

BYLAWS

Saginaw Valley GLBT Group, Inc. (dba Perceptions Saginaw Valley)

As Adopted by the Board of Trustees on May, 2002
and Amended on March 9, 2006

Article I PURPOSE

The purpose and business of the corporation shall be to advance the interests of the gay, lesbian, bisexual and transgender (GLBT) community within the Saginaw Valley region (the "Region"). The corporation will work with individuals within the GLBT community, with leaders within the broader community throughout the region, including government, business and educational organizations to promote self-acceptance and to improve the quality of life of GLBT residents throughout the Region. The corporation will collect information to be used to educate and ensure understanding by all people affecting the lives of GLBT people.

Article II OFFICES

The corporation will maintain a registered address within the State of Michigan and will maintain such offices and other facilities for use by the corporation as designated by the Board of Trustees from time to time.

Article III MEMBERS

§ 1. "Friends". Friends of the corporation shall be individuals who have attended an event or meeting, and have registered with the Board of Trustees. Friends shall not be required to pay any membership fee. Friends shall have no voting privileges within the corporation and are not considered to be "Members". The purpose of Friends is to encourage the participation of individuals in the organization that are not yet ready to become Members.

§ 2. "Members". Members of the corporation shall be individuals who pay a membership fee as determined by the Board of Trustees. The Board of Trustees may consider a fee structure and membership term as they deem necessary.

A change to the fee structure and membership term shall not occur at a frequency of more than once per year by the vote of two-thirds (2/3) of the Trustees entitled to vote, at any proper meeting of the Board of Trustees. The Board of Trustees shall be responsible for keeping a record of membership fee payment and membership status. Any member who pays the fee under a legitimate fee structure will have membership privileges as per the terms set out at the time of payment regardless of future changes.

Members shall have the right to submit individuals to the Board of Trustees for consideration as a member of the Board of Trustees. Members shall have voting privileges to ratify or reject candidates for the Board of Trustees. Members shall have no other voting privileges within the Corporation.

Members may be entitled to other benefits as approved by the Board of Trustees.

§ 4. Removal. Any Member of the corporation may be removed upon a vote of two-thirds (2/3) of the Board of Trustees at a meeting of the Board at which a quorum is present. Once removed under this provision, a former Member may not qualify for membership for a period of at least twelve months from the date of notice of removal. Restoration of membership is subject to the discretion of the Board of Trustees.

Article IV AFFILIATION WITH OTHER ORGANIZATIONS

The Corporation may affiliate with other qualifying organizations from time to time to the extent that affiliation furthers the purpose of the corporation. The form of any particular affiliation shall be defined in written documentation approved by the Board of Trustees. Perceptions is an IRS 501(c)3 non-profit. We have that designation as an educational organization, and do not maintain the capacity to fund other organizations. We do however foster partnerships to raise funds for a specific cause or need.

Article V BOARD OF TRUSTEES

§ 1. Number, Qualifications, Tenure and Removal. The maximum number of trustees of the corporation shall be twelve (12). The Board of Trustees shall prepare a slate of candidates from the list of Members meeting the qualifications under Article III above. In compiling the slate of candidates, the Board of Trustees shall strive for diversity among the nominees. The candidates shall be submitted to the Members for rejection or ratification by secret ballot at the first general meeting of the year.

Each Trustee shall sign a Board Member Commitment approved by the Board of Trustees. That commitment shall include: a confidentiality agreement; a prohibition on personal gain without full disclosure to the Board; and a prohibition on the use of corporate assets or resources for person gain. Trustees shall be selected to three year terms, with the term of one-third of the board expiring each year. There shall be no limit to the number of terms, consecutive or otherwise, for which an individual may be selected.

A Trustee may be removed by the vote of two-thirds (2/3) of the Trustees entitled to vote, at any proper meeting of the Board of Trustees. Grounds for removal include, but are not limited to: conflict of interest, criminal conduct, repeated unexcused absences from Board of Trustee meetings, and violation of the confidentiality or other agreement signed by the Trustee.

§ 2. General Powers. The affairs of the corporation shall be managed by its Board of Trustees.

§ 3. Regular Meetings. Regular meetings of the Board of Trustees shall be held at least once each month at places and times to be determined by the Chairperson, or by a majority of the Board members currently in office. The Board of Trustees shall designate one such Regular Meeting as the Annual Meeting of the Corporation.

§ 4. Special Meetings. Special meetings of the Board may be called by the Chairperson, or by not less than two-thirds (2/3) of the Trustees, at any time and location selected by a Chairperson of the Board of Trustees.

§ 5. Notice. Notice of any special meetings of the Board of Trustees shall be given at least five days previous thereto by notice delivered by any effective method to each Trustee. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, unless specifically required by law or these bylaws.

§ 6. Quorum. A majority of the current number of sitting Board of Trustees members shall constitute a quorum for the transaction of business at any meeting of the Board.

§ 7. Board Decisions. The Board of Trustees shall in all cases strive to make decisions by consensus. However, if after discussion the Chairperson managing that discussion determines that consensus is not likely, then the Board will vote and a majority of the Trustees present at the meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these bylaws for a specific matter before the Board.

§ 8. Compensation. Board members shall not be compensated for their service to the corporation; provided, however, that, subject to availability of funds, board members may be reimbursed, upon resolution of the Board of Trustees, for actual expenses incurred in representing the Board or the corporation, including travel and lodging expenses, to be set by the Board of Trustees in the resolution.

§ 9. Proxy Voting Prohibited. The votes of Board members shall not be cast by proxy.

§ 10. Vacancies. In the event of a vacancy occurring in any board position, the Board may by election fill the position for the remainder of the term.

Article VI BOARD OF TRUSTEES OFFICERS

§ 1. Officers. The officers of the corporation shall be a Chairperson, a Vice-Chairperson, a Treasurer, a Secretary. The Chairperson, Vice-Chairperson, the Secretary and the Treasurer will serve for one-year terms. There shall be no limit to the number of terms, consecutive or otherwise, for which an individual may be elected for any office. The Chairperson, the Vice-Chairperson, the Secretary, and the Treasurer shall be elected by a majority vote of the Board of Trustees at the February Meeting. All officers shall be elected members of the Board of Trustees.

§ 2. Removal. Any officer elected by the Board of Trustees may be removed from office by a vote of at least two-thirds (2/3) of the Board of Trustees whenever in their judgment it would serve the best interests of the corporation.

§ 3. Vacancies. In the event of a vacancy occurring in any officer position the board shall by election fill the position for the remainder of the term.

Article VII COMMITTEES AND WORKING GROUPS

§ 1. Executive Committee. The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer. Two ad hoc, non-voting Trustees may attend meetings of the Executive Committee. This committee, to the extent provided in these bylaws, shall have and exercise the authority of the Board of Trustees in the management of the corporation. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed on it or him/her by law.

§ 2. Other Committees. Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be trustees, and the Chairperson of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Article VIII CONTRACTS, CHECKS, DEPOSITS AND GIFTS

§ 1. Contracts. The Board of Trustees may by resolution authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

§ 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed for by such officer or officers or agent or agents of the corporation, and in such manner as may be approved by the Treasurer.

§ 3. Deposits. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select; provided, however, that any such depository shall be federally insured. Notwithstanding the foregoing, the Treasurer is authorized to maintain a petty cash in an amount not to exceed one hundred dollars (\$100.00), to be reconciled and reported upon at each monthly Board of Trustees meeting.

§ 4. Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or device for any purpose of the corporation.

Article IX BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having and exercising any of the authority of the Board of Trustees, and shall keep a record giving the names and addresses of Members of the corporation. All books and records of the corporation may be inspected for any proper purpose at any reasonable time by any Trustee of the Board having signed a confidentiality agreement.

Article X FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year and end at midnight on the 31st day of December in the same calendar year.

Article XI INDEMNIFICATION OF TRUSTEES

To the extent permitted by law from time to time in effect, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that she or he is or was a Trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, who was acting in good faith and in a manner reasonably believed to be the best interests of the Corporation or its members and with respect to criminal proceedings, without knowledge that the conduct was unlawful. The Trustees of the Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation.

Article XII LIMITATION ON LIABILITY

Members of the corporation Board of Trustees shall not be personally liable to the corporation for monetary damages for a breach of the Trustee's fiduciary duty, except that this provision shall not eliminate or limit the liability of a Trustee for any of the following:

- a. a breach of the Trustee's duty of loyalty to the corporation;
- b. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c. a violation of MCLA Section 450.1551(1), relating to the distribution of assets to members or making loans to officers, Trustees, or employees, or any successor;
- d. a transaction from which the Trustee derived an improper personal benefit;

- e. an act or omission occurring before January 1, 1988, which would have allowed an individual Trustee to have been liable under the law at that time;
- f. an act or omission that is grossly negligent.

Additionally, the corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of any Trustee occurring on or after January 1, 1988.

Article XIII WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of law or under the provisions of the article of incorporation or by the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIV PROPERTY

§ 1. Investments. Unless otherwise specified or limited by the terms of the particular gift, bequest, devise, grant, or other instrument, the funds of the corporation may be invested from time to time in such a manner as the Board of Trustees or any committee, as the case may be, with approval of the Treasurer, shall deem advantageous whether or not the investments are of a character which would be required by law for similar funds if held by a fiduciary.

§ 2. Distributions. The application of the funds of the corporation to the purposes specified in the Articles of Incorporation shall be under the control and supervision of the Board of Trustees.

§ 3. Limitations. No action shall be taken on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501, 503, or 507 or the Internal Revenue Code of 1954 and its regulations as they now exist or they may be amended.

§ 4. Prohibition Against Sharing in Corporate Earnings. No member, Trustee, officer, or employee of or member of a committee of or a person connected with or affiliated to the corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, however, this shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

Article XV DISSOLUTION OF THE CORPORATION

The corporation may be dissolved by a vote of two-thirds (2/3) of the Board of Trustees of the corporation. In the event the corporation is dissolved, all financial obligations will be met and the remaining assets of the corporation shall be distributed for one or more purposes within the meaning of section 501(c) of the Internal Revenue Code.

Article XVI AMENDMENT OF BYLAWS

These Bylaws may be amended upon 2/3 vote of the Board of Trustees at a meeting of the Board at which a quorum is present. The amendment shall become effective immediately unless stated otherwise by the resolution passed by the Board. Proposed amendments shall be submitted in writing to the Board of Trustees five (5) days prior to a vote.

These BYLAWS with the most recent revisions and amendments were approved on March 9, 2006.

Kevin Appold
Secretary

March 9, 2006
Date