

# The Promote Love Movement

## Bylaws

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# THE PROMOTE LOVE MOVEMENT BYLAWS

## Article I

### Name

The name of the Corporation is The Promote Love Movement (“Promote Love”).

## Article II

### Vision

Promote Love’s exclusively purpose and vision is:

- a. A safe space for LGBTQ+ & allied individuals raised in any religious environment to come together, share our stories, and #PROMOTELove.
- b. A world that embraces diversity of human connection by promoting inclusion in a global community, and tearing down fear-based barriers that prevent authentic relationships.

## Article III

### Offices

#### Section 1. Principle Office.

The principle office of Promote Love shall be located in the City of Dallas, County of Dallas, State of Texas. Promote Love may establish and maintain offices at any other place or places, within or without the State of Texas, as the Board of Directors may from time to time determine.

#### Section 2. Books.

There shall be kept at the principal or any other designated office of Promote Love’s correct books of account of the activities and transactions of Promote Love, including a standard corporate minute book, which shall contain a copy of the Certificate of Incorporation, the Articles of Incorporation and a copy of these Bylaws and all amendments thereof. These same documents will also be kept online, and shared with all Board Members. All minutes of the meetings of the Board of Directors shall be kept online and shared with Board Members.

## Article IV

### Members and Membership

The membership of Promote Love shall consist of the Board of Directors.

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## Article V

### Board of Directors

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#### Section 1. Number.

The Board of Directors shall consist of not fewer than three (3), unless the loss of a board member prevents that number from not being possible. If the number dwindles to two (2), a vote shall occur by the next board meeting to bring on one additional member.

#### Section 2. Duties and Powers.

All corporate powers, except as otherwise provided in these Bylaws, in Promote Love's Articles of Incorporation or in the laws of the State of Texas, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, to officers of Promote Love or to appropriate outside agencies, individuals or other legal entities such duties and responsibilities as they deem proper.

#### Section 3. Compensation.

Directors shall not receive any salary or other financial or in-kind compensation for their services (a) on the Board of Directors or (b) any committees or special committees. A Director shall be reimbursed for reasonable expenses incurred by the Director in support of Promote Love, provided such expenses were incurred in accordance with policies as have been adopted by the Board of Directors.

#### Section 4. Election, Term of Office, and Reelection.

- a. Founding member, Stephanie Marie Grant, shall always have direct connection with the organization. She shall be a board member unless (a) catastrophic incidences occur putting the organization or a member of the organization in jeopardy, (b) Stephanie Grant decides to recuse herself from the Board of Directors or (c) the Board of Directors votes for Stephanie Grant to accept a paid role for Promote Love. In the instance of Stephanie Grant being voted out of a paid role for Promote Love, she shall automatically join the Board of Directors as a voting member.
- b. The initial election of a Director may occur at any regular or special meeting of the Board of Directors, including the Annual Meeting of the Board of Directors.
- c. The term for a Director will be two years.
- d. When a Director has completed his, her or their term, the Director may be reelected to the Board of Directors for another term.

#### Section 5. Nominations.

- a. Nomination to the Board of Directors shall be through these Bylaws, in aggreance with the Board of Directors.

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- b. Nomination will start with a Board of Director nominating a potential Director. Once interest has been confirmed, a formal sit-down will begin with all current Board of Directors. Once the Board of Directors has all met with this individual, then the Board will vote for that individual's acceptance or denial into Promote Love Board of Directors.
- c. For the first year of the organization, these individual board members will join the month after they are voted onto the Board of Directors.
- d. January 2 – June 30, their two year term will effectively begin on July 1. If elected to the Board after July 1, then that Board of Director's two year term effectively begins January 1 of the following year.

## Section 6. Removal and Resignation of Board Members.

- a. Any Director may, by a three-fourths vote of the entire Board of Directors, be removed for cause after being given full opportunity to be heard in defense of his or her actions. A vote to remove a Director for cause shall be by secret ballot and the individual Director who is the subject of the removal vote shall not cast a vote.
- b. Any Director who misses three consecutive regularly scheduled Board meetings or half the regularly scheduled Board meetings during the Center's fiscal year will be deemed to have resigned, unless the Board makes an exception for unusual circumstances. If an individual resigns from the Board of Directors prior to the effective start date of his, her or their term, that individual shall not be able to volunteer with the organization in any capacity for a six (6) month period.

## Section 7. Eligibility.

To be eligible for election as a Director, a person must support the mission and vision of Promote Love. A person needs to be a resident of the State of Texas to be elected to the Board of Directors.

## Section 8. Honorary Directors.

The Board may designate or remove, upon resolution adopted by a majority of the Board, honorary directors of the Board who will serve without voting privileges.

## **Article VI**

### **Meeting of Directors**

#### Section 1. Bi-Annual Meetings.

Bi -Annual meetings will occur in January and July of every year. No fewer than seven (7) days written notice to each Director of the scheduled date, place and time of such meetings.

#### Section 2. Regular Meetings.

There will be, at minimum, one regular meeting per month. No fewer than seven (7) days written notice to each Director of the scheduled date, place and time of such meetings.

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## Section 3. Place of Meetings.

The Board of Directors may hold its meetings at such place or places within or without the State of Texas as the Board of Directors may from time to time determine.

## Section 4. Quorum.

A majority of the Directors in office shall constitute a quorum required for the transaction of business, but less than a quorum may adjourn any meeting from time to time until a quorum is present. No notice or any adjourned meeting of the Board of Directors need to be given.

## Section 5. Attendance at meetings of the Board of Directors by Non-Members of the Board.

Attendance at meetings of the Board of Directors by Non-Members of the Board. Individuals who are not Directors may, upon invitation by the Board of Promote Love, attend regular or special meetings of the Board of Directors; however, a majority of the Directors present at such a meeting may limit the visit of the non-Director to a specific part or portions of the meeting.

## Section 6. Action by the Board, Conflicts of Interest and Action by Written Consent.

- a. Except as otherwise provided herein, by Promote Love's Articles of incorporation or by law, the vote of a majority of the Directors present and voting shall be the act of the Board. The presiding officer at a meeting may vote, provided that person is also a Director.
- b. A Director who has any financial, personal or material interest in any matter that is being considered by the Board of Directors shall immediately advise the Board of Directors of such interest. If the Board determines that such interest constitutes a material conflict, then the Director shall not participate in the discussion of such matter and shall not vote upon such matter.
- c. Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors. Such consent shall be placed in the minute book of Promote Love and shall have the same force and effect as a unanimous vote of the Board of Directors taken at an actual meeting. The Directors' consents may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. Moreover, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

## **Article VII**

### **Contracts, Checks, Notes, Bank Accounts, etc.**

#### Section 1. Contracts.

All contracts of Promote Love and all checks and drafts and other orders for payment of money out of the funds of Promote Love and all promissory notes and other evidences of indebtedness of Promote Love shall be signed on behalf of Promote Love by such officer or officers, agent or agents, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

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## Section 2. Bank Accounts.

All funds of Promote Love not otherwise employed shall be deposited to the credit of Promote Love in a general or special account in such banks, trust companies or other depositories as the Board of Directors may from time to time select. For the purpose of such deposit, but also such officer or officers, agent or agents, to whom such power may be delegated by the Board of Directors may endorse, assign and deliver any checks, drafts or other orders for the payment of money which are payable to the order of Promote Love.

## Section 3. Securities and Valuable Papers.

All securities, valuable papers and documents of Promote Love shall, if the Board of Directors so determines, be deposited with or placed in the custody of such depository or depositories as the Board may from time to time designate, by any officer or officers, agent or agents, of the Center to whom such power may be delegated by the Board of Directors.

## Section 4. Reimbursable Travel Expenses.

- a. The following shall be deemed as reimbursable expenses during travel for Promote Love: airfare, gas, mileage, transportation fees (bus, Uber, public transit), and lodging. When able, these airfares and hotel stays must be booked 3-5 weeks prior in order to keep costs to a minimum.
- b. If extra expenses are to occur that don't fall under these categories, the Board of Directors must vote and approve them based on a  $\frac{3}{4}$  vote, until such a time there has been a Board-approved officer or committee to oversees these transactions.
- c. Per diem travel expenses will have a fluxuating cap, based on each destination. These must be voted on by a three-fourths vote by the Board of Directors, at least one week prior to travel.
- d. Reimbursable expenses must be presented to the board via paid receipt in order to be reimbursed. These must be submitted via email.
- e. The following shall NOT be deemed as reimbursable expenses during travel for Promote Love: alcohol, non-travel necessities, personal products.

## **Amendment VIII**

### **Amendments**

In order to amend these Bylaws, the following requirements must be met:

- a. Written notice of the exact wording of the proposed amendment shall be duly provided to each Director of Promote Love.
- b. Such written notice shall be provided no later than seven (7) days prior to the regular or special meeting of the Board of Directors at which the amendment is to be submitted to a vote.
- c. An amendment must receive the affirmative vote of at least three-fourths of all current members of the Board of Directors.
- d. All provisions herein notwithstanding, these Bylaws may be amended without prior notice at any meeting of the Board of Directors, provided such amendment receives the unanimous affirmative vote of all current members of the Board of Directors including the vote of the presiding officer of the meeting.



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- e. If the proposed amendment passes, it shall take effect immediately, unless otherwise specified. If the proposed amendment fails, it may be resubmitted at a later regular meeting of the Board of Directors only after the notice provisions of this Article are again complied with.
- f. In no event shall an amendment to retroactive in effect.

## **Amendment IX**

### **Fiscal Year and Annual Reports**

#### Section 1. Fiscal Year.

The Fiscal Year of Promote Love shall be from July 1 through June 30 the following calendar year.

#### Section 2. Annual Report.

The Board of Directors shall cause to be published an Annual Report for Promote Love in accordance with applicable state laws, reporting the activities of Promote Love during the preceding fiscal year. Such Annual Report shall be presented to the Board of Directors as soon as it is made available, and filed with the minutes thereof, duly verified or certified.

## **Article X**

### **Dissolution and Winding Up**

Upon the necessity for the dissolution and/or winding up of Promote Love, the Board of Directors shall oversee such process and ensure compliance with all applicable laws. Upon the dissolution and/or winding up of Promote Love, Stephanie Grant shall retain all Promote Love rights, trademarks, and copyrights. No Director shall receive any assets from Promote Love. In the event of Promote Love dissolution and/or winding up, the assets of Promote Love shall be used for the payment of Promote Love's debts; if assets remain after all debts have been satisfied, such assets will be distributed to an organization which is tax-exempt under the provisions of Section 501(c) (3) of the Code. The Board of Directors shall determine the organization to which remaining assets, if any, shall be distributed.