



# First City Network Board Member Handbook

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FIRST CITY NETWORK  
BYLAWS  
(Adopted October 12, 1996) {Amended October, 2000}

**ARTICLE ONE  
MEMBERSHIP**

1.1 Membership is open to anyone. Upon payment of annual dues, members shall enjoy all privileges and responsibilities of the organization. Additional classes of membership may be adopted by the Board of Directors.

1.2 The Board of Directors shall have authority to set annual dues or membership fees. The Board of Directors may provide services, with or without fees, to non-members in order to carry of the purpose of the organization.

1.3 An annual meeting of the membership shall be held each year, on a date and at a site to be determined by the Board of Directors no less than 30 days prior to the date of such a meeting. Notice or waiver of notice of such a meeting shall be provided to the membership no less than 21 days prior to such meeting.

1.4 Election of the Board of Directors may be held at the annual meeting, or, at the discretion of the sitting Board, may be held by mail ballot prior to the said annual meeting.

1.5 Special meetings may be held when necessary at the time and place specified by the Board of Directors, with no less than 10 days notice or waiver thereof. Ten days written notice, specifying the place, date, hour and purpose of each meeting shall be given to each member. Meetings of members may be called by the President/Co-President or Secretary upon request of (a) a majority of the Directors or (b) a majority of the members.

1.6 Each member represented in person shall be entitled to vote.

1.7 The membership list shall remain confidential and shall never be sold, copied or made available to anyone at anytime, other than the Corporation's Board of Directors.

## **ARTICLE TWO DIRECTORS**

2.1 The business and property of the Corporation shall be managed by a Board of Directors numbering no less than three nor more than 13, elected by the members, each to serve for 18 months, or until a successor is elected, or until death, resignation or removal. In addition to the powers expressly conferred by these bylaws, the Board of Directors may exercise all powers and do all such lawful acts and things as are not, by law, by legal agreement among the members by the Articles of Incorporation, or by these bylaws required or directed to be done by the members.

2.2 The Board of Directors shall choose its officers no later than 30 days beyond the beginning of said term. Thereafter, Directors and Officers shall meet monthly at a time and place specified by the Directors and shall transact such business

as shall properly come before it. No notice shall be required for regular meetings of the Board of Directors.

2.3 Special board meetings may be held at any time and place, on the call of the President/Co-President or on request to the President/Co-President by any of the Directors. The President/Co-President shall preside at all meetings of the Board of Directors.

2.4 Board of Directors members must attend 2/3 of scheduled board meetings and activities. Any board member not meeting those requirements can then be terminated by the board.

2.5 A Director may resign at any time by giving written notice to the Board of Directors. Such notice shall be effective upon receipt unless otherwise specified within.

2.6 A vacancy on the Board of Directors by death, resignation or removal may be filled by the remaining Directors and the new Director shall fill the unexpired term and shall serve until a successor has been elected.

2.7 Any one or more of the Board of Directors may be removed with or without cause at any time at any special meeting of the members called for that purpose the affirmative vote of 2/3 of the voting members present. The Board of Directors may remove any Director thereof, for cause only, by a vote of 2/3 of the Directors.

2.8 At no time may two individuals who are in a significant relationship or partnership serve on the board simultaneously.

2.9 Elections of Directors may be held by mail balloting of the membership or at the annual meeting. Current Directors shall solicit in writing nominations from the membership for the next Board of Directors no more than 60 days nor less than 30 days prior to such election and thereafter publish a list of nominees to the membership no less than 30 days prior to the balloting. The President/Co-President or his-her appointee shall publish to the members the names of all nominees for the position of Director, provide the balloting or voting procedure for the same, and shall tabulate such votes and certify the outcome of the election to the membership within 30 days of such election.

### **ARTICLE THREE OFFICERS**

3.1 The officers shall be President, a vice President or Co-President, a Secretary and a Treasurer, and such additional officers as the Board of Directors deems necessary. Each shall be elected by the Board to hold office until the next annual

election, or until death, resignation or removal by the Directors. Any person may hold two or more offices; except the President/Co-President may not also be Secretary.

3.2 The President/Co-President shall be the executive officers and have active management of the Corporation, subject to the will of the Board of Directors. The President/Co-President shall preside over all meetings of the Board of Directors and membership. The President/Co-President shall appoint such committees as shall be deemed necessary from time to time and shall be an ex-officio member of all Board committees.

3.3 The Vice President shall serve as an assistant to the President and shall execute the duties of the President in the absence or disability of the same.

3.4 The Secretary shall have custody of the books and seal for the Corporation, except as shall be in charge of another person at the discretion of the Directors, and the Secretary shall give notices, keep records of all meetings, may countersign (where necessary) all documents of the corporation, and may attest the corporate seal on any instrument whatever. The Secretary shall maintain a current membership list of the Corporation. Minutes of each meeting, annual, monthly, called or special shall be recorded by the Secretary and provided to each Director no later than 10 days following such a meeting. Minutes or a summary thereof, of monthly Directors meetings and annual membership meetings shall be published by the Secretary to the membership in the Corporation's house organ when extant.

3.5 The Treasurer shall keep accounts of corporate funds received and disbursed of which records shall at all reasonable times be available to any member, Director or Officer of the corporation. The Treasurer shall report on the corporate finances at each meeting of the Board of Directors and at least annually to the membership. The Treasurer shall be the de facto, if not active, facilitator of each fund-raising or fund-generating activity of the Corporation, unless otherwise specified by the Directors.

3.6 The Board of Directors may remove any officer at any time with cause, by unanimous vote of the remaining Directors.

#### **ARTICLE FOUR SEAL**

4.1 The Corporate Seal shall contain the name of the corporation, the state and the year of incorporation. Such seal shall be used by causing it or a facsimile thereof to be impressed or affixed to any document requiring the same.

**ARTICLE FIVE  
OFFICES**

5:1 The Corporation may have offices at such place or places within or without the State of Georgia, as the Board of Directors may from time to time see fit, or the business of the Corporation may require or make desirable.

**ARTICLE SIX  
DUES**

6.1 The annual dues for active members shall be such an amount as is adopted by the Board from time to time. The Board shall have the authority to assess fees to non-members who request services of the newsletter of the organization. Board of Directors members must be members in good standing.

**ARTICLE SEVEN  
AMENDMENT**

7.1 These bylaws may be amended, repealed or altered in whole or part by the members in any meeting duly assembled, provided that if notice of such meetings is required by these bylaws then the nature of the proposed changes or amendment shall be contained in such notice. Notification and approval of any changes in these bylaws may also be by mail ballot to the members at the discretion of the Board of Directors. Ratification of these bylaws by the members will be published in the Corporations official organ.

**ARTICLE EIGHT  
COMMITTEES**

8:1 All committees of this organization shall be approved by the Board of Directors and committee member's terms of office shall be for a period of time set by the Directors.

**ARTICLE NINE  
MISCELLANEOUS**

9:1 The fiscal year of the corporation shall be fixed by the Board of Directors, subject to applicable law.

9.2 Roberts Rules of Order shall be the parliamentary authority for all meetings of the corporate membership and directors. A parliamentarian shall be appointed by the President/Co-President as deemed necessary.

9.3 In the case of the dissolution of the Corporation, all residual assets of the corporation will be turned over to one or more organizations described in 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or its equivalent form.

9.4 The Board of Directors shall determine the depository and disbursement requirements for corporate funds. All checks, drafts or orders of payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the Treasurer and other officers as shall be determined by the Board. In the absence of such determination by the Board of Directors, such an instrument shall be signed by the Treasurer and countersigned by the President/Co-President of the Corporation.

9.5 The Board of Directors may authorize any Director, Officer or agent of the Corporation, in addition to the officers so authorized by these bylaws, to enter any contract or execute and deliver any instrument in the name of and for the Corporation. Such authority may be general or confined to specific instances. Unless authorized by the Board, no officer or member shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or any amount.

## **GUIDELINES FOR NEWSLETTER CONTENT**

First City Network welcomes all submissions to its monthly publication, The Network News. All items appearing in The Network News, including fliers must fall into one of the following categories:

- ∇ Articles
- ∇ Editorials
- ∇ Public service announcements
- ∇ FCN announcements, or
- ∇ Advertisements

In an effort to make our readers aware of businesses and services available to the gay, lesbian, bisexual and transgender communities of Southeast Georgia, The Network News shall also provide a list of business and services in a directory format. Listings in The Gay Guide shall be free of charge and updated periodically at the discretion of the newsletter editor subject to the guidelines set below.

### **ARTICLES**

Items submitted for publication as "articles" shall be published at the discretion of the newsletter editor, subject to editing by the newsletter editor:

- ∇ If the item is written and published in a style consistent with contemporary journalistic practices and procedures related to news, features or interview content.

### **EDITORIALS**

Items submitted for publication as "editorials" shall be published at the discretion of the newsletter editor, subject to editing by the newsletter editor:

- ∇ If the item is written and published in a style consistent with contemporary journalistic practices and procedures related to commentary or editorial content.

### **PUBLIC SERVICE ANNOUNCEMENTS**

Items submitted for publication as "public service announcements" shall be published at the discretion of the FCN Board:

- ∇ If the FCN Board gives approval for such announcement; and
- ∇ The announcement is presented to the FCN Board as it will appear in the newsletter.

Items submitted for publication as "public service announcement" shall be published at the discretion of the newsletter editor:

- ∇ If the announcement is submitted by (or on behalf of) a non-profit, non-political organization, individual, group or cause; or
- ∇ If the announcement seeks to raise funds, volunteers, donations or awareness for a non-profit, non-political organization, individual, group or cause; or
- ∇ If the announcement publicizes an event that seeks to raise funds, volunteers, donations or awareness for a non-profit, non-political organization, individual, group or cause.

### **FCN ANNOUNCEMENTS**

Items submitted for publication as "FCN Announcements" shall be published at the discretion of the newsletter editor:

- ∇ If the announcement advertises the details, dates, times, locations, contact information, et cetera of FCN-sponsored activities including: Saturday Socials, lesbian potlucks, board meetings, support groups, activity groups, office hours, and the like.
- ∇ If the announcement is a membership form, advertising contract, advertising rate sheet, deadline box, treasurer's report, FCN mission statement, newsletter promotion, member survey or election, board nomination announcement, et cetera.

### **ADVERTISEMENTS**

Any item not covered under any of the above categories shall be considered an advertisement, subject to the rates set by the FCN Board.

### **THE GAY GUIDE**

#### **Non-Profit Organizations**

The newsletter editor may include non-profit organizations, including political organizations and religious congregations, subject to his or her discretion, recognizing that the purpose of The Gay Guide is to make readers aware of groups providing services to them in the Savannah area. This includes groups that provide services specifically to gay, lesbian, bisexual, transgender, or HIV/AIDS-impacted residents. This also includes groups whose missions reach beyond the queer community, including groups with medical or social service

missions: The newsletter editor is given wide latitude for inclusion of non-profit organizations in a fair and professional manner.

### **For-Profit Businesses**

While First City Network recognizes the intrinsic promotional effect of listing for-profit businesses in The Gay Guide, it shall always be the primary purpose of such listings to provide a service to readers. Readers may feel more comfortable doing business with a gay or lesbian salesperson. Readers may want to keep their dollars "in the family." For whatever reasons, our readers want to patronize gay-friendly businesses and we encourage them to do so. These guidelines are meant to answer the question "what is a gay-friendly business?"

All businesses that are in The Gay Guide at the time of the approval of these guidelines shall be included regardless of whether they do or do not meet the "guidelines for inclusion" below.

### **Guidelines for Inclusion:**

- ▽ All businesses that advertise with FCN in the amount of \$60 or more will be listed.
- ▽ All bars requesting inclusion will be listed regardless of their advertising status with FCN.
- ▽ All bed & breakfast inns requesting inclusion will be listed regardless of their advertising status with FCN.
- ▽ All medical and psychiatric businesses requesting inclusion will be listed, provided that the listing is for a specific medically qualified.

### **Individual, not a medical group.**

- ▽ All businesses whose merchandise includes a substantial selection of books and/or videos of a gay or lesbian nature shall be listed if they request inclusion, provided the business is not part of a national chain.

### **Guidelines for Removal:**

- ▽ Any business may be removed at the discretion of the newsletter editor if it is no longer in business.
- ▽ Any business may be removed at any time at the request of the business owner.
- ▽ Any business may be removed at the discretion of the FCN Board.

## STANDARDS

*The following material is not appropriate for newsletter content:*

### **Nudity and sexual material**

- ▽ Erections or female genitals in detail
- ▽ Female breasts
- ▽ Bare buttocks
- ▽ Explicit sexual acts
- ▽ Obscured or implied sexual acts
- ▽ Visible sexual touching
- ▽ Passionate kissing

### **UNLESS:**

1. Appears in a context intended to be artistic and is suitable for young children.
2. Appears in a context intended to be educational and is suitable for young children.
3. Appears in a context intended to be medical and is suitable for young children.

### **Violence**

- ▽ Sexual violence / rape
- ▽ Blood and gore, human beings
- ▽ Blood and gore, animals
- ▽ Blood and gore, fantasy characters
- ▽ Killing of human beings
- ▽ Killing of animals
- ▽ Killing of fantasy characters
- ▽ Deliberate injury to human beings
- ▽ Deliberate injury to animals
- ▽ Deliberate injury to fantasy characters
- ▽ Deliberate damage to objects

### **UNLESS:**

1. Appears in a context intended to be artistic and is suitable for young children.

2. Appears in a context intended to be educational and is suitable for young children.
3. Appears in a context intended to be medical and is suitable for young children.

### **Other Topics**

- ∇ Material that is grossly offensive to the community, including blatant expressions of bigotry, prejudice, racism, hatred, or profanity.
- ∇ Material providing instructional information about illegal activities, or promoting physical harm or injury against any group or individual.
- ∇ Defaming any person or group.

### **PROCEDURES**

**Page format:** Each page is divided into eight segments, 3.5" wide by 2.25" high.

**Production schedule:** Published monthly, delivered by the first of each month.

**Advertising rates:** See rate box in the Network News. Color not available, Design additional.

**Submission schedule:** Copy should be submitted no later than the 15th day of the month for publication in the next issue.

**Advertising terms:** Payment for advertising services is due upon approval of ad copy ready for production. Payment for one-time ads is due upon submission. Continuously running ads will be billed by mail. Ads with invoices over 60 days past due will be deleted until made current. Checks should be made payable to First City Network.