall be entitled to indemnification by Diversity Richmond to the extent he is indemnified by another, including an insurer. Diversity Richmond is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to Diversity Richmond or any other legal entity at the request of Diversity Richmond regardless of Diversity Richmond's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude Diversity Richmond from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

**8.6 Amendments.** No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

## **ARTICLE IV** **BOARD OF DIRECTORS**

1. **General Powers:** The business and affairs of Diversity Richmond shall be managed by its Board of Directors, which may exercise all powers of Diversity Richmond and perform all lawful acts and things for and on behalf of Diversity Richmond.
2. **Numbers and Tenure:** The Board of Directors shall consist of at least seven (7) and not more than thirty (30) members, who, except as specifically designated below, shall serve for a two year renewable term. Appointments shall be made as provided for in Section 4.4, Nomination and Appointment.
3. **Ex Officio Members:** The President of Diversity Richmond shall serve as an ex-officio member of the Board of Directors without vote, unless the President is an elected member of the Board of Directors.

### **4.4 Nomination and Appointment**

- 4.41** The Diversity Richmond Nominating Committee will nominate candidates for the Board of Directors, who must be approved by the Executive Committee and by a majority vote of the Diversity Richmond Board of Directors.

**4.42** Consideration for nomination to the Diversity Richmond Board of Director requires fulfillment of the requirements for the office or position, and a written or electronic letter of willingness to serve from the potential nominee.

**4.43** Term of office for each Director shall be as defined in section 4.2 with the goal that terms of office shall be staggered such that approximately one half of the at large representatives will be appointed or reappointed each year.

#### **4.5** Vacancies.

51. Resignations. Any Director may resign at any time by giving written or electronic notice to the Board of Directors of Diversity Richmond. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors. It shall not be necessary for a resignation to be accepted before it becomes effective.

52. Removal. The Board of Directors may remove any Director, with or without cause, but only at a meeting called for that purpose and the notice of the meeting shall state that the purpose or one of the purposes, of the meeting is the removal of a Director. The removal of a Director shall be effective only if the number of votes cast to remove the Director constitutes a two thirds majority of the votes entitled to be cast at an election of Directors by which such Director was elected. A Director who is absent from three (3) consecutive meetings of the Board shall be subject to removal if the reasons given for such absences are not acceptable to a majority of the Board of Directors.

53. Filling of Vacancies. Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of directors may, unless otherwise provided in these Bylaws, be filled by the Chair of Diversity Richmond and approved by the Executive Committee and a majority of Directors of Diversity Richmond.

#### **4.6** Meetings.

**4.61** Regular Meetings. The Board of Directors of Diversity Richmond shall hold at least quarterly meetings each year.

**4.62** Special meetings may be held at the call of the Chair or a majority of the Board of Directors on at least ten (10) days notice to each director. Such notice shall state the purpose of such special meeting.

**4.63** Quorum. At all meetings of the Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by

law or the Articles of Incorporation.

- 4.64** Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if consent to such action is affirmed by all members of the Board of Directors, and such consent is filed with the minutes of the proceedings of the Board of Directors.
- 4.65** Meetings by Telephone or Similar Communications. The Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all directors participating in the meeting can communicate directly with each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting. Such means of communication also shall constitute presence in person when the meeting is being conducted principally as a face-to-face round-table board meeting.
- 4.66** Minutes. Recorded minutes shall be kept for each meeting of the Diversity Richmond Board of Directors, and are the responsibility of the Secretary. Minutes shall require approval by the Board of Directors at or before the next scheduled meeting.

## **ARTICLE V** **OFFICERS**

- 5.1** The officers of Diversity Richmond shall be the Chair, the Vice-Chair, President, Secretary, and the Treasurer. The Nominations Committee shall present a slate of Officers for approval by the Diversity Richmond Directors by a simple majority vote. The slate must be provided to the Board at least 30 days in advance of the Board Meeting. The term of office for each Officer shall be one (1) year, and officers can serve multiple terms. One person may serve in two offices simultaneously.
- 5.2** Duties of Officers. The officers of this Board of Directors are charged and entrusted as follows, and as defined in Diversity Richmond Policies and Procedures.
- 5.21** Chair. The Chair shall preside at all meetings of the Board of Directors and perform other duties usually pertaining to the office. The Chair shall assure that the Board of Directors fulfills its responsibility for the governance of Diversity Richmond, shall be a partner with management in helping to achieve the mission of Diversity Richmond, shall preside at all meetings of the Board of Directors, shall have a right to vote on all questions, shall appoint committee chairs, with the exception of the Nominations Committee Chair, and committee members with an eye to future succession, and shall

have such other powers and duties as the Board from time to time may prescribe.

The Chair shall be a voting member of all committees of the Board (except the Audit Committee and Nominations Committee) and shall serve as Chair of the Executive Committee.

**5.22** Vice Chair. The Vice Chair shall assist the Chair in the performance of the Chair's duties, shall preside in the absence of the Chair at meetings of Diversity Richmond; and shall assume the duties of the Chair, if the Chair is unable to serve.

**5.2.3** Secretary. The Secretary shall be a member of the Board of Directors. The Secretary, shall have the responsibility of confirming that notices of all meetings of the Board of Directors are sent and keeping the meetings of all such meetings. At each meeting of the Board, the minutes of the last preceding meeting shall be presented by the Secretary for the approval of the Board. The Secretary shall be responsible for the seal (should Diversity Richmond have such a seal), shall affix it to such instruments as require its use, and when so affixed, shall attest it by signature. The Secretary shall sign all documents requiring the signature of the Secretary as an officer of Diversity Richmond.

**5.2.4** Treasurer. The Treasurer shall be a member of the Board of Directors. The Treasurer shall be the chair of the Finance Committee of the Board and, in this capacity, shall have the duty and responsibility to:

- work with the CEO and Financial Controller on budget planning and preparations;
- monitor spending and revenues against projections in the approved budget and inform the Board of disparities so that joint decisions can be made on appropriate adjustments;
- ensure the Board's financial policies are being followed;
- report to the Board of Directors and the general membership on finances;
- oversee preparation of any required financial reporting forms by the Financial Controller;
- ensure compliance with tax laws and reporting requirements;
- cooperate with the Audit Committee and any outside auditors; and
- sign legal documents as may be required by the office of Treasurer as authorized by the Board.

**5.25** President. The President may be an elected director of the board or an individual employed by the board who is not an elected director. In the absence or disability of the President, the Board may appoint an acting President, who shall have the powers and duties of the President.



The President shall:

- be the chief executive officer of Diversity Richmond and exercise general supervision over all the affairs of the organization under the general direction of the chair and the board of directors;
- be responsible for the development of policies and procedures necessary for the operation of Diversity Richmond and its programs and perform all duties incident to the office of the president, including regular oral and written reports to the board on the status of Diversity Richmond and, under the general direction of the Treasurer, development and presentation of the annual budget and monthly financial statements;
- have the power to sign all duly authorized contracts, deeds, acceptances of gifts and bequests and other instruments in the name of and on behalf of Diversity Richmond as authorized by the Board of Directors. The President shall have the power, consistent with policies adopted by the Board, to delegate authority under this subsection to any other officer of Diversity Richmond or administrative official of Diversity Richmond by an instrument in writing. Any such delegation shall be reported at the next regular meeting of the Board or the executive committee; and
- if not an elected director, be an ex-officio non-voting member of the Board and of all standing committees of the Board.

**5.26 Other Officers.** Any other Officers elected by the Board shall perform such duties and exercise such powers as shall from time to time be designated by resolution of the Board of Directors.

**5.3 Officers' Bonds.** The Board of Directors may require, at the expense of Diversity Richmond, any officer to give a bond for the faithful discharge of the duties of such office in such sum, if any, and with such surety or sureties as the Board of Directors shall designate.

**5.4 Removal.** The Board of Directors may remove any officer at any time with or without cause by a vote of a three quarters majority of the Directors then in office.

**5.5. Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair. Upon resignation, the Nominating Committee shall present a slate with at least one nominee for that vacancy to the Board within 60 days, and the Diversity Richmond Board shall elect a new officer to fill the vacancy within 60 days of receiving this slate.

## **ARTICLE VI** **COMMITTEES**

**6.1 Standing Committees of Diversity Richmond.** Except as otherwise provided in these By-laws, the Chair annually shall recommend to the Board of Directors the election of one Director to serve as the Chair (or two Directors to serve as Co-Chairs) and at least one

Director to serve as member(s) of the following standing committees, and any other standing committees as the Board may authorize by resolution from time to time:

The Executive Committee  
The Finance Committee  
The Audit Committee  
The Governance Committee  
The Nominations Committee (Chair directly elected by Board)  
The Programs Committee

The Chair of the Board shall be an *ex officio* member, with vote, of all committees of Diversity Richmond except the Audit and Nominations Committees. Each Director shall be elected by the Board on the recommendation of the Chair to serve on at least one standing committee, task force or work project. In addition to the Directors elected to serve on the standing committees, the Board may elect any number of other persons to serve as members of the standing committees on the recommendation of the Chair of the Board or the Chairs of the standing committees. Each Director or other person elected or appointed to chair or serve on a committee shall serve at the pleasure of the Board for a period of one year or until the election of their respective successors. Officers and employees of Diversity Richmond may be appointed as *ex officio* members of committees, serving without vote, and may be chosen to serve as Secretaries for committees of the Board. In addition, committees of the Board may designate certain individuals to serve the committee in advisory capacities, based upon special skills or expertise deemed valuable or desirable to such committees. Only a Director of Diversity Richmond may be elected to serve as chair of a standing committee.

- 6.2** Special Committees of Diversity Richmond. The Board may create one or more special committees or task forces of Diversity Richmond and elect Directors or other persons to serve on them. Members of special committees shall serve at the pleasure of the Board, and no special committee created by the Board shall continue in operation for more than one year, unless extended by the Board. Any person may be elected to serve as chair of a special committee of Diversity Richmond.
- 6.3** Vacancies. The Chair may appoint Directors or other persons to fill vacancies in any committee chair or membership, except for the Nominations Committee which must be filled by a Board election..
- 6.4** Authority of Committees. The committees of the Board shall exercise their powers subject to the general control of the Board. Each committee may adopt rules for its own governance not inconsistent with these By-laws or with rules adopted by the Board of Directors. The Board of Directors may delegate to a committee the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors;

- (ii) amend the Articles of Incorporation; or (iii) adopt, amend, repeal these Bylaws.
- 6.4.5** All committees must submit budget requests for consideration for the upcoming year to the Executive Director and President by November 1<sup>st</sup> of that current fiscal year.
- 6.5** Meetings of Committees. The standing committees of the Board shall each hold regular meetings at least four times a year; other committees shall meet as necessary. Meetings may be held by telephone call or other electronic means. The Chair of any committee may, and on the request of the Board of Directors or of three members of the committee, call a meeting of the committee or any subcommittee thereof. At least one week's written or email notice of the time and place of each meeting shall be given to each committee member, except that in the case of emergency a meeting of any committee or any subcommittee thereof may be called upon such shorter notice as the Chair of the committee may determine, but in no event less than one day's notice.
- 6.6** Quorum. Two voting members shall constitute a quorum competent for the transaction of business at meetings of each committee or any subcommittee thereof. In the absence of a quorum at the time and place set for a meeting, the voting member present may adjourn the meeting from time to time until a quorum is present.
- 6.7** Notes. All committees shall keep notes of their proceedings. Written notes of regular meetings of committees shall normally be presented to the Board of Directors for information. Each committee shall, when requested by the Executive Committee, present to the Board a comprehensive report regarding some aspect of the matters under its charge.
- 6.8** Action by Committee Without a Meeting. Any action of a committee that may be taken at a meeting of the members of the committee may be taken without a meeting of such committee if consent in writing setting forth the action so taken shall be signed by all members of the committee. Such written consent may be given by electronic means including electronic mail. Such consent shall have the same force and effect as a unanimous vote of the members of the committee.
- 6.9** The Executive Committee. The Executive Committee shall consist of the following members: the Chair, Vice Chair, Treasurer, Secretary, and the chair of the Governance Committee of the Board. The Chair of the Board of Directors shall serve as Chair of the Executive Committee. The President shall be a non-voting member of the Executive Committee.
- 6.9.1.** The Executive Committee shall, between meetings of the Board, have all the duties and powers of the Board, except that the Executive Committee shall not have the power: i) to elect or remove a Director or an Officer; ii) amend the Articles of Incorporation; iii) adopt, amend or repeal these By-laws; or iv) approve a plan of merger of Diversity Richmond.

**6.9.2.** The Chair of the Board shall appoint two individuals who have experience with human resources management or employee compensation to serve with the Chair, Chair Elect and Secretary as members of a subcommittee of the Executive Committee known as the Compensation Committee. The Compensation Committee will be responsible for making recommendations to the Board of Directors regarding compensation to be paid to any officer who is an employee of Diversity as authorized by Article V of these By-Laws. The Compensation Committee also shall review annually a compensation plan for any other key employees of Diversity Richmond. A key employee is someone who is responsible for more than 10% of the revenues or expenditures of Diversity Richmond.

**6.9.3** The Executive Committee shall report to the Board all actions taken by having written minutes of each of its meetings distributed to all members of the Board of Directors within seven days of any meeting. The Executive Committee shall also report orally at Board meetings as required.

**6.9.4** The Committee shall have oversight of the charitable, research and educational programs of Diversity Richmond and of any advocacy undertaken consistent with its mission and organization as a non-profit, tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. The Programs and Policy Committee shall review any strategic and action plans developed by the President and Diversity Richmond staff and report to the Board its recommendations regarding program priorities.

**6.10** The Finance Committee. The Finance Committee shall consist of a chair and members appointed in accordance with these By-laws. The Finance Committee shall have supervision of the finances, funds, stocks and securities of Diversity Richmond, and shall report thereon at each regular meeting of the Board.

**6.10.1.** The Finance Committee shall oversee the investments of Diversity Richmond under investment policy guidelines established by the Board and shall have the power to make and to change investments, to sell, assign and transfer any part of the stocks and securities held by Diversity Richmond or any rights or privileges appurtenant thereto, and to designate a person or persons to execute and deliver in the name of or on behalf of Diversity Richmond instruments for the assignment and transfer of stocks and securities registered in its name. The Finance Committee may employ investment counsel and may delegate authority to purchase or sell securities for the account of Diversity Richmond to such investment counsel or to the Treasurer of Diversity Richmond subject to such limitations as the Board may impose. The Finance Committee shall report changes in investments to the Board at each regular meeting, and shall from time to time prepare and submit to the Board estimates of expected endowment income and appreciation.

**6.10.2.** The Finance Committee shall, in each year, receive from the President and review the proposed budget showing the estimated receipts and disbursements of Diversity Richmond for the next year, as submitted by the Treasurer, and shall present the budget, with such changes as the Committee may make, for the consideration and action of the

Board. The Board may approve, amend, or reject the budget so submitted. No monies of Diversity Richmond shall be expended unless the expenditure is authorized by the budget or other action of the Board or the Executive Committee. In the latter instance the action shall be reported to the Board at its next meeting. All requests for expenditures not authorized by the budget shall be presented through the Finance Committee, which shall report its recommendations to the Board.

**6.10.3.** The Finance Committee shall have oversight of any real property owned by Diversity Richmond and the maintenance thereof.

**6.10.4.** The Finance Committee shall oversee implementation of and compliance with financial accountability policies adopted by the Board.

**6.10.5.** The Finance Committee will review and approve any budget amendments.

**6.11 The Audit Committee.** The Audit Committee shall consist of a chair and two members elected in accordance with these By-laws. The Chair shall be a Director but the other members may be individuals who are not Directors but are members in good standing of Diversity Richmond. None of the members of the Audit Committee may be members of the Executive Committee. The Audit Committee shall recommend annually to the Board the names of certified public accountants for selection as independent auditors to examine the accounts of Diversity Richmond. The Audit Committee shall receive and examine annually the opinion of the independent auditors selected by the Board regarding the accounts of Diversity Richmond, shall receive and examine any additional reports that may be submitted by the independent auditors, and shall present the auditor's opinion to the Board annually together with any comments and recommendations which it deems appropriate.

**6.12 The Governance Committee.** The Governance Committee shall consist of a chair and members appointed in accordance with these By-Laws.

**6.12.2.** The Governance Committee shall review the functioning of the committees of the Board and, shall recommend to the Chair Directors for appointment as members of the standing committees of the Board.

**6.12.3.** The Governance Committee shall develop and administer an orientation program for newly elected Directors and shall develop and administer a professional development and education program for continuing members of the Board.

**6.12.4.** The Governance Committee shall regularly review the By-laws and governance policies of Diversity Richmond and recommend amendments as appropriate.

**6.13 The Programs Committee.** The Programs Committee shall consist of a chair and members appointed in accordance with these By-Laws. The Programs Committee will work in coordination and cooperation with Diversity Richmond program related staff. The committee may assist with staff developed programs and initiate programs and facilitate discussions about program priorities for the organization.

**6.14 The Nominations Committee.** The Nominations Committee shall consist of a chair and two other members elected by the Board at a Board of Directors Meeting in the Fall or Winter. Candidates for chair and members of the Nominations Committee may be nominated by any Board member, and may be self-nominated.

6.14.1 The Nominations Committee shall consider and present to the Executive Committee nominations for Directors of Diversity Richmond to be elected by the Board, and nominations for Chair, Vice Chair, Secretary and Treasurer of Diversity Richmond to be elected by the Diversity Richmond board from among its members.

6.14.2 The Nominations Committee will oversee any contested election of Officers or Board members. The Nominations Committee will notify the Board of candidates at least 30 days before the election, and point out any contested positions, and explain the voting process for a contested election. Each candidate will have an opportunity to address the Board before the election. Board members may ask questions of the candidates. Then the candidates will leave the room. Board members may then discuss the candidates and express their views. When discussion has ended, the Nominations Committee will distribute paper ballots, and collect them after voting is complete. The nominations Committee will appoint at least two people to count the ballots and report to the Nominations Committee Chair. The Nominations Committee chair will announce the election results. The candidates will be invited back into the room, and told the election results.

## **ARTICLE IX MISCELLANEOUS PROVISIONS**

**9.1 Corporate Seal.** The Board of Directors may adopt a seal and use the same by causing it or a facsimile thereof to be impressed, affixed or otherwise reproduced.

**9.2 Fiscal Year.** The fiscal year shall be determined in the discretion of the Board of Directors, but in the absence of any such determination it shall be the calendar year.

**9.3 Interpretation.** For the purpose of construing these By-laws, unless the context indicates otherwise, words in the singular shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in the other gender. Any provisions of the

APPROVED  
September 23, 2019

Bylaws which are inconsistent with the laws of the state in which Diversity Richmond is incorporated or with the Articles of Incorporation of Diversity Richmond shall be null and void.

**9.4 Amendments.** Except as otherwise provided in the Articles of Incorporation, these Bylaws may be amended or repealed, and new Bylaws may be made at any regular or special meeting of the Board of Directors by a majority vote of the Board; provided, however, that at least ten (10) days written notice of any proposed changes shall be given to each Director in the manner provided in these By-laws.

**ADOPTED BY THE BOARD OF DIRECTORS**

Effective on September 23, 2019