BY-LAWS
OF
LGBTQ Presidents in Higher Education

ARTICLE I: MISSION

Mission Statement: LGBTQ Presidents in Higher Education advances effective leadership and advocates for LGBTQ issues in the academy. LGBTQ Presidents in Higher Education (the Association) shall provide a subsidiary organization with wider membership, LGBTQ Leaders in Higher Education (Leaders), to assist in supporting this mission.

ARTICLE II: MEMBERS OF THE ASSOCIATION

Section 1. MEMBERS. The Association shall have members who meet the criteria for membership as established in the attached: “Addendum A”

ARTICLE III: THE BOARD OF DIRECTORS

Section 1. POWERS. The general management of the affairs of the Association shall be vested in an elected Board of Directors (“the Board”), which may exercise all of the powers of the Association except as noted in these by-laws.

Section 2. BOARD MEMBERSHIP. The Board shall be comprised of the Co-Chairs, the Secretary, the Treasurer, and three members at large. At large members shall be elected by the Members of the Association for staggered three-year terms. No Board member may serve more than two consecutive terms. Membership is not restricted to sitting Presidents/Chancellors provided that at least one Co-Chair is a sitting President/Chancellor and that a majority of the Board is composed of sitting Presidents/Chancellors. Affirmative provision shall be made to assure that the Board is balanced according to gender, ethnicity, geographic location and institutional type/sector in higher education.

Section 3. CHAIRPERSONS. The Board shall elect two Co-Chairs who shall be of different genders. Election shall be scheduled so that the Co-Chairs do not serve concurrent terms.

Section 4. Term of Office. The term of office for each Co-Chair and other officers of the Board shall be 3 years. Unless otherwise waived by a majority of the membership at the annual meeting of the Association, a Co-Chair and other officers of the Board may not serve for more than 2 consecutive terms.
The Board may fill any Officer vacancy that occurs between annual meetings by a simple majority vote of those members voting, with the newly elected Officer serving the remainder of the unexpired term. Thereafter, any person so elected shall be eligible for two terms of office in accordance with the provisions of Article III, Section 4.

Section 5.  RESIGNATION.  Any Board member may resign at any time by giving written notice of such resignation to the Nominating and Governance Committee. Such resignation shall be effective upon receipt of such notice unless otherwise stated in the letter.

Section 6.  REMOVAL.  Any Board member may be removed with or without cause by an affirmative vote of two-thirds (2/3rds) of the entire Board.

Section 7.  DELEGATION. The Board may delegate such of their authority as they consider advisable, except those powers that by these By-Laws may not be so delegated, to any officer or agent of the Board or to such committees as may from time to time be activated as provided herein.

ARTICLE IV:  MEETINGS

Section 1.  ANNUAL MEETING.  The Annual Meeting of the Association shall be at such place and time as the Board may determine but, in any case no more than 15 months shall elapse between one meeting and the next. The Board shall also meet in a physical meeting at least once annually and may convene in person or through teleconference more than once a year at the discretion of the Board.

Section 2.  SPECIAL MEETINGS. Special meetings of the Association and the Board may be called by the Co-Chairs upon the written request of any two Board members who shall specify the matters which shall be considered at the special meeting. Special meetings shall require ten days’ written notice or one week’s electronic mail notice and may be held by teleconference.

Section 3.  INFORMAL MEETINGS. Informal meetings are encouraged at national meetings of other higher education associations which are regularly attended by Members. No action of the Board may be taken at an informal meeting.

Section 4.  NOTICE. Ten days’ written notice or one week’s electronic mail notice shall be given of all meetings both of the Association and of the Board, stating the date, purpose, time, and place of such meeting.
Section 5. QUORUM AND VOTING AT MEETINGS. A quorum shall be the number of members of the Association and/or the Board in attendance at all meetings, including annual meetings and special meetings called for any purpose. Voting at any meeting at which a quorum is present shall be by majority vote of those present except as these By-Laws shall require.

Section 6. TELEPHONIC PARTICIPATION IN MEETINGS. The Board or members of any other Committee may participate in a meeting in a conference telephone call or similar communications using equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. This provision shall not apply to the Annual Meeting of either the Association or the Board.

Section 7. MINUTES. The Co-Chairs, the Secretary, or the Committee Chairs or their designee shall keep minutes of each meeting of the Board and of all Committees. Minutes of all meetings shall be circulated to all members within two weeks of a meeting and shall be kept in the files maintained by the Secretary.

ARTICLE V: OFFICERS

Section 1. OFFICERS. The Officers of the Board shall be the Co-Chairs, a Secretary and a Treasurer.

Section 2. POWERS. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to, the powers and duties listed below, and including any powers or duties as may be vested in their respective offices by the Board or these By-Laws.

(a). The Co-Chairs shall be the chief executive officers of the Association and the Board and shall have general charge and supervision of the affairs of both. If neither of the Co-Chairs is present to preside at meetings the Secretary shall preside. In the absence of all three of these individuals, the Treasurer shall preside. If no officers are present, the Co-Chairs shall designate another person to act as presiding officer.

(b). The Secretary shall record and maintain records of all proceedings of the Association and the Board and all committees electronically and in hard copy in a book or series of books kept for that purpose, which book or books shall be kept at the principal office of the Association. The records shall be open to any member of the Association upon written request and shall be transferred to each newly elected Secretary upon his/her assumption of office.

(c). The Treasurer position may be held by the chair of the Finance Committee. The Treasurer shall maintain the funds of the Association in
accordance with provisions established by the Board on the recommendation of the Finance Committee.

ARTICLE VI: COMMITTEES

Section 1. GENERAL PROVISIONS. The committee system of the Board shall include standing committees and ad hoc committees. The Board may, by resolution, designate one or more ad hoc committees, each to consist of two or more members. Membership of all committees may include individuals drawn from the Members of the Association. Any such Committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Committee in the management of the business and affairs of the Board under its jurisdiction, but no such Committee shall have the power or authority in reference to the following: adopting an agreement of merger or consolidation; negotiating and signing a contract for services; recommending a dissolution of the Association or a revocation of dissolution; or adopting, amending or repealing the By-laws of the Association.

Section 2. STANDING COMMITTEES.

The standing committees of the Board shall be appointed by the Co-Chairs and shall consist of the Governance and Nominating Committee and the Finance Committee. Each committee shall have a chair and at least two additional members.

Section 2.1. GOVERNANCE AND NOMINATING COMMITTEE. The Governance and Nominating Committee shall review the governing documents of the Association on an annual basis and suggest any changes to the Board for their consideration. The Committee shall be responsible for the identification, orientation, assessment, and continuing education of Board members and shall be responsible for documenting all Board policies. The Committee shall also have responsibility for nominating and accepting nominations for Board members, and shall present nominations to the Board, furnishing information relating to the background and qualifications of each nominee at least two (2) weeks prior to the annual Board meeting at which an election is to take place. The Governance and Nominating Committee shall also maintain current information on all members of the Board including, where appropriate, their spouses and partners.

Section 2.2. FINANCE COMMITTEE. The Finance Committee shall have responsibility for the oversight of the finances of the Association and any related matters of compliance including: a) reviewing an annual budget and making recommendations to the Board; b) reviewing any financial transactions in excess of $5,000 that are not provided for in the budget; c) providing an annual end of
year financial report to the Board; and d) annual filings with government agencies for tax and/or reporting purposes.

Section 3. OTHER BOARD COMMITTEES. The Board may at any time designate any other committees and appoint a chairperson and members to each. Any proposed additional standing committees shall require an amendment of these By-Laws.

Section 4. MINUTES. The committee chairs will provide a set of minutes, including a report of all material actions taken by each committee to all Association members no later than the Annual Meeting. Written copies of all minutes shall be retained by the Secretary.

Section 5. QUORUM AND VOTING AT MEETINGS. A majority of the voting members of any committee then in office shall constitute a quorum at all meetings of such committee. Members of any committee may be present at and participate in such meetings in person, by telephone or by other electronic means. When a quorum is present at any committee meeting, the votes of a majority of the members present and voting shall be necessary and sufficient for the decision of any question brought before the meeting (notwithstanding the withdrawal of one or more members so as to reduce the number of members present to fewer than required for a quorum), except as otherwise provided by law.

ARTICLE VIII: LGBTQ LEADERS IN HIGHER EDUCATION

Section 1. PURPOSE. LGBTQ Leaders in Higher Education [hereinafter referred to as “Leaders”] is a subsidiary group formed to support the mission of LGBTQ Presidents in Higher Education, particularly in leadership development in higher education for those not yet eligible to participate as members of the Association.

Section 2. MEMBERS. “Leaders” shall have members who meet the membership requirements specified in the attached “Addendum B”

ARTICLE IX: CONFLICTS OF INTEREST

Section 1. DEFINITION OF CONFLICTS OF INTEREST. A conflict of interest will be deemed to exist whenever an individual is in a position to approve or influence Association policies or actions which involve or could ultimately harm or benefit: (a) the individual; (b) any member of his or her immediate family (partner, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he/she or an immediate family member is a director, trustee, officer, member, partner, or otherwise controls more than 10% of an organization doing business with or on behalf of the Association. Service on the Board of another non-profit entity does not constitute a conflict of interest.
Section 2. DISCLOSURE OF CONFLICTS OF INTEREST. A Board member or officer shall disclose a conflict of interest (a) prior to voting on or otherwise discharging his or her duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; and (c) as soon as possible after the member learns of the conflict.

Section 3. APPROVAL OF CONTRACTS AND TRANSACTIONS INVOLVING POTENTIAL CONFLICTS OF INTEREST. A Board member or officer who has or learns about a potential conflict of interest should disclose promptly to the Co-Chairs the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

ARTICLE X: NON-DISCRIMINATION

It is the policy of the Association not to discriminate on the basis of race, ethnicity, color, religion, sexual orientation, gender identity, age, ethnic or national origin, language, or physical ability and health status and other categories of human diversity and difference in its selection of Board members, officers, employees or agents, grant recipients, or volunteers.

In this spirit of inclusiveness, the Association also recognizes that some individuals who otherwise might be eligible for full membership are for professional and/or personal reasons unable from time to time to fulfill all of the requirements of membership. The members of the Association welcome the participation of these individuals in annual meetings and at other functions sponsored by the Association.

ARTICLE XI: INDEMNIFICATION

The Organization will maintain annually Director’s and Officer’s Insurance deemed to be adequate by the Board.

ARTICLE XII: AMENDMENTS

These By-Laws may be amended or repealed, in whole or in part, by a two-thirds (2/3rds) vote of the Association present and voting at any physical meeting of the Association, provided that (a) the notice of the meeting includes a reference to a proposed amendment and (b) the full text of the proposed amendment has been delivered by email to each member at least ten days prior to the meeting at which the proposed amendment will be presented for action. No proxies or telephone
participation shall be allowed at meetings called for this purpose as all votes shall be by secret ballot.

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By Laws APPROVED  
Washington, DC  
March 10, 2012  

By Laws Revision APPROVED  
Chicago, IL  
June 25, 2015  

Bylaws Revision APPROVED  
Membership Conference Call  
May 30, 2018  

Co-Chairs  

Attested:  

Secretary  

The following Addenda are attached to these By-laws for informational purposes but are not part of them and therefore may be modified from time to time by simple majority of the Board according to procedures provided for in the By-laws.
ADDENDUM (A)

I. MEMBERSHIP CRITERIA FOR THE LGBTQ PRESIDENTS IN HIGHER EDUCATION ASSOCIATION

Membership in the Association shall be accorded to any individual who meets the following criteria:

(A) Senior Administrators of Universities, Colleges, Professional Schools, and Institutes, which provide undergraduate and/or graduate and professional student programs and support the mission of the Association. Senior Administrators of major international, national, or regional Higher Education Organizations. Senior administrators are defined as Presidents, CEO’s, Chair of the Board when serving in an executive capacity, or similar titles. Members must be willing to provide full name, address, telephone number, and email address in all communications with other members of the Association.

(B) Members of the Association will be restricted to those who publicly identify themselves as “out”. The term “out” indicates that the prospective member’s university, college, or institution knows their LGBTQ status.

(C) Members of the Association agree to have their names publicly recorded in membership roosters, records, and media materials.

II. SPOUSE AND PARTNER MEMBERSHIP

The Association will recognize as a Spouse or Partner of its members any individual nominated for this membership category by a member of the Board, provided that the spouse or partner furnishes directory information to the Association (email, phone number(s), residence or place of work) for inclusion in internal Association communications.

III. Emertii Status
All members of the Association who leave an office which entitles them to membership shall become Emerita or Emeritus Members with the following rights and privileges:

1. Continue as members of the Association in good standing with a vote. If elected, they may serve as an officer of the Association.
2. Serve on Standing Committees as full members.
3. Serve on Operating Committees and Advisory Boards which they may chair and on which they will have a vote.
4. Retain membership rights and privileges for their Spouse or Partner.

ADDENDUM (B)

I. MEMBERSHIP CRITERIA FOR THE LGBTQ LEADERS IN HIGHER EDUCATION

LGBTQ Leaders in Higher Education is a subsidiary organization of LGBTQ Presidents in Higher Education Association. Membership is available to organizations and to individuals. Members of LGBTQ Presidents in Higher Education Association are strongly encouraged to have their institutions join as institutional members.

A. INSTITUTIONAL MEMBERS

Any institution of higher education may become a member of LGBTQ Leaders in Higher Education. Membership dues are set annually and must be approved by the Board. Institutional memberships will designate which individual(s) receive the benefits of membership.

B. INDIVIDUAL MEMBERS

Individuals who work in higher education at any stage of leadership are encouraged to join LGBTQ Leaders in Higher Education. LGBTQ leaders from outside higher education may be considered for individual membership subject to the review and approval of the Governance and Nominating Committee. Membership dues are set annually and must be approved by the Board.

C. BENEFITS OF MEMBERSHIP

Institutional and individual members are notified of programs of LGBTQ Leaders in Higher Education and receive other news of the Association and "Leaders".
Members may be eligible for a discounted rate for conference attendance, advertising on the Association or “Leaders” media outlets, or other benefits.