

Bylaws of the Column Bears

Chapter 1. General.

Sec. 1.1. Name.

The name of this organization shall be the Column Bears.

Sec. 1.2. Purpose.

The Column Bears will provide social support, networking opportunities, and charitable community outreach for LGBT individuals and their supporters who may otherwise feel socially isolated or ostracized by stereotypes or perceived social expectations, so as to advance the goals of social justice within the Central Missouri gay community.

Sec. 1.3. IRS 501(c)(3) Tax Exemption information

The Column Bears is a non-profit organization which is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future tax code. Specifically, the Column Bears shall work to strengthen other nonprofit organizations who directly serve individuals in the Column Bears service area through benevolent and charitable services, fundraisers, education, and resources.

No activities of the Column Bears will be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and the Column Bears will 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.

Notwithstanding any other provisions of these bylaws, the Column Bears will not carry on any activities not permitted to be carried on by:

1) A corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. 2) A corporation's contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

No part of the net earnings of this corporation will inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation will

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be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

The Column Bears being a non-profit organization will not sell, distribute or award stock or ownership investments to any person or entity.

The location of the principal office of the Column Bears will be within the Columbia, Missouri area.

Sec. 1.4. History of the Column Bears.

The Column Bears was created in 2018 as a way for members of the LGBT community and their friends to meet up and share their social calendars in hopes of fostering a more connected community in the Central Missouri area. The group's first method of communication was on Facebook, which fostered the empowerment of all members to create events, continuing to the growth of basic membership. We welcome everyone to join us at our events when possible regardless of age, gender, sexual orientation or cultural heritage. The Column Bears also fosters a larger community involvement and service environment.

Sec. 1.5. Founders of Column Bears

The founding members of Column Bears are hereby designated as:

Christopher Overly-McDowell

Daniel Overly-McDowell

Kale Davis

Brian Hickey

Chapter 2. Bylaws.

Sec. 2.1. Changes to Bylaws.

These bylaws may be changed (amended or repealed) at any time at a regular or called business meeting of the Column Bears. Proposed changes shall be presented in writing at a regular business meeting by any member of the Column Bears. A motion must be passed to place the proposed changes on the agenda of the next regular business meeting. The proposed changes will be published on the Column Bears website (<http://www.columnbears.org>) at least 14 days before the vote is to be taken. A simple majority vote after reaching quorum (80 percent of Administrative

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Committee) is sufficient to approve changes, amendments or repeal; voting members who cannot attend in person may vote in writing submitted to the Financial/Recordkeeping leader.

Chapter 3. Membership.

Sec. 3.1. Members.

Membership of the Column Bears is open to those persons aged 18 years or older who support the LGBT community and the aims of the organization.

1) Column Bears General Member

To be a Column Bears member, he/she must agree to comply with these bylaws. Basic membership is obtained by requesting to join the Column Bears Facebook Group Page or via a physical application form to be obtained from a Column Bears Committee Member. Events may be reserved for members 21 years or older. Column Bears members do not have voting or ownership rights in Column Bears. Column Bears members are encouraged to participate and assist in volunteer activities created by any member of the Column Bears.

2) Column Bears Committee Members

To be a Column Bears committee member, one will be required to fill out a membership form. There will be no dues to be a Column Bears Committee member. Column Bears Committee members will be able to vote in elections and club business and decisions. To gain this right, members will have had to participate in at least 10 hours of service to the group in a calendar year. Membership will be tracked to confirm voting privilege. A Column Bears committee member is a member of at least one committee and participates in any event that would be created by said committee. Participation will be tracked by sign-up sheets as well as in notes that would be taken at any committee or business meeting.

Sec. 3.2. Disciplinary Procedures.

Should a situation arise where a member of the Column Bears has violated organization rules and regulations as stated in these bylaws, the membership application, or the Articles of Incorporation, disciplinary action may be taken. Only the administrative committee by unanimous vote can do one of three things:

1) Censure the member (explain situation in meeting, express official disapproval of action. Censure will be placed in notes of said meeting.)

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- 2) Temporarily remove the offending member from the group for a period determined by the administrative committee.
- 3) Permanently remove the offending member from the group.

Should one of the administrative committee members be in violation, a unanimous vote of the remaining members of the administrative committee is required to remove said member. The member of the committee in violation does not have the right to vote in this circumstance.

Notification of any action that is taken against a member will be placed in the meeting notes from said meeting, and will be uploaded to the Facebook page, as well as the Column Bears website within 30 days of the decision. Notification in meeting notes will include an explanation of the situation and action taken.

Personal issues between members where it causes issues with other members in the Column Bears will be handled in each circumstance. Members will be asked to try to work out issues on their own. If this does not work, the administrative committee will have the right to ask parties to refrain from Column Bears activities together. Should the issue persist, the members may be asked to leave the Column Bears by unanimous vote of the administrative committee. Again, the entire membership would be notified in this circumstance in the meeting notes of said meeting within 30 days of removal.

Reinstatement of any removed member is at the discretion of the administrative committee and would require unanimous approval of the committee at a scheduled meeting.

Chapter 4. Meetings.

Sec. 4.1. Regular Business Meetings.

The Column Bears shall hold regular business meetings at least on a quarterly basis. Notice of all meetings (including an agenda of said meeting) shall be issued to all members not less than 7 days prior to the meeting. The notice must provide the date, time, and location of the meeting. Notice will be placed on the Column Bears Website and the Column Bears Facebook page. There shall be no private meetings where voting shall take place.

Sec. 4.2. Called Meetings.

Any member of the administrative committee may call special meetings. If a special meeting is to be called, prior protocol of 7 days' notice and publication on the website and Facebook is preferred. However, should an emergency meeting be needed in a more expedited time frame, the information must still be placed on the website and Facebook as soon as possible to allow for all members to try to attend. The reason for the special meeting must be noted in said notices.

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Sec. 4.3. Annual Meeting.

For purposes of complying with laws related to corporations, the annual meeting of the Column Bears shall be designated as the regular business meeting in the 3rd quarter of the calendar year at which Column Bears committee members are elected and any matters related to the Column Bears and its status are considered.

Sec. 4.4 Conduct of Meetings.

When there is a need for proper parliamentary procedure, the committee shall use consensus rules as a guide in conducting meetings.

Attendance for any scheduled official meeting, listed under Sec. 4, is open to anyone. Only the administrative committee and Column Bears committee members may vote in any official meeting; Column Bears general members shall have no voting rights.

Unless otherwise specified in these bylaws, approval of any action requires a simple majority of those administrative and committee members present at a meeting.

Sec. 4.5. Quorum.

In order to conduct business, for business matters not otherwise specified in these bylaws, a quorum shall consist of at least 80 percent of the administrative committee and at least one additional member of a committee.

Sec. 4.6. Code of Conduct.

All members of the Column Bears should abide by the following Code of Conduct:

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- 1) Each member should treat one another with respect and dignity (follow the “golden rule”).
- 2) Each member should not discriminate against any person, regardless of race, color, creed, religion, national origin, age, disability, marital status, gender, gender identity, or sexual orientation.
- 3) Each member should follow all local and state laws when attending any function created by Column Bears.

Chapter 5. Administrative Committee.

Sec. 5.1. Committee Leaders.

The structure of the administrative committee shall be leaders in five different areas: Fundraising, Marketing/Public Relations, Financial/Recordkeeping, Technology, and Events. For purposes of reporting structure of a Not for Profit organization, the Fundraising committee leader shall be known as “President”. Marketing/Public Relations shall be known as “Vice President” and Financial/Recordkeeping shall be known as “Secretary/Treasurer”. These titles have no meaning other than for required paperwork which will require this information. All binding decisions will be made by the administrative committee vote only. The five above noted committee leaders shall constitute the administrative committee.

Only Column Bears Committee members may be on the administrative committee. To be nominated, you must have been a member of a committee for at least one year.

Sec. 5.2. Terms of Office.

The terms of office for committee leaders on the administrative committee shall be for a two-year period, starting January 1 of the following year to December 31 of the term year. Re-election will be staggered to keep group stability (NOTE: For initial formation, the Events committee and Fundraising committee leaders will serve a one-year term.) There will be no term limits.

Elections for committee leaders will be held in the 3rd quarter of the calendar year as follows: Odd Years – Event and Fundraising. Even Years – Technology, Financial/Recordkeeping and Marketing/Public Relations.

The first administrative committee is being appointed by founding members of the Column Bears, and elections will begin as noted above in 2020.

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There will be a 3-month transition period to assist new incoming administrative members in understanding their position. The outgoing leaders will assist with this transition.

Sec. 5.3. Fundraising Committee.

The Fundraising Committee shall support the financial health of the organization by planning events and facilitating partnerships that solicit funds and in-kind donations.

The Fundraising Committee Leader (FCL) will conduct a public meeting of the Fundraising Committee at least once quarterly. The FCL will work with the Finance/Recordkeeping Leader in the monetary details of fundraisers. The FCL will facilitate all activities of a fundraising event. The FCL will work with the Events Leader to organize at least one big event per year. The FCL will attempt to raise funds by contacting businesses and corporations.

Sec. 5.4. Marketing/Public Relations Committee.

The Marketing/Public Relations Committee shall work to communicate the mission and activities of the organization with members, partners, and the public. It shall also take action to form and manage partnerships with other organizations in service of the mission and objectives of the Column Bears.

The Marketing/Public Relations Committee Leader (PRCL) will search for opportunities so Column Bears members can connect with others and encourage their involvement with events, fundraising, committees and their respective events and/or activities. The PRCL will be responsible for reaching out to potential members to educate them about the benefits of Column Bears membership and facilitate their inclusion. The PRCL will foster bridges with the greater community by sharing our social and community programming events. The PRCL will concentrate on the branding of the Column Bears name, logo and ideas for all related events, merchandise, and advertising.

Sec. 5.5. Recordkeeping/Financial Committee.

The Recordkeeping/Financial Committee (RFC) shall maintain Column Bears records including but not limited to: Column Bears membership lists, voting rosters, committee rosters, financial reports, corporate filings, minutes, and all records required for filing and compliance requests from the state of Missouri and the Internal Revenue Service. RFC shall work together to prepare all financial spreadsheets and records for the Column Bears as well as all forms required to be filed with the state of Missouri and the Internal Revenue Service for Column Bears' compliance upkeep. RFC shall also prepare all documents and forms required to be filed with the state of Missouri and

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the Internal Revenue Service as well as preparing all financial spreadsheets and other documents to be presented at Column Bears regular meetings to report and detail Column Bears' financial status.

The Recordkeeping/Financial Committee Leader (RFCL) will be responsible for maintaining all accounts the Column Bears have (post office box, bank accounts, attorney and/or accountant, any account where funds are used). The RFCL will also be responsible for keeping a roster of all committee members and will ensure that each member has met their obligation to vote. The RFCL will ensure that all notes are taken and added to the appropriate locations for review by any member. The RFCL will create templates and spreadsheets where necessary to improve the functioning of the organization. The RFCL will also ensure all funds are used in an appropriate manner and will keep record and tie back to bank statements to ensure no funds are used inappropriately. The RFCL will also ensure tax determination from the IRS is processed and kept active along with the articles of incorporation. The RFCL will also assist or delegate assistance where necessary with any other group or committee in which note taking or finances are involved. Meetings with this committee will occur on a quarterly basis, unless otherwise noted. Agenda will be created and placed on preferred social media and the website. The RFCL will also assist where necessary and work with all other committee leader members to advance the stated purpose of the Column Bears. The RFCL will also be responsible to maintain a history of the organization (obtaining materials such as news stories, ticket stubs, promotional materials and more that involve the Column Bears) for future use.

Sec. 5.6. Technology Committee.

The Technology Committee shall be responsible for the creation and upkeep of any Column Bears digital marketing formats including but not limited to: Column Bears Facebook page, any websites or social profiles created for Column Bears or Meet In the Middle, etc. The Technology Committee shall also be responsible for maintaining and updating member's email addresses as well as ensuring the technological integrity of any Column Bears digital presence.

The role of the Technology Committee Leader (TCL) is to be the external facing technologist for the group and focus on being a "big thinker" in order to grow our roots digitally. The TCL is responsible for maintaining the constant flow of communication between committees and our community. The TCL will do this by creating a secure structure from which all Column Bears' technological resources are available. This includes oversight of e-mail, website and social media connectivity for all members and preserving the integrity of those accounts. The TCL is responsible for maintaining all technological resources of the organization (including social media accounts and websites) and reporting related financial needs to the administrative committee and the membership in order to maintain business continuity for technology resources.

Sec. 5.7. Events Committee.

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The Events Committee (EC) shall be responsible for creating Column Bears' social events. The EC shall determine the events' budgets, plan the events, set up and tear down events, and solicit volunteers to staff the events. The EC shall work with the various other committees to develop event budgets, event marketing materials and announcements, and distributing information regarding the events to Column Bears members through all available electronic means. The EC shall not participate in the planning and execution of Meet in the Middle, but members of EC may be members of the Meet in the Middle Committee.

The Events Committee Leader (ECL) coordinates and manages the planning of the annual large event(s). The ECL assists other members in planning or setting up smaller events they are organizing. The ECL works together with the Fundraising Committee to raise money for events. The ECL works closely with the Marketing and Technology Committees to help bolster event attendance. The ECL works with the Finance Committee to keep events on budget. The ECL sets up monthly meetings to keep Events Committee members up to date and on task with upcoming events. The ECL is a support system to the other committees when help or volunteering is needed.

Sec. 5.8. Meet In The Middle Committee.

The Meet In The Middle (MITM) Committee shall be a permanent committee as part of the Column Bears. MITM Committee shall organize MITM events. MITM Committee shall consist of a MITM Chairman and at least four (4) committee members. Members of the Administrative Committee may be members of the MITM Committee. The MITM Committee chairman shall be appointed by the Administrative Committee. MITM Committee members must be residents of the Central Missouri region. The MITM Chairman has the ability to negotiate contracts and agreements with organizations and businesses regarding the organization and execution of MITM, with the approval of the Administrative Committee. Any expenditure concerning the administration and execution of MITM shall be allowed with the approval of the Administrative Committee. The MITM Chairman shall attend all Administrative Committee meetings and give regular updates.

Sec. 5.9. Administrative Committee Members At-Large.

As part of the Administrative Committee, there shall be four (4) At-Large members ("At-Large Bears"). The At-Large Bears shall be elected from the Column Bears membership and shall serve a term of two (2) years. At-Large Bears positions shall be staggered, electing two every year. At-Large Bears may also serve on any of the various committees but may also take on duties assigned to them by the FCL.

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Sec. 5.10. Election of Officers and Assumption of Office.

Nominations for Committee Leaders and At-Large Members will be submitted to the Recordkeeping/Financial Committee Leader one month prior to the annual meeting either personally (in writing) at a meeting, or by email. All Column Bears members may nominate a candidate for office. Elections will be held at the regular annual meeting, and a simple majority of those Column Bears Committee members present will be sufficient to elect.

Sec. 5.11. Handling of Vacant Office.

If any of the five (5) Committee Leader or four (4) At-Large Bear positions become vacant for any reason, including resignation or removal, the rest of the Administrative committee may appoint a qualifying member of Column Bears to assume the office for the balance of the term. The appointee will be confirmed at the next regular business meeting.

If in the case of the entire administrative committee vacating their position at the same time, any member of the Column Bears may call a special meeting to fill positions or dissolve the group. The member should work with the technology committee to ensure all protocol is followed for notification to the rest of the members. All pertinent website information to login and update must be provided in an easy place so that the group may update should this occur. To dissolve the group, the members who remain would have to approve this by majority vote.

Sec. 5.12. Responsibilities of the Administrative Committee.

The administrative committee shall meet at least quarterly (preferably more frequently), one month prior to regular business meetings to review the financial status of the Column Bears, to receive input from each committee and any other matters requiring their attention. No action may be taken at administrative committee meetings that require specific voting requirements as designated in these bylaws. These meetings are open to the public and shall follow meeting notice requirements as noted in these bylaws.

The administrative committee shall provide a report, at the following month's business meeting of the activity discussed in any administrative committee meetings since the last Club business meeting.

By the end of October of each year the outgoing administrative committee shall submit the preliminary Column Bears calendar for the following January through December to the incoming members of the administrative committee. This calendar shall include, but is not limited to: the dates of all planned or recurring Column Bears activities and responsibilities such as membership meetings, reserving space for membership meetings, paying Column Bears bills, annual statutory filings and regular social events.

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The incoming administrative committee shall review the preliminary calendar and request amendment as necessary at the next business meeting.

Sec. 5.13. Removal from Office.

Committee leaders may be removed from office with just cause by a majority vote of all eligible voting membership of the Column Bears at a regular business meeting. An example of cause is a breach of the code of conduct. A member of the administrative committee may be removed for:

- 1) failure to perform the duties of the office the committee member was elected to perform;
- 2) violation of organization rules and regulations as stated in these bylaws, the membership application or the Articles of Incorporation.

Sec. 5.14. Sponsoring, Endorsements, and Committing Resources.

Only the administrative committee may approve sponsorship or endorsements in the Column Bears' name, commit Column Bears resources or membership, or extend invitations to other organizations or groups.

Chapter 6. Financial Matters.

Sec. 6.1. Fiscal Year.

The fiscal year of the corporation and Column Bears has been updated effective January 1, 2020 and shall be January 1 through December 31.

Sec. 6.2. Dues.

There will be no annual dues.

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Sec. 6.3. Annual Audit.

The administrative committee shall appoint an audit committee each January consisting of at least three other members (Either Column Bears general members or Column Bears Committee members). The audit committee will meet with the Recordkeeping/Financial Committee Leader prior to the end of February to examine all records for the preceding fiscal year and up to the time of audit. The audit committee will report the results of the audit to the membership at the next quarterly business meeting.

Sec. 6.4. Credits and Expenditures.

There may be fees collected to attend certain events. Notification on costs would be advised upon creation of events on applicable social media and associated Column Bears web page(s) and advertisements and publicity. The purpose of the event will also be noted.

All monies collected by the Column Bears will be deposited in a bank account maintained by the Column Bears. The Administrative Committee will be charged with authorizing payment of expenses. Any expenses will be processed through the recordkeeping/financial committee leader. All committee leaders will have access to sign on checking accounts. Each will be responsible for receiving receipts on all purchases and forwarding to the financial/recordkeeping leader for backup. Each year the administrative committee will file updated check signature cards with the appropriate bank.

Each group will have a budget from which they can process activities. Reimbursement will come from the financial / recordkeeping leader upon receipt of all receipts and approval of purpose.

The Financial/Recordkeeping leader is authorized to disburse funds without prior approval of the administrative committee or the Column Bears membership vote for all ordinary expenses such as printing, supplies, and event expenses up to the amount of \$200 for a single expense or reimbursement. The expense must be for Column Bears business and will be deducted from the respective committee's budget.

Financial decisions regarding expenditures of funds greater than \$200 must be approved by the Column Bears in a noticed meeting. Exceptions can be made only in the event of an emergent situation, in which case the Admin Committee may vote via electronic means as designated by the Admin Committee. The request for emergency disbursement of funds must provide substantive evidence of the urgent nature of the request.

All expenditures and reimbursements will be supported with documentation. Receipts, back-up documentation, and records will be kept for every transaction made on the Column Bears checking account.

All charities receiving donations from this corporation will be designated by the Internal Revenue Service as a 501(c)(3) entity.

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No loans shall be permitted to any committee leader or member.

The Column Bears will annually file the appropriate federal tax return as required by law.

Chapter 7. Membership Information.

Sec. 7.1. Confidentiality of Member Information.

Members must give their individual permission prior to the Column Bears' publication of any personal or identifying information in any form, such as postal and email addresses and phone numbers.

Members shall keep any such personal or identifying information confidential and shall not release such information outside the Column Bears.

All committee leaders will have a current directory of all committee members furnished by the Financial/Recordkeeping leader. The leaders are required to keep this information confidential and will not furnish information to a member about another member, whose information is not published to all members, except with permission. Any and all such information provided on membership application forms and other documents completed by members shall be placed in the safekeeping of the Financial/Recordkeeping leader who shall maintain its confidentiality.

Committee leaders may release confidential information to members who are appointed to positions that require access, such as to the Marketing/Public Relations committee, to facilitate the mailing of a newsletter.

Recipients of said information which is released to them are bound by the same confidentiality regulations as stated in Section 7.1 of these bylaws.

Members may not use any membership information for their own commercial or personal purposes.

Sec. 7.2. Unauthorized Release of Confidential Information; Penalty.

A member may be removed from membership for violating the provisions of this chapter.

Chapter 8. Dissolution.

Sec. 8.1. Action to Dissolve.

Dissolution of the Column Bears requires a 3/4 majority vote of present members at any called meeting.

Sec. 8.2. Distribution of Assets.

Upon dissolution of the Column Bears, the administrative committee shall distribute Column Bears assets and archive Column Bears records in compliance with federal, state and local laws and requirements, and with the Articles of Incorporation and these bylaws.

Upon dissolution of the Column Bears, the administrative committee shall return all borrowed property and pay all Column Bears debts and expenses out of Column Bears assets.

Upon dissolution of the Column Bears, assets remaining after payment of Column Bears debts shall be distributed to one or more exempt organizations in compliance with the Internal Revenue Code. No part of Column Bears assets may be distributed to any individual person whether a member of the Column Bears or not.

Upon dissolution of the Column Bears, intellectual property (identified at that meeting) is distributed to the appropriate owners/designees.