



**Mama Dragons  
Board of Directors  
By-Laws  
Amended 3/27/22**

# **Content**

## **ARTICLE I. NAME OF ORGANIZATION**

### **ARTICLE II. Mission and Vision**

Section 1. Mission

Section 2. Vision

### **ARTICLE III. MEMBERSHIP**

Section 1. The Board of Directors

### **ARTICLE IV. BOARD OF DIRECTORS**

Section 1. General Powers

Section 2. Number, Tenure, Requirements, and Qualifications

Section 3. Meetings of the Board

Section 4. Responsibilities of the Board members

Section 5. Makeup of Board Leadership

Section 6. Responsibilities of the Board Chair

Section 7. Responsibilities of the Board Vice Chair

Section 8. Responsibilities of the Board Past Chair

Section 9. Responsibilities of the Board Secretary

Section 10. Responsibilities of the Board Treasurer

Section 11. Vacancies

Section 12. Compensation

Section 13. Confidentiality

Section 14. Advisory Members

Section 15. Parliamentary Procedure

### **ARTICLE V. COMMITTEES or TEAMS**

### **ARTICLE VI. STAFF**

### **ARTICLE VII. – Conflict of Interest and Compensation**

Section 1: Purpose

Section 2: Specific applications

Section 3: Addressing the conflict of Interest

### **ARTICLE IX. INDEMNIFICATION**

Section 1. Expenses

Section 2. Insurance

### **ARTICLE X. AMENDMENTS**

## **ARTICLE I. NAME OF ORGANIZATION**

The name of the organization is **Mama Dragons**.

## **ARTICLE II. Mission and Vision**

**Section 1. Mission:** We support, educate, and empower mothers of LGBTQ children.

**Section 2. Vision:** A world where all mothers fiercely love and advocate for their LGBTQ children.

## **ARTICLE III. MEMBERSHIP**

**Section 1. The Board of Directors** The business of Mama Dragons shall be conducted under the supervision and control of its board of directors, led by the Chair of the board.

## **ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. General Powers** The affairs of Mama Dragons shall be directed by its board of directors. The board of directors shall have control of and be responsible for the leadership and approval of the affairs and property of the Mama Dragons as it fulfills its mission. Day-to-day organization functions will be fulfilled by an Executive Director hired by the board of directors.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

4.2.1 The board of directors shall consist of no less than 5 and no more than 11 members at any one time, depending on the needs of the organization.

4.2.2 No two members of the board of directors serving at the same time shall be related by blood, marriage or domestic partnership.

4.2.3 Each board member will serve an initial term of two years, which may include a shorter initial trial period as decided by the board.

4.2.4 Based on activity level and commitment to the organization, the board of directors may invite board members to serve a second term of two years. At the end of a second term, they may be asked to serve a third term of two years. At the end of six consecutive years of service, any board member must step down from the board for a minimum of one calendar year before being considered for nomination to a board position again.

4.2.5 However, if a board member becomes a Vice Chair they will serve for an additional three years on the leadership team and then they will step off the board once their year as Past Chair is complete, if their six (or more) years of service have been reached.

4.2.6 If a board member completes their three years of service on the leadership team

and still has not reached six full years of service, they may opt to finish out that final term.

4.2.7 Board terms are dependent upon a biennial conversation with the board chair concerning performance and interest. Board members may step down at any time or may be voted out by the other board members as discussed in these bylaws (see 4.11.5).

4.2.8 Each board member will be expected to fulfill the terms of their job description and contract commitments. A board member may choose to step down early from their term.

4.2.9 Existing board members will nominate potential board members, and the entire board will vote. A simple majority will win. Each board member is encouraged to reach out to interview potential candidates before voting, particularly if their roles will intersect.

4.2.10 In selecting members of the board of directors, current board members should lead out in creating diversity and inclusion within leadership. It should be a priority to seek and create diversity in board composition and leadership teams.

4.2.11 These rules apply for any board member vacancy regardless of a term limit that ended or any special circumstance that called for a more immediate removal.

### **Section 3. Meetings of the board**

4.3.1 Regular board meetings shall be held under the direction of the board chair.

4.3.2 The board chair is responsible for scheduling board meetings and informing board members of the location and time for the meeting.

4.3.3 The board chair is responsible for assigning the creation of the agenda of board meetings in coordination with board members. Any board member may request a topic to be included on the agenda. The agenda must be shared with board members at least 5 days before the meeting, allowing them to request changes. A final agenda must be posted 24 hours in advance of the meeting.

4.3.4 The board chair is responsible for assigning a board member to take minutes for each meeting. When available, the vice-chair or secretary will take the notes. A draft of meeting minutes will be posted in the Board of Directors Google Drive for discussion, correction and comment. A PDF of the final meeting notes will be posted following approval at the next board meeting.

4.3.5 Regular meetings of the board require a quorum of one-half of the members to conduct any business or make any official decisions. Decisions are made by the majority of those present unless it is an issue for which a greater number is specified elsewhere in the bylaws. If less than this is present at any given board meeting, the meeting shall be adjourned and rescheduled.

4.3.6 Proxy voting will not be allowed at any board meeting.

4.3.7 Special board meetings may be called at the request of the board chair, Executive Director, or by any two members of the board of directors. The board chair is responsible for polling board members to choose a meeting time most likely to accommodate a majority of board members.

4.3.8 Special meetings shall be announced at least 24 hours before they are scheduled to occur and the item(s) of discussion shall be specified in the announcement.

#### **Section 4. Responsibilities of the board members**

4.4.1 Board members are responsible for the leadership and approval of the affairs and property of Mama Dragons as it fulfills its stated mission. The board approves the annual budget, insurance coverage, and any employee compensation.

4.4.2 Board members are responsible for attending regular board meetings and special meetings. They should be prepared to discuss agenda items and to render an educated vote.

4.4.3 The board of directors are encouraged to be part of the following Facebook groups: The main Mama Dragons group, the Mama Dragons board group, and the Leadership & Volunteer Team, in addition to any groups that they may be responsible for. Each board member will actively follow the Mama Dragons board and Leadership & Volunteer Team group and contribute to discussions there. The day-to-day business of Mama Dragons is run primarily via these two groups.

4.4.4 Each board member will be expected to fulfill the terms of their job description and contract commitment.

4.4.5 Each board member will actively recruit team members and keep a watchful eye for potential board members to nominate for upcoming board positions.

4.4.6 Board members should notify the rest of the board when they are going to be unable to participate in board discussions on social media for longer than a week.

4.4.7 Board members nominate and elect sitting members of the board to fill all leadership positions by a simple majority.

4.4.8 Board members review and approve the budget and ensure that financial accounting and business requirements are met.

4.4.9 Board members help identify prospective donors for individual, corporate, or foundation gifts.

#### **Section 5. The makeup of Board Leadership**

4.5.1 The board leadership shall consist of a Vice Chair, a Chair, a Past Chair, a secretary, and a treasurer.

4.5.2 A Vice Chair is elected by a simple majority of other board members to serve for one year.

4.5.3 At that point the Vice Chair will be elected to the position of Chair by a simple majority of other board members to serve for one year.

4.5.4 Then the Chair will be elected Past Chair by a simple majority of the board to serve for one year.

4.5.5 When elected to Vice Chair, a board member begins a new three-year term, regardless of the term cycle referenced in 4.2.5.

4.5.6 Upon completion of this three-year cycle, the outgoing Past Chair must step down from the board for a minimum of one calendar year before being considered for nomination to a board position again.

## **Section 6. Responsibilities of the Board Chair**

4.6.1 The board chair serves as the contact point for every board member on board issues. They lead, coach, develop, and retain high-performance board members and senior leadership members. They set goals and objectives with each that fulfill her responsibilities for the governance of the organization and ensure that they are met. They consult with board members on their roles and help them assess their performance.

4.6.2 The board chair acts as an ambassador for the organization representing the organization's mission and goals.

4.6.3 The board chair plans, facilitates and runs effective board meetings. They engage each board member, encourage attendance, and control dominating or out-of-line behavior during meetings. They delegate facilitation of board meetings when it will be more effective to do so or when they are not able to attend so as to avoid an unproductive or canceled meeting to the Vice Chair and Past Chair, in that order. With support and input from the Executive Director, the board chair creates a purposeful board meeting agenda and follows it.

4.6.4 The board chair ensures that 100 percent of Mama Dragons Board Members make an annual contribution that is compliant with their contract and encourages financial giving.

4.6.5 The board chair oversees the recruitment board members and leadership team members with demonstrated leadership qualities to ensure a pool of qualified candidates. They help provide leadership training and opportunities to cultivate future leaders. They will involve the board in the leadership succession process and defines appropriate qualifications.

4.6.7 The board chair ensures that organizational changes or decisions are made by the board majority.

4.6.8 The board chair supports the Executive Director in organizing and programming the Annual Leadership Summit for the Senior Staff and Board.

4.6.9 The board chair works with and trains the Vice Chair to understand the inner workings of the organization so the Vice Chair is ready to lead.

## **Section 7. Responsibilities of the Board Vice Chair**

4.7.1 The Vice Chair supports the board Chair as needed.

In the absence of the board Chair the Vice Chair runs the board meetings.

4.7.2 The Vice Chair is expected to become the board chair.

4.7.3 While Vice Chair, a person is expected to learn the inner workings of the Mama

Dragons organization.

### **Section 8. Responsibilities of the Board Past Chair**

4.8.1 The Past Chair holds this position to provide continuity to the board.

4.8.2 They support the board Chair as needed.

4.8.3 In the absence of the board Chair and the Vice Chair, the Past Chair runs the board meetings.

### **Section 9. Responsibilities of the Board Secretary**

4.9.1 The secretary will take minutes at meetings and put them into the MD Google Drive folder.

4.9.2 The secretary is in charge of creating email addresses, calendars, and access to appropriate Google Drive folders for new board members.

### **Section 10. Responsibilities of the Board Treasurer**

4.10.1 The board treasurer reports on the reconciliation of all banking accounts with QBO each month. 4.10.2 The board treasurer updates the organization on actuals vs budget

4.10.3 The board treasurer reviews an annual budget with the board of directors

4.10.4 The board treasurer reports the organization's financial statements quarterly at board meetings

4.10.5 The board treasurer coordinates with an outside accounting firm as necessary

4.10.6 The board treasurer ensures all expenditures are reflected in the approved budget before authorizing payment

4.10.7 The board treasurer tracks the accounting calendar to ensure all deadlines are met

### **Section 11. Vacancies**

4.11.1 Any board member may choose to step down early from their term. If a board member chooses to step down, they should promptly notify the rest of the board so that another person can be selected to fill the position. A full calendar year must pass before anyone will be reconsidered for a position on the board after stepping down.

4.11.2 Board members should notify the rest of the board when they are going to be unable to participate in board discussions on social media for longer than a week. A board member who is unable to participate in the work of the board for longer than one month should step down from their position so that it can be filled by another person.

4.11.3 A board member who stops fulfilling their responsibilities without giving notice or a return date will be considered to have stepped down if they have not participated for more than one month.

4.11.4 A board member who misses more than two regular board meetings during

twelve months will be considered to have vacated their position unless an emergency prevented them from attending or prior permission was granted by the board chair.

4.11.5 A board member can be removed for any of the above reasons with a simple majority vote of the board.

**Section 12. Compensation** Members of the board of directors shall not receive any compensation for their services as members of the board.

**Section 13. Confidentiality** It is understood that each board member will be aware of information that is not intended for the public. Board Members will use discretion and good judgment in discussing the affairs of the organization with third parties.

**Section 14. Advisory Board Members** Advisory board members may be selected by board members. Advisory board members shall have no voting privileges nor obligations for attendance at regular meetings of the board. Advisory board members may attend said meetings at the invitation of a member of the board of directors, with the approval of the majority of board. Advisory members shall possess the desire to serve the community and support the work of the organization by providing needed expertise and knowledge. In selecting advisory members, board members should seek for advisory members who represent a wide range of diversity.

**Section 15. Parliamentary Procedure** During regular board meetings and special meetings, parliamentary procedure will be used as needed at the discretion of the board chair.

## **ARTICLE V. COMMITTEES or TEAMS**

### **Section 1. Creation of Committees of Teams**

5.1.1 The board of directors may create committees or teams as needed to fulfill the purposes and functions of the organization.

5.1.2 Committees or teams may be created within the board or outside the board.

5.1.3 Committees inside the board are staffed by board members.

5.1.4 Once a committee or team is approved by the board, it may be staffed by the individual leading the team.

### **Section 2. Examples of Committees Within the Board**

5.2.1 An executive committee is a group of board members appointed to act on behalf of the board in time-sensitive or other specific matters.

5.2.2 A governance committee reviews bylaws annually and ensures that the organization is working in compliance with the bylaws. A governance committee would also be responsible to hold any and all elections needed within the organization.



5.2.3 A finance committee works together to submit quarterly budget summaries to the board and ensures that the organization is meeting its IRS and other financial commitments.

5.2.4 A fundraising committee works together to ensure that the financial needs of the organization are met.

**Section 3. Termination of a Committee or Team** When a specific committee or team is no longer needed, it may be dissolved by the board of directors.

## **ARTICLE VI. STAFF**

The board of directors may hire an executive director or other employee who shall serve at the will of the board as outlined by an employment contract. Any employee may not be related by blood or partnership to a board member or member of the senior leadership team. Any employee may be hired at any meeting of the board of Directors by a simple majority vote and shall serve until removed by the board of Directors. Such removal may be with or without cause.

## **ARTICLE VII. – Conflict of Interest and Compensation**

### **Section 1: Purpose**

7.1.1 To protect the interest of the Mama Dragons above the interests of the individuals within the organization from actual, potential, or perceived conflicts of interest, all potential conflicts shall be declared, and board members should recuse themselves from any discussion or vote on topics where they might gain personally.

### **Section 2: Specific applications**

7.2.1 Board members shall not be related to any hired staff or to each other.

7.3.2 Board members are not compensated except for the reimbursement of expenses or for approved service. If a project or service is within a board member's expertise bids should be opened before vendors before selection.

### **Section 3: Addressing the Conflict of Interest**

7.3.1 The individual with a potential conflict shall make the information available to an individual member of the board or the entire board of directors, but must then leave the meeting during the rest of the conversation and vote regarding the possible conflict.

7.3.2 The board of directors shall make a good faith effort to determine whether the transaction or arrangement is in the organization's best interest or not and vote with the interests of Mama Dragons as a priority.

## **ARTICLE IX. INDEMNIFICATION**

### **Section 1. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the organization in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of Mama Dragons.

### **Section 2. Insurance**

Mama Dragons will purchase and maintain Directors and Officers liability insurance coverage intended to protect individuals from personal losses if they are sued as a result of serving as a member of the board of directors or member of the senior leadership team.

**ARTICLE X. AMENDMENTS** These bylaws may be amended when necessary by a simple majority vote of the board of directors. Proposed amendments must be submitted to the board chair in time for them to be added to the meeting agenda or they will be moved to the next meeting.

## **ADOPTION OF BYLAWS**

We, the undersigned, acknowledge the affirmative vote of 7/9 members of the board of directors of Mama Dragons and hereby do adopt these pages as the bylaws of this organization.

~~ADOPTED AND APPROVED by the board of directors on this 19 day of May, 2019.~~

~~Amended August 30, 2020 by unanimous vote of the board of directors.~~

Amended March 27, 2022 by unanimous vote of the board of directors Amy Bostwick, Sara Urquhart Kirsten Campbell Lisa Dame SanDee Duncan Jennifer Howell