



Article I. Name and Purposes

A. Name: The name of this corporation shall be Lambda Center.

B. Purposes:

- 1. To Provide a Meeting Place for Lambda Center Groups:** To provide a Meeting Place for Alcoholics Anonymous (AA), Al-Anon Family Groups, Adult Children of Alcoholics (ACA) and Crystal Meth Anonymous (CMA) twelve step Groups identifying themselves primarily as Gay, Lesbian, Bisexual and/or Transgender [hereinafter, "Lambda Center Groups"].
- 2. To Welcome Newcomers:** To attract and welcome newcomers to Lambda Center Groups and to encourage interest in Alcoholics Anonymous (AA), Al-Anon Family Groups, Adult Children of Alcoholics (ACA) and Crystal Meth Anonymous (CMA) twelve step Groups Programs.

Article II. Membership

A. Membership Requirements: Membership in Lambda Center is open to individual members of Lambda Center Groups who have maintained their sobriety for thirty (30) consecutive days, during which time they have had total abstinence from alcohol, drugs and medications not taken as prescribed and/or have attended six (6) meetings of Al-Anon.

- 1. Maintenance of Membership:** Sobriety and/or attendance at Al-Anon meetings shall be the responsibility of the individual member; therefore, failure to maintain one's sobriety will result in a loss of membership in Lambda Center. Members whose dues have been unpaid for more than 90 days will have their membership made inactive. Members whose dues have been unpaid for more than 180 days will be dropped from the Lambda Center membership roster.

2. **Support of Lambda Center:** All members agree to support the statement of purpose of Lambda Center as stated in Article I.
3. **Sexual Orientation and Gender Identity Not At Issue:** Membership in Lambda Center is open to all Members of Lambda Center Groups, without regard to sexual orientation or gender identity.

B. Voting Members: Members entitled to vote must have been current in dues on the last day of the month prior to any vote.

C. Membership Roster: A list of the current members of Lambda Center will be maintained by Lambda Center. This list will be available to members. Members will be identified by a Membership Number, first name and last initial only.

Article III. Governing Body

A. Board of Directors: Lambda Center is to be governed by a Board of Directors consisting of ten (10) members elected from and by the General Membership. The Board of Directors shall consist of a Chairperson, a Secretary, a Treasurer, a Fundraising Director, a Membership Director, and five (5) Directors-Elect.

B. Nominations and Elections:

1. **Elections:** Elections for the Directors-Elect of the Board of Directors will be held at the Annual meeting of the General Membership.
2. **Terms of Directors:** Members elected as Directors-Elect are to serve on the Board of Directors for a period of two (2) years. For the first (1st) year of any two (2) year term, the Board position occupied will be that of a Director-Elect; for the second (2nd) year of any two (2) year term, the Board position occupied will be that of a Director. Directorship will begin and end at the Annual meeting of the General Membership. At the completion of a term of office, outgoing Board members are eligible for election to any of the Director-Elect positions at the Annual meeting of the General Membership.
3. **Nominations:** Nominations for the Directors-Elect of the Board of Directors may be made one month in advance of an Annual or special election meeting. The presiding Board will post the nominations on the official bulletin board no less than two (2) weeks prior to the Election meeting.

- a. **Requirements for Chairperson, Secretary, Treasurer, Chairperson-Elect, Secretary-Elect and Treasurer-Elect:** The nominee shall be a currently paid member of Lambda Center, with a minimum of one (1) year of continuous Lambda Center membership and either of the following: a minimum of two (2) years continuous sobriety, or two (2) years membership in Al-Anon.
 - b. **Requirements for Fundraising Director, Membership Director, Fundraising Director-Elect and Membership Director-Elect:** The nominee shall be a currently paid member of Lambda Center, with a minimum of six (6) months of continuous Lambda Center membership and either of the following: a minimum of six (6) months of continuous sobriety, or six (6) months of continuous membership in Al-Anon.
 - c. **Nomination by Lambda Members:** Nominations may come from any two (2) members of Lambda Center, whose pledges have been paid for three (3) consecutive months, including the month in which the nominations are made.
 - d. **Nomination by Lambda Groups:** Nominations may come from any Lambda Center Group utilizing Lambda Center for meetings.
 - e. **Nominations from the Floor During an Election:** Nominations from the floor during an election meeting are permissible, provided the nominee has indicated in writing the willingness to accept the nomination.
 - f. **Acceptance by the Nominee:** The approval and acceptance of the nomination by the nominee is required in writing, together with a written acknowledgement of a willingness to break anonymity insofar as the operation of Lambda Center is concerned.
4. **Vacancies:** In the event an elected Member of the Board of Directors resigns, retires, or a vacancy is created for any reason whatsoever, the Chairperson of the Board shall call a Special Meeting of the General Membership for the purpose of electing a replacement(s) for the vacated position(s) in accordance with the requirements of this Article III, as applicable. Temporary appointments to fill any vacancy may be made by the Chairperson of the Board of Directors pending special election, which shall be called within sixty (60) days of the said vacancy. Should a vacancy occur and there are three (3) months or less remaining in the current one (1) year term, the Chairperson shall nominate a replacement to the

position subject to the ratification by a majority of the Board. With Board ratification, the nominee will then serve out only the remaining portion of the current one (1) year term for that particular position (and may continue to serve in the following one (1) term for any position such nominee was previously elected to). Special elections will be called only for vacant positions with greater than three (3) months remaining before the next Annual General Membership meeting.

5. **Vacancy of the Chairperson:** In the event the Chairperson of the Board of Directors resigns, retires, or a vacancy is created for any reason whatsoever, the Chairperson-Elect of the Board shall assume the position of Chairperson.
6. **Open Election Meetings:** Anyone who is not a current member of Lambda Center may attend but may not participate in the election at the General Membership Meeting.
7. **Transition to a New Board:** It is the responsibility of the outgoing Board members to provide for an orderly transition by serving as a Lame Duck Board until the first official meeting of the new Board. In addition, the outgoing Board members will facilitate the transition by meeting with the new Board members to explain their respective responsibilities, duties, and any ongoing business matters of Lambda Center.

Article IV. Meetings of the General Membership

A. **Annual Meeting:** The regular meeting held during the month of January each year shall be known as the Annual meeting, and shall be for the purpose of electing Directors-Elect, receiving reports of Directors and committees, and for any other business that may arise. The actual meeting date is to be decided by the presiding Board of Directors, and announced no less than ten (10) days nor more than fifty (50) days prior to the meeting date.

B. **Special Meetings:** Special Meetings may be called by the Board, or at the request of the membership. Except in cases of emergency, no less than ten (10) days nor more than fifty (50) days notice shall be given.

1. **Special Meetings Called by the Board:** The Board may, at any board meeting, vote to call a special meeting of the membership. The purpose of the special meeting shall be stated in the call.

2. **Special Meetings Called by the Membership:** The membership may petition the Board to call a special meeting of the membership. A petition stating the purpose for the calling of the special meeting, signed by one-fourth (25%) of the membership of Lambda Center, may be presented to the Board at any regular board meeting. The Board shall set the date for the special meeting, after verifying the signatures on the petition, no later than the next board meeting.

C. **Quorum:** A quorum for a meeting of the General Membership shall be calculated based on the number of members current in their dues as of the last day of the month preceding the date of said meeting. A quorum for a meeting of the General Membership shall be as follows:

1. **Quorum for the January Annual Meeting of the Membership for the Purpose of Election of Members of the Board of Directors** shall be ten percent (10%) of the members current in their dues as of December 31 of the previous year. For all other purposes a quorum at this meeting shall be one third (33 1/3%) of the members current in their dues as of December 31 of the previous year.
2. **Quorum for a Special Meeting of the General Membership called for the sole purpose of filling a vacancy on the Board of Directors** shall be ten percent (10%) of the membership current in their dues as of the last day of the month preceding the date of the specially called meeting.
3. **Quorum for a Special Meeting of the General Membership Called to Amend the Bylaws or to Vote on a Motion to Rescind a Previously Approved Amendment to the Bylaws** shall be two thirds (66 2/3%) of the members current in their dues as of the last day of the month preceding the date of the specially called meeting.
4. **Quorum for a Special Meeting of the General Membership Called for Any Other Reason** than those stated above shall be one third (33 1/3%) of the members current in their dues on the last day of the month preceding the date of the specially called meeting.

D. **Voting:** All votes shall be by secret ballot or, if uncontested, by acclamation. At a meeting of the General Membership (including regular meetings and special meetings) where there is a quorum, the act of a majority of the members current in their dues as of the last day of the month preceding the date of said meeting and present at such meeting or represented by Proxy at such meeting shall be the act of the General

Membership, unless otherwise provided in the Article of Incorporation, the Bylaws, or a law specifically requiring otherwise.

E. One Vote Per Member: All votes taken by the General Membership of Lambda Center or its presiding Board of Directors shall consist of one (1) vote per voting member on each matter submitted to vote. A voting member may vote in person or may vote in Proxy executed by the voting member or his duly authorized attorney-in-fact.

F. Proxy Votes: A member entitled to vote may request a Proxy form from the Secretary, who shall mail said Proxy out no less than 10 days prior to a General Membership meeting. To be valid, the Proxy must be received by the Secretary at least one day before the vote, signed by the person giving the Proxy, and identifying the person who may vote the Proxy. Proxies can only be used at the meeting for which they were specified, and become void at the adjournment of the meeting.

Article V. Board of Directors

A. Board of Directors: The ten (10) elected Directors shall constitute the Board of Directors.

B. Duties of the Board of Directors:

- 1. Chairperson:** To preside over all meetings, to call special meetings, to coordinate activities discussed by the Board, to call special elections, to assure people are responsible for implementing the actions taken by the Board (i.e., purchase of new equipment or other actions in keeping Lambda Center functioning properly), to appoint a chairperson for special Lambda Center Group functions. The Chairperson is an ex-officio member of every committee and may attend in person or may delegate this responsibility to another Board Member. The Chairperson will vote on matters before the Board only in the event of a tie.
- 2. Secretary:** Responsible for taking, keeping and distributing minutes of all meetings and elections; maintain official records of all Lambda Center activities; handle any and all correspondence; distribute notices of Board Meetings and General Membership Meetings; may vote on all action(s) taken by the Board.
- 3. Treasurer:** Responsible of for maintaining all financial records and supervision thereof. These responsibilities include:
 - a. Records:** maintaining all necessary records concerning monies and pledges collected and disbursed.

- b. **Debts:** paying all debts incurred by Lambda Center (i.e., mortgage, utilities, supplies, etc.).
- c. **Escrow:** maintaining Lambda Center Group portions of funds in escrow for distribution quarterly.
- d. **Financial Reports:** submitting a financial report monthly to the Board, posting the monthly financial report on the Board bulletin board and making available to the membership.
- e. **General Ledger:** maintain the general ledger.
- f. **Bank Statements:** reconciling bank statements.

Should the Board deem it necessary to retain a bookkeeper to assist the Treasurer in the performance of the duties listed above, it shall be the responsibility of the Treasurer to supervise the work of the bookkeeper and to provide liaison between the bookkeeper, the Board and the Officers of the Corporation. The Treasurer may vote on all actions(s) taken by the Board.

- 4. **Fundraising Director:** Responsible for coordination of all fund-raising activities. May appoint committees as necessary in order to fulfill the duties of the position. May vote on all actions(s) taken by the Board.
- 5. **Membership Director:** Responsible for coordination of all membership activities, including the maintenance of an accurate roster of Lambda Center members. The Membership Director is required to present a status report on the membership list at each Board of Directors meeting, and for the distribution of member statements. May appoint committees as necessary in order to fulfill the duties of the position. May vote on all action(s) taken by the Board.
- 6. **Chairperson-Elect:** Preside over meetings in the absence of the Chairperson; direct all social functions held at Lambda Center, handle all public relations items; serve on special committees as designated by the Board; will chair the Operations Committee and report at the monthly Board Meetings on Lambda Center Operations; may vote on all action(s) taken by the Board, except when acting as temporary chair person in the absence of same. Will work with the acting Chairperson in order to learn the duties of the Chairperson position.
- 7. **Secretary-Elect:** Will work with the acting Secretary in order to learn the duties and the responsibilities of the Secretary position; may serve on committees as

required; may vote on all actions taken by the Board; shall be responsible for maintaining the History of Lambda Center through the collection of materials and memorabilia. The Secretary-Elect shall be responsible for liaison and coordination between Lambda Center and the Houston AA Intergroup, the Al-Anon Family Center, AA General Service Office, and other Lambda Center Groups. This duty shall include arrangements for Intergroup telephone weekend, insuring that all Lambda Center Groups are listed with AA Intergroup, A.A.G.S.O. and the Al-Anon Family Center; coordinating activities or information of common interest to AA Intergroup and G.S.O. representatives. The Secretary-Elect shall also purchase all necessary Lambda Center Group literature and chips for Lambda Center.

8. **Treasurer-Elect:** Will work with the acting Treasurer in order to learn the duties and the responsibilities of the Treasurer position, may serve on committees as required; may vote on all action(s) taken by the Board.
9. **Fundraising Director-Elect:** Will work with the acting Fundraising Director in order to learn the duties and the responsibilities of the Fundraising Director position; may serve on committees as required; may vote on all actions(s) taken by the Board.
10. **Membership Director-Elect:** Will work with the acting Membership Director in order to learn the duties and responsibilities of the Membership Director position; may serve on committees as required; may vote on all action(s) taken by the Board.

C. **Board Meetings**

1. **Monthly Meetings:** The Board of Directors shall meet at least once each month. The first meeting of each new Board shall be held within fifteen (15) days after the Annual meeting election. At least five (5) days notice will be given each Member of the Board as to the meeting place, time and date for each regular Board Meeting.
2. **Attendance and Maintenance of Membership:** All members of the Board should be present at all meetings. Failure to be present at any two (2) consecutive meetings without due cause, or failure to meet the requirements of Article II.A.1 can result in forfeiture of Board position.

3. **Special Board Meetings:** Special meetings of the Board may be called by the Chairperson or any three (3) Board Members at any time; all Board Members must be given at least three (3) days written or telephone notice to such meetings.
4. **Lambda Center Group Representatives:** A non-voting representative of each Lambda Center Group using Lambda Center's facilities is invited to attend the meetings of the Board of Directors to make known the individual Lambda Center Group conscience feeling on any matters pertaining to Lambda Center.
5. **Quorum and Voting for Board Meetings:** A quorum for any Monthly or Special Board Meeting will be no less than fifty percent (50%) of the Board of Directors; such Board Members to be present in person, excluding proxies. Officers of the Corporation are not counted in determining a quorum. At a Monthly or Special Board Meeting where there is a quorum, the act of the majority of the Board Members present at such meeting shall be the act of the Board of Directors, unless otherwise provided by the Articles of Incorporation, the Bylaws, or a law specifically requiring otherwise.

D. Resignation and/or Removal of a Board Member

1. **Resignation:** Any Board Member may resign at any time by delivering a written notice to the Secretary or Chairperson. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.
2. **Removal:** Any Board Member may be removed with or without cause, at any time, by a two-thirds (2/3) approval of the entire Board of Directors or by the affirmative vote of two-thirds (2/3) of the current members at a regular monthly Board Meeting or Special Meeting called for that purpose.
 - a. Any Board Member under consideration of removal must first be notified about the consideration by written notice no less than ten (10) days nor more than fifty (50) days prior to the meeting date the vote takes place.

Article VI. Officers of the Corporation

A. Officers: There are at least three (3) Officers of the Corporation: President, Secretary/Treasurer and Chief Technology Officer; additional Officers may be appointed by the Board of Directors as necessary. All Officers of the Corporation shall be members in good standing in.

B. Appointment and Term: Officers of the Corporation shall be appointed by the Board of Directors by a majority vote for a term of one (1) year, and job descriptions set as enumerated by the Board. Officers may be re-appointed to consecutive terms of office, as determined by each new Board of Directors. However, Officers of the Corporation shall not serve simultaneously as members of the Board of Directors.

C. Responsibilities: The Officers of the Corporation attend all Board meetings; make recommendations for actions regarding Lambda Center and assist the Board of Directors when requested to do so. The Officers of the Corporation do not vote on Board decisions. In addition to their responsibilities as Officers of the Corporation, they maintain the following duties:

1. **President:** Review all business matters of Lambda Center to insure compliance with the Articles of Incorporation.
2. **Secretary-Treasurer:** Provide financial consultation and oversee the financial management of the center. Assures financial compliance with the Articles of Incorporation by maintaining the responsibility for the timely filing of all required tax returns. Acts as Secretary for the Corporation in communications with State and Federal agencies, as well as other entities as required.
3. **Chief Technology Officer:** Maintain the communication, maintenance and professional relationship with website vendors and integration with the automated payment process and online accounting software. Oversees the Lambda Center web site, maintains the Lambda Center Board Group to include all information on security to access accounts, and is responsible for the management of the Lambda computer and internet set-up and access.

Article VII. Parliamentary Authority

A. The Twelve Traditions of Alcoholics Anonymous: In order to establish and maintain a consistent policy in governing Lambda Center, the Twelve Traditions Of Alcoholics Anonymous will provide the basis for common law, subject to the terms of the Bylaws.

Article VIII. Financial Policies

A. Lambda Center Group Donations: A portion of the donations received by all Lambda Center Groups utilizing Lambda Center will go into the treasury of Lambda Center. Lambda Center will cover all required expenses for the operation of the facility, maintenance of the facilities for meetings, supplies for meetings and building equipment, etc. Each Lambda Center Group's cost for utilization of Lambda Center will be eighty-five (85) percent of the donations collected at each meeting and will go into the treasury of Lambda Center as described above.

B. Donations other than Lambda Center Groups:

- 1. Individual Donations:** Members of Lambda Center or individuals who attend Lambda Center Group meetings may donate to Lambda Center.
- 2. Other Donations:** If approved by the Board of Directors, Lambda Center may accept other unrestricted donations or bequests.

C. Inventory: Lambda Center will maintain a sufficient inventory of coffee and related supplies, for which it shall be reimbursed one hundred (100) percent of coffee contributions. Lambda Center will also maintain an inventory of Lambda Center Group literature, for which it shall be reimbursed one hundred (100) percent through the sale of same.

D. Checking Account: A general checking account shall be maintained with two (2) of five (5) authorized signatures being required on each check. Signatures of said account shall be any Board Members or Officers so designated by the Board of Directors by majority vote.

E. Financial Reports: A financial report must be given at each monthly meeting by the Treasurer, and as necessary, at the request of the Chairperson of the Board at any other time.

F. Improvements and their Approval: Any and all household improvements at Lambda Center, not to include general operating expenses, at a cost in excess of One Hundred (\$100) Dollars but less than or equal to One Thousand (\$1000) Dollars, must be approved by the Operations Committee. Any and all household improvements at Lambda Center, not to include general operating expenses, at a cost in excess of One

Thousand (\$1000) Dollars must be approved by the Board of Directors; said approval being recorded in the minutes of the Board Meeting.

G. Inspection of Books: The books for Lambda Center shall be open and available for inspection by current Board members or by any accountant so appointed by the Board for that purpose at any time.

Article IX. Lambda Center Operations and Employees

A. Operations Committee: An Operations Committee comprised of the Chairperson, Chairperson-Elect and Treasurer shall be responsible for the operation of Lambda Center, and for the management of all center employees, as enumerated in the Operations Policy and Procedure Manual.

Article X. Lambda Center Groups and Meetings

A. Activities of Lambda Center Groups: All activities at Lambda Center fall under the general direction of the Board of Directors. New Lambda Center Groups are encouraged; however, each such Lambda Center Group must agree to comply with the Bylaws of Lambda Center and the Lambda Center Code of Conduct.

B. Compliance with Bylaws and the Code of Conduct: Should any Lambda Center Group fail to comply with the Bylaws of Lambda Center and the Lambda Center Code of Conduct, the Board of Directors shall take appropriate action.

C. Lambda Center Group Meetings Have Precedence: Social functions or meetings other than Lambda Center Group meetings shall not interfere with any individual Lambda Center Group meeting, unless so approved by the Lambda Center Group's conscience consent. Lambda Center Group meetings take precedence over any other function.

D. Lambda Center Group Donations and Records: Each Lambda Center Group will maintain necessary records regarding its own donations, and shall submit the total collection for each meeting, along with the written record of the collection, to the designated place immediately following each meeting.

E. Meeting Room Time Usage: The meeting rooms will be used for specified Lambda Center Group meetings no longer than one-half (1/2) hour before the designated meeting time and no longer than one-half (1/2) hour after the close of the meeting.

F. Scheduling of Meetings: All meetings will be scheduled through and approved by the Board of Directors and posted.

G. Special Meetings and Events: Lambda Center Groups desiring to hold special meetings, steering committee meetings, and special events, etc., may do so with the permission and knowledge of the Board of Directors.

H. Lambda Center Code of Conduct: It is the responsibility of each Lambda Center Group utilizing the facilities to observe the Lambda Center Code of Conduct.

Article XI. Dissolution

If Lambda Center should dissolve for any reason whatsoever, dissolution shall be undertaken in accordance with the laws of the State of Texas as pertain to non-profit corporations, and any applicable federal laws as pertain to 501(c)3 designation. All assets remaining after debt satisfaction shall be distributed to a qualified 501(c)3 organization providing that its primary purpose is recovery services for addiction and/or Al-Anon family groups.

Article XII. Indemnification of Officers and Directors

The Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director or officer of the Corporation according to Article 1396-2.22A of the Texas Nonprofit Corporation Act as it now exists or as it may hereinafter be amended.

Article XIII. Amendments to the Bylaws

The Bylaws of Lambda Center may be amended as needed to remain consistent with the operation of Lambda Center as defined in our purpose and to affect the will of the membership of Lambda Center. Any Bylaws change in violation or conflict with any

law shall be null and void. Any of the following procedures may be followed to amend the Bylaws:

A. Motion of the Board

- 1. Bylaws Committee Appointed:** The portion(s) to be amended or changed shall be brought up for discussion at a regular Board Meeting. After adequate preliminary discussion, the Chairperson shall then appoint a committee of three (3) members of the Board, with the approval of those Board Members present, to draft any changes that fall in line with the discussion(s), which have been held.
- 2. Board Reviews Amendments:** The amendment(s) will be discussed at a following Board meeting, and if needed, a revised form will be drafted by the same committee previously appointed.
- 3. Board Votes on Amendments:** The finalized form of the amendment(s) will then be presented at a monthly meeting of the Board following the monthly Board meeting referred to in Article XIII.A.2, and a vote will be taken on the proposed amendment(s).
- 4. Two-Thirds Board Majority Required:** The Bylaws may be amended only with a two-thirds (66 2/3%) approval of the entire Board.
- 5. Posting of Approved Amendments:** If approved, the amendment(s) will take effect thirty (30) days after the final vote of the Board, during which time a copy of the amendment(s) will be posted continuously in a conspicuous place in Lambda Center.

B. Initiative by the Membership

- 1. Petition by the Membership:** The membership of Lambda Center may propose changes to the Bylaws, by obtaining the signatures of no less than twenty-five percent (25%) of the voting membership of Lambda Center on a petition containing the proposed amendment(s), the full name of each petitioner, and the date each signed.
- 2. Petition Presented to the Board:** The proposed amendment(s) shall be presented to the Secretary of the Board who shall verify all petitioners as having been voting members of Lambda Center at the time they signed the petition; the Secretary shall present the verified petition to the Board at the next scheduled Board meeting.

3. **Discussion by the Board:** The proposed amendment(s) will be discussed by the Board at the following, or second, month's Board meeting.
4. **Board Votes on Amendments:** At the following, or third, month's Board meeting, the Board shall vote on the proposed amendment(s) exactly as proposed by petitioners.
5. **Approved Amendments:** The amendment(s) pass with a two-thirds (66 2/3%) approval of the entire Board.
6. **Posting of Approved Amendments:** If approved, the amendment(s) will take effect thirty (30) days after the final vote of the Board, during which time a copy of the amendment(s) will be posted continuously in a conspicuous place in Lambda Center.
7. **Failed Amendments Brought Before Membership:** If the Board does not approve the proposed amendment(s), the proposed amendment(s) shall be placed before the membership for a vote.
8. **Special General Membership Meeting Called:** The vote shall take place at a special meeting, which shall be held the same day as the regularly scheduled Board meeting following the meeting at which the amendment(s) failed, and in which the proposed amendment(s) shall be the only item on the agenda.
9. **Quorum and Vote by the Membership:** A quorum for a special meeting called to vote on proposed amendment(s) shall be as defined in Article IV.C.3; approval of the proposed amendment(s) shall require an affirmative vote by fifty percent (50%) or more of the voting members present at the meeting.
10. **Failing Amendments:** If the amendment(s) do not receive the votes needed for passage, or if a quorum is not established, the amendment(s) shall fail.
11. **Passing Amendments:** Amendment(s) approved by the membership at a special meeting shall take effect immediately.

C. **Referendum by the Membership**

1. **Petition by the Membership:** The membership of Lambda Center may require the Board to reconsider amendment to the Bylaws approved by the Board by obtaining the signatures of no less than twenty-five percent (25%) of the voting membership of Lambda Center on a petition containing a motion to rescind a specific amendment(s), the amendment(s) to be reconsidered, the full name of each petitioner, and the date each petitioner signed.

2. **Petition Presented to Board:** The petition shall be presented to the Secretary of the Board within the thirty (30) day posting period required by Article XIV.A.5 and Article XIV.B.6 of these Bylaws; the Secretary shall verify all petitioners as having been voting members of Lambda Center at the time they signed the petition. The Secretary shall present the verified petition to the Board at the next scheduled Board meeting.
3. **Discussion By the Board:** At the Board meeting at which the petition for reconsideration is presented by the Secretary, the Board shall discuss the motion to rescind.
4. **Vote By the Board:** At the following, or second, month's Board meeting, the Board shall vote on the motion to rescind.
5. **Affirmative Board Vote:** An affirmative vote on the motion is a vote to rescind the Board's prior decision to amend the Bylaws.
6. **Two Thirds Majority Vote of the Board Required:** Two-thirds (66 2/3%) of the entire Board must vote in the affirmative for the motion to pass and the Board's prior decision to be rescinded, in which case the previously proposed amendment(s) are immediately void and do not take effect.
7. **Failing Vote Places Motion to Rescind Before Membership:** If the Board does not rescind its previous decision, the motion to rescind shall be placed before the membership for a vote.
8. **Special General Membership Meeting Called:** The vote shall take place at a special meeting, which shall be called for the same date as the regularly scheduled Board meeting following the meeting at which the motion to rescind failed, and in which the motion to rescind shall be the only item on the agenda.
9. **Quorum and Vote by the Membership:** A quorum for a special meeting called to vote on the motion to rescind shall be as defined in Article IV.C.3; passage of the motion to rescind shall require an affirmative vote by fifty percent (50%) or more of the voting members present at the meeting.
10. **Motion to Rescind Fails:** If the motion to rescind does not receive the votes needed for passage, or if a quorum is not established, the motion shall fail.
11. **Motion to Rescind Passes:** If the motion to rescind is approved by the membership at a special meeting, the amendment(s) rescinded shall be void immediately and shall not take effect.

Attestation: The undersigned, the duly elected Secretary of Lambda Center, hereby certifies that the above Bylaws were approved and adopted by the Lambda Center Board of Directors at a meeting of said Board of Directors on the 9th Day of July, 2023.

Leo Sheppard, Secretary