



THE BYLAWS OF INTEGRITY^{USA}

as ratified by the membership on 15 February 2009

PREAMBLE

We, the members of Integrity^{USA}, (hereafter "Integrity") recognizing the image of Christ in our lesbian, gay bisexual, and transgender (LGBT) brothers and sisters and in all whom God has created, and relying on the guidance of the Holy Spirit, have incorporated ourselves as a charitable, religious, educational, and literary not-for-profit organization for LGBT ministry in the Episcopal Church, and do establish these bylaws as the statement of purposes, goals and principles of governance.

We are a ministry for the encouragement and nurture of LGBT persons in Christian life and community; and, equally, a ministry of LGBT persons, offered to the Church and to the world seeking unity and peace in the body of Christ, justice and dignity for all people, regardless of their likeness to or difference from ourselves, the end to human oppression, especially the oppression of people who are LGBT; and, the building of a world and a society as safer places in which to love. We proclaim the good news that the world and all people in it have been liberated and redeemed by Jesus Christ.

CHAPTER 1. MEMBERSHIP

Article 1. Eligibility

Membership in Integrity shall be open to all persons who support the purposes of the organization as set forth in the Preamble and who pay the prescribed dues.

Article 2. Dues

Section 1. Uniformity

The dues for the support of the organization shall be determined from time to time by the Board. Members may, if they choose, affiliate with Chapters. Dues shall be the same for all categories of members regardless of chapter affiliation or lack thereof. If a member chooses to affiliate with a Chapter, a portion of said member's dues, set by the Board of Directors (hereinafter "Board"), shall be forwarded to the indicated Chapter in a timely manner.

Section 2. New Memberships and Membership Renewals

All new memberships and membership renewals shall be collected by the national Treasurer. Chapters shall be notified of new members who have chosen to affiliate with them in a timely manner.

Section 3. Inseparability

No one shall be a member of a Chapter of Integrity who has not paid the prescribed dues to Integrity, except as provided for Joint Chapters.

Article 3. Confidentiality

The names and addresses of members of Integrity shall be confidential and shall not be disclosed to anyone not a member without the written consent of the respective member. Officers of chapters and chapters-in-information, diocesan network coordinators, and parish circle facilitators may be provided with the names and contact information of Integrity members in their area. Use of Integrity's mailing list by other organizations shall require prior Board approval.

Article 4. Voting Rights

Only current dues-paid members of Integrity shall be eligible to vote in the election of members of the Board and Provincial Coordinators.

Article 5. Affiliated Organizations

The Board may establish provisions for the affiliation with Integrity of other organizations which support the purposes of Integrity as set forth in the Preamble.

Article 6. Partnerships

Congregations and other organizations may become partners (corporate members) of Integrity under parameters established by the Board. Partners may not vote except in the Stakeholders' Council.

CHAPTER 2. BOARD OF DIRECTORS

Article 1. Composition

Section 1. Members

There shall be a Board of Directors, which shall consist of the elected officers, all of whom shall be members of Integrity.

Section 2. Officers

There shall be a President, a Secretary, a Treasurer, a Vice President for National Affairs, a Vice President for Local Affairs, and a Stakeholders' Council Chair. There may also be an Executive Director who shall have seat and voice but not vote. The President, Secretary, Treasurer, Vice President for National Affairs, and Vice President for Local Affairs shall be elected by the membership as provided in these bylaws. The Stakeholders' Council Chair shall be elected by the members of the Stakeholders' Council as provided in these bylaws. The Executive Director, if there be one, shall be appointed by the Board.

Section 3. Qualifications

- A. Only current dues-paid members of Integrity may be nominated or elected to serve on the Board.
- B. If the membership of any officer shall lapse, that person shall immediately

be suspended from the Board pending the payment of the prescribed dues. After thirty days, if such dues are not paid, the Office in question shall be considered vacant and the vacancy filled in the manner prescribed in these Bylaws.

Article 2. Responsibilities

Section 1. General

The Board shall be responsible for the programs, development, and administration of Integrity in accordance with the organization's goals and purposes and its Articles of Incorporation. Except as otherwise provided, policies not set forth in these bylaws shall be made by a majority vote of the Board at any regular or special meeting of the Board.

Section 2. Financial

The Board shall annually adopt a national budget which shall be published to the membership and shall cause a "review" if not an "audit" of the financial records to be performed according to Generally Accepted Accounting Principles by a Certified Public Accountant biennially.

Article 3. Meetings

Section 1. Regular Meetings

The Board shall meet at least twice each calendar year at a time and place established by the Board.

Section 2. Quorum

A quorum of the Board shall consist of a majority of the members of the Board.

Section 3. Special Meetings

- A. Special meetings of the Board may be called by the President or any two other members of the Board upon notice stating the time, place, and purpose of the meeting, to be delivered to each member of the Board not later than fourteen calendar days before the date of the special meeting.
- B. Resolutions requiring a special meeting of the Board may, instead, be acted upon by a teleconference, mail poll, or Internet poll of every member of the Board by the President. Mail and Internet polls shall clearly state a reasonable deadline for return, not less than two weeks after posting.

Article 4. Elections of Officers

Section 1. Terms of Office

The officers of the Board shall take office on October 1 of years in which the General Convention of the Episcopal Church is held and shall serve for three years or until their successors are elected. No one shall serve as a member of the Board for more than nine consecutive years. Having reached such limitation on the Board, no person shall serve again on the Board unless a period of at least one year has elapsed.

Section 2. Time and Manner of Election

The President, Secretary, Treasurer, Vice President for National Affairs, and Vice President for Local Affairs shall be elected by a majority vote of the members in a preferential ballot. The Stakeholders' Council Chair shall be elected by a majority vote of the members of the Stakeholders' Council in a preferential ballot. Balloting for the election of said Officers shall occur between May 1 and May 31 of years in which the General Convention of the Episcopal Church is held, in accordance with the provisions of this Article.

Section 3. Nominations

- A. A Nominating Committee, consisting of one member of Integrity from each domestic Province of the Episcopal Church, shall be appointed by the President not later than February 1 before the election. The members of the Nominating Committee shall designate a chairperson.
- B. The Nominating Committee shall solicit the membership for nominations and shall, by majority vote, nominate candidates for each office not later than April 1 before the date of the election. Prior to any publication of the lists of candidates by the Nominating Committee, the Treasurer shall certify in writing the current membership status of all candidates.

Section 4. Balloting

- A. Balloting shall be conducted via a secure online voting system. The Secretary or his/her designee shall prepare an official ballot on which members shall mark their votes for candidates for the offices of President, Secretary, Treasurer, Vice President for National Affairs, and Vice President for Local Affairs, indicating in numerical order their preferences for the candidates for any office with three or more candidates. Any member may write in the names of candidates, ranked by order of preference, other than those named on the official ballot. The Secretary or her/his designee shall prepare an official ballot on which members of the Stakeholders' Council shall mark their votes for candidates for the office of Stakeholders' Council Chair. Instructions for online balloting shall be mailed not later than April 30 to all eligible voters. Statements of the qualifications of every candidate shall be provided online and/or via mail. The Secretary shall certify the ballots and report the results of the preferential vote to all candidates and to the current Board by June 15. Results will be announced to the membership by June 30 or the end of the General Convention of the Episcopal Church, whichever is later in the calendar year.
- B. The Secretary shall receive and hold ballots until September 15, for use in any subsequent recount or validation of the results.
- C. Results of an election to any office may be contested by not less than ten percent of the members of Integrity. Signed petitions shall be mailed to the Secretary postmarked not later than August 15. The Board shall meet within 30 days to consider the petition and, by a two-thirds vote, decide the

question, with any officer so challenged prohibited from voting.

Section 5. Recall of Officers and Vacancies

- A. The signatures of not less than ten percent of the members of Integrity on a petition for the recall of an officer or Provincial Coordinator shall be necessary for launching, by the Secretary or some other person appointed by the Board, of a ballot for recall of the specified officer. Balloting shall be conducted via a secure online voting system, with instructions for online balloting mailed to all eligible voters. A two-thirds vote of those members voting by the deadline appointed by the Secretary, or another individual appointed by the Board, shall effect the removal of an officer or Provincial Coordinator.
- B. An officer shall be removed from office or a vacancy declared, for cause, upon a three-fourths vote of the Board.
- C. Should the President be unable to perform her/his office, the Secretary shall immediately inform the Stakeholders' Council Chair. The Stakeholder's Council shall then elect a new President who shall serve until the next regular election.
- D. Vacancies in the offices of Secretary, Treasurer, Vice President for National Affairs, and Vice President for Local Affairs shall be filled in a timely manner by vote of the Board for the remainder of the term until the next regular election. A vacancy in the office of Stakeholders' Council Chair shall be filled by the Vice Chair for the remainder of the term until the next regular election.

Article 5. Duties of Officers

Section 1. President

- A. If and when there is no Executive Director, the President shall be the principal spokesperson for the organization and shall be the chief representative of Integrity to the Episcopal Church and the Anglican Communion, and other organizations domestic and foreign.
- B. The President shall chair meetings of the Board.
- C. The President shall have charge of, and may with the concurrence of the Board, appoint committees and individuals to assist in carrying out the programs and obligations of the organization; shall be a member *ex-officio* of all committees and task forces; and shall make regular reports to the membership of Integrity.

Section 2. Secretary

- A. The Secretary shall record and maintain the minutes of meetings of the Board; shall conduct the legal correspondence of the organization; and shall be the custodian of the official business records of Integrity.
- B. The Secretary or his/her designee shall maintain Chapter status records for

- purposes of certification and shall confirm information status and authorize the use of the name "Integrity" by Chapters-in-formation.
- C. The Secretary shall also function as Director of Communications.

Section 3. Treasurer

- A. The Treasurer shall be bonded and shall be responsible for the receipt and disbursement of all funds of Integrity, and for the maintenance of accurate financial records with a regular accounting to the Board and an annual accounting to the membership, shall prepare and file such fiscal reports as may be required by governmental entities, shall prepare an annual budget for approval by the Board, and shall, with the concurrence of the Board, arrange for a "review" or an "audit" of the books as specified in Article 7. Section 2.
- B. The Treasurer or her/his designee shall maintain the current membership rolls and bill members for the annual dues.

Section 4. Vice-Presidents

- A. The Vice President for National Affairs, in concert with the Executive Director (if there be one) and the President, shall be responsible for planning, implementing, and evaluating Integrity's programming, development, and administrative work at the national level.
- B. The Vice President for Local Affairs, in concert with the Executive Director (if there be one) and the President, shall be responsible for planning, implementing, and evaluating Integrity's programming, development, and administrative work at the provincial, diocesan, and congregational levels. This officer shall act as mentor to the Provincial Coordinators and serve as the primary liaison between them and the Board.

CHAPTER 3. STAKEHOLDERS' COUNCIL

Article 1. Composition

Section 1. Members

There shall be a Stakeholders' Council (hereinafter "Council"), which shall consist of the following:

- MEMBERS WITH SEAT, VOICE, AND VOTE: Chapter Conveners, Diocesan Network Coordinators, Congregational Circle Moderators, Partner Representatives, and Lifetime Members
- MEMBERS WITH SEAT AND VOICE: Provincial Coordinators, Past Presidents, members of the Board, representatives of organizations designated by the Board as "allied organizations," and the Executive Director—if there be one.

Section 2. Officers

There shall be a Chair and a Vice Chair of the Council, elected by the members

of the Council as provided in these bylaws.

Article 2. Responsibilities

The Council shall offer advice and counsel to the Board concerning the mission and ministry of Integrity, the organization's programs, resource development, leadership development, organizational alliances and collaborations, and on any other matters which the Board may, from time to time, bring to the Council for its consideration.

Article 3. Meetings

The Council shall meet at least once each calendar year at a time and place established by the Board.

Article 4. Resolutions

Resolutions shall require a vote of the majority of those present for adoption.

CHAPTER 4. REPRESENTATIVES

Article 1. Positions

From time to time the Board may designate representatives on behalf of Integrity or organizations within the Episcopal Church, within the LGBT community, or which serve a purpose which conforms with that of Integrity. The Board may terminate any such representative position at will.

Article 2. Appointments

Appointments of all Integrity representatives are made by the President with the advice of the Board and serve at the President's pleasure. All appointments terminate upon the installation of a new President.

CHAPTER 5. PROVINCES

Article 1. Boundaries

Integrity shall be organized geographically into provinces which are parallel to the domestic provinces of the Episcopal Church. The Board may choose to combine or subdivide provinces for administrative purposes.

Section 1. Membership

All members residing within the boundaries of a province shall be considered members of that province.

Section 2. Provincial Coordinators

Each province [or combination/subdivision thereof] shall elect a Provincial Coordinator. The Provincial Coordinator's primary role is to serve as a field organizer—providing technical assistance and encouragement to the members, parish partners, congregational circles, diocesan network coordinators, and chapters of their region—with the aim of starting new work and strengthening existing work. Provincial Coordinators shall be elected by the members of each province in conjunction with elections to the board of directors and serve for

the same term. If a vacancy occurs in a province, the Vice President for Local Affairs shall appoint a replacement to fill the remainder of the term.

Section 3. Provincial Activities

Provinces may hold provincial meetings or undertake other activities in accordance with Integrity's goals and purposes.

Article 2. Provincial Finances

Each Provincial Coordinator shall work with the Treasurer to develop and manage an annual provincial budget to support provincial activities—including provincial meetings and projects initiated by Chapters, Diocesan Networks, Congregational Circles, and Partner Congregations. Provincial funds not spent by the end of the fiscal year shall return to the general fund for reallocation.

CHAPTER 6. CHAPTERS AND OTHER LOCAL ENTITIES

Article 1. Minimum Requirements

Section 1. Members

Each Chapter must have a minimum of ten members of Integrity. No one shall be a member of a Chapter who is not a member of Integrity, except as provided for Joint Chapters.

Section 2. Meetings

Each Chapter shall hold at least three meetings a year.

Section 3. Purposes and Goals

Each Chapter shall subscribe to, adhere to, and actively pursue the goals and purposes of Integrity, as set forth in the Articles of Incorporation and these Bylaws.

Section 4. Reports

Each Chapter shall provide annual reports in a form as directed by the Board. Such reports shall at minimum contain the following: a primary contact number; an official address which must be a postal box, a church or another institution; a list of all Chapter Officers and Directors, with their addresses and telephone numbers; and the times and places of regular Chapter meetings. In addition, each Chapter shall furnish the Secretary of Integrity a copy of its Chapter Bylaws and all subsequent amendments, for certification of compliance with the Bylaws of Integrity.

Section 5. Bylaws

All chapters shall have bylaws for the governance of their chapter. All such bylaws and amendments thereto shall be certified by the Board to assure compliance with these Bylaws.

Article 2. Chapters-In-Formation.

To be considered an Integrity Chapter-in-Formation, a group must have at least

one person who is a member of Integrity and must have established an address which must be a postal box, a church or another institution. Any Provincial Coordinator may grant Chapter-in-Formation status within his/her province.

Article 3. Certification

Section 1. Requirements

Each group which fulfills the minimum requirements for a Chapter in Integrity and which shall have met at least once in the two months prior to petitioning certification, may submit a petition to the Provincial Coordinator of the province in which it is located for Certification as a Chapter of Integrity.

Section 2. Duties of the Provincial Coordinator.

The Provincial Coordinator, upon receipt of a petition for Chapter status, shall ascertain that the requirements of these bylaws have been fulfilled, and shall at least two weeks prior to any meeting of the Board provide copies of all documents, including the proposed chapter bylaws, to the Vice President for Local Affairs, and certify that the Chapter-in-formation meets the requirements for certification as a Chapter of Integrity, recommending that the Board issue a Charter.

Section 3. Duties of the Vice President for Local Affairs

The Vice President for Local Affairs shall, upon receiving the documents from the Provincial Coordinator, distribute them to the Board prior to any meeting. The Vice President for Local Affairs shall, upon favorable action by the Board, notify the Chapter-in-Formation that it has met all of the requirements of a Chapter and forward a copy of the Chapter's Charter.

Article 4. Changes in Chapter Status

Section 1. Inactive

Any Chapter which fails to fulfill the minimum requirements for a Chapter, and failing to have surrendered its Charter by formal dissolution, shall be declared to be an Inactive Chapter by the Board. A Chapter may be reactivated by fulfilling the minimum requirements for a Chapter upon vote by the Board.

Section 2. Revocation

Any Chapter which repeatedly fails to meet the minimum requirements for a Chapter or is found in violation of these bylaws shall have its Charter revoked by the Board.

Section 3. Time Requirements

No motion to change a Chapter's status shall be voted upon at the same meeting at which it is proposed.

Section 4. Notification

The Secretary shall notify a Chapter of any motion to change its status and shall notify it of the subsequent vote to change the Chapter's status within ten

days of such vote of the Board.

Section 5. Remaining Assets

Upon dissolution or revocation of its Charter, chapters shall transfer all remaining assets to the Treasurer.

Article 5. Governance

Chapters of Integrity may adopt bylaws, elect officers, adopt a budget, raise funds, and conduct programs in accordance with the goals and purposes of Integrity. If there is any conflict between the bylaws of a chapter and these bylaws, these bylaws shall be controlling.

Article 6. Joint Chapters

Section 1. Membership

Integrity Chapters may function jointly with chapters of other national LGBT religious caucuses.

A. Members of a joint chapter must be a member of Integrity, and/or the other national caucus(es). All other requirements set forth in Article 18 shall apply to Joint Chapters.

Section 2. Special Requirements

On recognition of the special circumstances that exist with respect to Joint Chapters, the Board may, from time to time, impose special requirements to help assure that the purposes and goals of Integrity will be pursued. If such requirements would result in the amendment of Joint Chapter bylaws, they shall not become effective with respect to previously certified chapters for at least eighteen months.

Article 7. Other Local Entities

Section 1. Diocesan Networks

In addition to chapters, diocesan networks may be formed. Their primary missions are to monitor local issues of concern and organize responses. Each network shall have a volunteer coordinator or coordinators, appointed by its Provincial Coordinator

Section 2. Congregational Circles

In addition to chapters and networks, congregational circles may be formed. Their primary missions are fellowship, worship, and service to the local church and community. Circles may meet on a regular basis at a frequency of their own choosing. Each circle shall have a volunteer moderator or moderators, chosen by the circle and confirmed by the Provincial Coordinator.

CHAPTER 7. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any standing rules which may be

adopted by the Board.

CHAPTER 8. AMENDMENTS

Article 1. Approval by Board

These Bylaws may be amended by a two-thirds vote of those current dues-paid members voting in timely fashion. Before submitting any proposed amendment to the membership, it must be approved by a majority of the Board or endorsed by at least ten percent of the membership signing a petition for an amendment.

Article 2. Notice to Members

Proposed amendments shall be distributed to all members at least two months before the deadline for voting.