

# Charlotte H, Inc. Bylaws

## Contents

Charlotte H, Inc. Bylaws .....	1
Contents.....	1
Bylaws.....	2
Article 1 - Name .....	2
Article 2 - History and Mission .....	2
Section 1: History .....	2
Section 2: Mission .....	2
Article 3 - Stated Goals .....	2
Article 4 - Membership.....	3
Section 1: Classes of Membership.....	3
Board of Directors.....	3
Charlotte H Community Members .....	4
Section 2: Qualifications .....	4
Board of Directors.....	4
Charlotte H Community Members .....	4
Section 3: Fees and Dues .....	5
Section 4: Rights and Responsibilities of Membership .....	5
Section 5: Opting Out and Disciplinary Action.....	6
Article 5 - Values and Guidelines .....	6
Section 1: Values .....	6
Inclusion .....	6
Respect.....	6
Privacy .....	6
Support .....	7
Section 2: Guidelines.....	7
Article 6 - Executive Officers .....	8
Section 1: Appointed Offices .....	8
Section 2: Qualifications .....	9
Section 3: Duties.....	9
Section 4: Term of Office .....	10
Section 5: Nominations, Elections, and Deboarding.....	11
Article 7 - Board Meetings.....	11
Section 1: Regular .....	11
Section 2: Annual .....	12
Section 3: Special .....	12
Article 8 - Committees and Invitees .....	12
Section 1: List of Committees.....	12
Section 2: Individual Invitees.....	13
Article 9 - Parliamentary Procedure .....	13
Section 1: Governing Authority.....	13
Section 2: Voting Rights and Quorum.....	14
Section 3: Deciding Authority .....	14
Article 10 - Amendment of the Bylaws.....	15
Article 11 - Dissolution.....	15

# Bylaws

## Charlotte H, Inc.

<http://www.CharlotteH.com>

[HTeam@CharlotteH.com](mailto:HTeam@CharlotteH.com)

## Article 1 - Name

Charlotte H, Inc., (as it is legally incorporated), is also known as, “Charlotte H”, “the Charlotte H Club”, “CharlotteH.com”, and “CharlotteH.org”. At this time, the websites for CharlotteH.com and CharlotteH.org are both redirected to the main website CharlotteH.com.

## Article 2 - History and Mission

### Section 1: History

The Charlotte H community was founded in March 2005 as a Social/Support Group whose mission was to provide social and support activities for individuals with Herpes Simplex Virus Type 1, (also known as HSV1), Herpes Simplex Virus Type 2, (also known as HSV2), and/or Human Papillomavirus, (also known as HPV) in the greater Charlotte, North Carolina area. Currently, we have over 1,200 participants, many of who are actively involved in Charlotte H support, social, and awareness events. As a real Charlotte area community, Charlotte H has made a local impact toward dispelling the social stigma attached to these HSV, HSV2, and HPV. Charlotte H members from all over the United States come here to find support, anonymity, fun, and friendship. Charlotte H was formally incorporated as a non-profit organization as Charlotte H, Inc. in March 2009.

### Section 2: Mission

Charlotte H, Inc. is a member-run community which provides support and fellowship to adults who have been diagnosed with HSV1, HSV2, and/or HPV. The organization's goal is to create a safe and fun environment for individuals to heal and grow after their diagnoses. In addition, we actively support HSV and HPV awareness, recovery, and education online and in our local community.

## Article 3 - Stated Goals

The mission of Charlotte H, Inc. includes the following primary goals:

1. Provide support for those diagnosed with HSV1, HSV2, and/or HPV.

2. Provide social activities so that individuals with these conditions can fellowship and form healthy friendships.
3. Promote awareness within our community.
  - a. This includes reaching out to others who have the above conditions (whether they know it or not) and are not yet active in the Charlotte H community.
  - b. It also includes reaching out to individuals and health/mental care professionals to educate them about these conditions and let them know that Charlotte H, Inc. is available as a resource.
4. Increase Charlotte H, Inc. involvement through outreach, quality service, and healthy interpersonal relationships.
5. Provide a forum where individuals can safely share their thoughts and opinions – online and in person.
6. Raise enough funds to cover the operational expenses of Charlotte H, Inc. as it works toward meeting its goals and fulfilling its mission.

The goals of Charlotte H, Inc. do NOT include:

1. Dissemination of medical information that in any way conflicts with medical advice from doctors.
2. To act solely as a dating site for individuals to form romantic relationships without otherwise participating in the Charlotte H, Inc. community.
3. Generating individual profit for any Charlotte H, Inc Board Member or community participant (See Article 2, Section 3).

## **Article 4 - Membership**

### **Section 1: Classes of Membership**

As incorporated, Charlotte H, Inc. is comprised of a Board of Directors called the “H Board.” The individuals comprising the Board of Directors are the sole members of the Charlotte H, Inc. non-profit incorporation who are responsible for strategically directing the mission of the Charlotte H community.

However, those active within Charlotte H community are also considered members of the Charlotte H community but are not official members of Charlotte H, Inc. as it is incorporated. This legal distinction has been made to protect the identity and confidentiality of members in the Charlotte H community. Also to protect the members of the Charlotte H community, these bylaws outline both the rights and responsibilities of the Charlotte H, Inc. Board of Directors and the members of the Charlotte H community.

### **Board of Directors**

The Charlotte H, Inc. founding Board of Directors was self-elected volunteers that originally acted as Charlotte H community moderators. The Board of Directors shall have the power to make all decisions to manage and lead Charlotte H, Inc. dependent upon they act in the best interest of the members of the Charlotte H community. For the purposes of this document, Board of Directors and Executive Officers are synonymous. Therefore, see Article 6 for the duties, qualifications, and other information pertaining to the Board of Directors/Executive Officers.

## Charlotte H Community Members

**Members** – Members of the Charlotte H community are first identified by their subscription to the Charlotte H, Inc. online message board. However, participation is not limited to online social activities. The following classes of membership apply:

**Pending:** Individuals who have requested membership to the Charlotte H online community but have not yet been approved by a Charlotte H moderator (See Article 8, Section 1).

**Active:** Individuals who have been approved for membership to the Charlotte H online community and have access to the password protected CharlotteH.com website.

**Inactive:** Individuals who have either opted out of the Charlotte H online community or were removed by the Board of Directors due to violation of the Charlotte H, Inc. bylaws.

**Non-H Participants** – Individuals who do not have HSV1, HSV2, or HPV but are occasionally invited by active members to attend Charlotte H, Inc. events that have been designated to allow non-H participation. They are considered guests, do not have access to the password-protected website, and participate on an invite-only basis to preserve confidentiality of members. Examples of non-H participants include significant others, children, friends, etc. Active members are notified prior to an event if non-H participants are invited to attend any events.

## Section 2: Qualifications

### Board of Directors

Please see Article 6.

### Charlotte H Community Members

Charlotte H community participation is open to adults 18 years or older with HSV1, HSV2, and/or HPV. By accepting active membership to the Charlotte H community,

an individual confirms that they meet the qualifications above and agree to the Charlotte H, Inc. bylaws as defined by this document.

Charlotte H moderators cannot approve membership into the Charlotte H community without first verifying (based on good-faith verbal or written confirmation from the individual) that a pending member has one of these three conditions. The Board of Directors has the sole discretion to remove active membership rights from individuals (including Board of Director members) who explicitly or implicitly violate the Charlotte H, Inc bylaws.

### **Section 3: Fees and Dues**

Membership to the Charlotte H community is free of charge. Donations are accepted and fees to cover specific event costs may apply. For activities where fees are charged, participants are notified in advance of the fee through the Charlotte H, Inc. website. In case of financial hardship, the Board of Directors may elect to assist members that are unable to pay a fee by utilizing treasury funds to reduce or cover the event fee if funds are available. Assistance will be granted in confidence to preserve the dignity of the receiving member. Charlotte H, Inc. Board of Directors nor any member of the Charlotte H community shall not profit from event fees with the exception of that portion that may be used to compensate them for services that they would conduct in profession or trade whether affiliated with Charlotte H, Inc. or not.

### **Section 4: Rights and Responsibilities of Membership**

All Charlotte H participants have the right to be treated in accordance with the Charlotte H, Inc. bylaws; specifically the Charlotte H Values and Guidelines outlined Section 5, articles 1 and 2. Charlotte H, Inc. Board of Directors is also bound by these values and guidelines.

Charlotte H community members are granted the right to personal expression through freedom of speech, religion, and political affiliation with the exception of when such expression is 1) Done to recruit or change the beliefs of others, 2) Is disrespectful to other community members, or 3) Has no relevant relationship or is direct conflict with Charlotte H, Inc.'s mission. If any of these exceptions has been met, the Charlotte H, Inc. Board of Directors has the right to request that these topics be taken up in a different forum.

Charlotte H, Inc. has no religious or political affiliation. Charlotte H, Inc. does not discriminate and prohibits discrimination in all its programs and activities on the basis of age, sex, sexual orientation, gender identity, creed, religion, politics, ethnic or national origin, race, color, disability, veteran status, gender identity or associational preference, marital status, familial status, parental status, genetic information, reprisals, or because all or part of an individual's income is derived from any public assistance program.

## **Section 5: Opting Out and Disciplinary Action**

Participation in Charlotte H, Inc. is voluntary. Active members may opt out of the Charlotte H community at any time, and inactive members can request to rejoin the community at any time.

Disciplinary action will be taken against Charlotte H participants (including members of the Board of Directors) that choose not to adhere to the Charlotte H, Inc. bylaws. In the event of a violation, a member of the Charlotte H, Inc. Board of Directors will send a warning to the individual including 1) a reference to the bylaw being violated and 2) a request to cease the violation. If the request is not heeded, action may be up to and include banning the individual from participation in the Charlotte H community. Message board moderation is at the discretion of each Charlotte H moderator (See Article 8, Section 1), and not based on quorum majority. In the case of a violation by a member of the Board of Directors, see Article 6, Section 5. For the removal of other Charlotte H community members, a quorum majority of the Board of Directors (See Article 9, Section 2) must be reached.

## **Article 5 - Values and Guidelines**

### **Section 1: Values**

#### **Inclusion**

Any adult who has HSV1, HSV2, or HPV is welcomed to join the Charlotte H community. We realize that individuals in the group may form friendships or relationships and have falling outs or break-ups. However, the group, for the sake of its participants, must remain impartial and supportive. We cannot alienate participants due to personal differences or take sides due to popularity. Participants within the group are expected to act maturely should conflicts arise so that all members can benefit from the support and friendship offered by the Charlotte H community.

#### **Respect**

This group is founded on respect for one another. Therefore, participants are expected to lift one another up instead of tearing each other down. Participants are encouraged to provide a safe environment for one another, removing threat of harm, ridicule, slander, harassment, or animosity.

#### **Privacy**

Due to the nature of this group, participants are encouraged to value one another's privacy. Should another participant not wish his or her diagnoses be disclosed outside of the group, it is his or her wish that shall be granted. Personal issues

between participants will be handled off-line in a discreet manner. Photographs can only be posted under a group password protected area with the permission of the individual being photographed. Once permission is given, the photos are considered property of Charlotte H, Inc. If permission is not granted, the picture may be posted under the password protected website only if the individual's face is fully covered.

## Support

We have all had our ups and downs and but have at least ONE thing we know that binds us together. As a group of friends, we should work hard to love each other, forgive each other, and be there for each other. The goal is for no cry to go unheard, no solitude to go unbroken, and there be no circumstance where apathy replaces love.

## Section 2: Guidelines

With such a diverse group of people in the Charlotte H community, there are going to be conflicts between participants. These situations are difficult to handle since this is a social, support, and sometimes dating group. Therefore, the guidelines are different than they would often be in the work place. Here are some basic guidelines for successful interaction within the group:

Participants shall heed the group values of Inclusion, Respect, Privacy, and Support. The discussion board will not be used to disrespect, insult, gossip or maliciously embarrass another member, Charlotte H, Inc., or a non-member. What is shared among the Charlotte H community members is not shared outside of the community. This includes spouses, family, friends, and co-workers. In addition, gossip between community members is also discouraged. If you share any generalities that came from a meeting or event, you must do so without using names or any kind of personal details that could breach the privacy of other Charlotte H community members.

Charlotte H moderators shall screen members on a minimal scale before allowing them into the group, but every member is responsible for his/her own actions and neither Charlotte H, Inc., nor the H Team are responsible for another member's actions. Charlotte H Team leaders may be privy to personal information regarding various individuals within the group. While this information will not be discussed with others (member or non-member), the H Team may use this information as necessary to protect others in the extreme situation that issues may arise.

Members shall use caution and common sense when dealing with one another. Treat members you meet in this community as you would a stranger you would meet in any other social setting. Don't let your guard down too soon and don't be too aggressive with someone who may need more time to feel comfortable. Be mature, responsible, truthful, and sincere adults. If another member contacts you, and you

are not interested in continuing communication with them, first, tell them you are not interested in communicating with them anymore. Second, block or ignore this member. If the member continues to contact you through other means, please contact the group H Team. Conversely, no members shall contact other members with the intent to harass or cause trouble.

All group activities will be for Charlotte H community members only unless otherwise announced in the event details. The event host shall make event details clear in the case non-H participants are attending.

We welcome periodic posts from other H groups advertising specific national events. However, for the health of our own membership, we feel that posts recruiting members into other H groups are inappropriate. The Charlotte H Team has the discretion of rejecting or approving such posts as deemed necessary. Charlotte H, Inc. may post events that are non-sanctioned Charlotte H events at the Board's discretion. However, the Board has the right to deny event cross posting if in direct conflict with Charlotte H, Inc. events, mission, or goals.

To ensure that members do not receive spam, Charlotte H, Inc. discourages and may also reject monetary or personal solicitations on the message board. In addition, if you would like to cross-advertise a group on our main website; please do so by making a request to HTeam@CharlotteH.com. We will review these requests individually and respond accordingly.

Any violation of these terms or those not specifically stated but implied in this document, can lead to suspension or exclusion from Charlotte H, Inc. All issues that escalate to this level will be handled confidentially and collectively by the H Team leaders. Any situations dealing with true legal matters shall be handled through the appropriate courts of law. However, Charlotte H, Inc. will comply with any requests made by the proper authorities. Charlotte H, Inc does not take any responsibility for loss of property, illegal activity, or injury that may occur at Charlotte H, Inc. events. However, Charlotte H, Inc. will not sponsor any events where known illegal activities will be taking place.

## **Article 6 - Executive Officers**

For the purposes of Charlotte H, Inc., Executive Officers and Board of Directors are synonymous. Charlotte H Team Board of Directors must be longstanding active members of the Charlotte H community. Only the members of the Board of Directors have Charlotte H, Inc. voting rights.

### **Section 1: Appointed Offices**

The following positions are currently held in the Charlotte H, Inc Board of Directors: President/Treasurer, Vice President/Event Coordinator, Secretary, Parliamentarian,

Support Coordinator, and Members-at-Large. The Board of Directors is currently comprised of seven members. However, it is at the discretion of the Board of Directors to remove, create, split, or combine positions as necessary for the future. This decision will be made by a quorum majority of the existing Board of Directors.

## Section 2: Qualifications

All new Charlotte H, Inc. Board of Directors/Executive Officers will be required to submit a cover letter of intent and a resume of qualifications to the serving board. Positions will be filled based on prior experience with Charlotte H, Inc., educational and professional experience, and individual talents. Members of the Board of Directors are sworn in by verbally stating their commitment to Charlotte H, Inc's mission and signing a copy of the active bylaws.

## Section 3: Duties

1. The President is the principal officer and is responsible for leading the organization and managing its activities in accordance with the mission and bylaws of Charlotte H, Inc. The President shall preside at all meetings. Other duties of the President include:
  - a. Promoting Charlotte H, Inc.
  - b. Spreading community awareness
  - c. Guiding the Board of Directors
  - d. Calling for votes
  - e. Forming partnerships with relevant organizations
  - f. Hosting or co-hosting 8 events per year
  - g. Hosting Board of Directors annual appreciation event
  - h. Attending 8 SHARE meetings
  - i. Maintaining the CharlotteH.com and CharlotteH.org websites
2. The Vice President shall preside at meetings in the absence of the President, assist the President in the management of the organization, and perform other duties that may be assigned by the President. Other duties of the Vice-President include:
  - a. Coordinating social events
  - b. Calling and reminding Board of Directors members to attend monthly board meetings
  - c. Hosting Moderator/Volunteer annual appreciation event
  - d. Following up with individuals who have opted-out of participation
  - e. Hosting or co-hosting 10 events per year
  - f. Attending 3 SHARE meetings
  - g. Coordinating meetings for the website sub-committee
3. The Secretary shall keep minutes of all Charlotte H, Inc. meetings. Other duties of the Secretary include:
  - a. Maintaining the records of Charlotte H, Inc.
  - b. Recording votes

- c. Preparing the end of year activity report for Charlotte H, Inc. including officer contact information and the annual financial information provided by the Treasurer.
  - d. Hosting or co-hosting 2 events per year
  - e. Attending 2 SHARE meetings
4. The Treasurer shall pay all bills, and maintain the organization's financial records. Other duties of the Treasurer include:
    - a. Maintaining receipts and general ledger
    - b. Preparing the Charlotte H, Inc.'s annual financial report and budget for presentation to the organization at the bi-annual election meeting.
    - c. Preparing the annual financial information to be included on the end of year activity report submitted by the Secretary.
    - d. Filing necessary tax information to maintain 501(c)3 non-profit status
    - e. Preparing monthly financial status reports
    - f. Coordinating fundraisers
  5. The Parliamentarian shall have ownership of the Charlotte H, Inc. bylaws and the ability to enforce the bylaws when individuals are in violation. Other duties of the Parliamentarian include:
    - a. Following up with pending members regarding their diagnoses
    - b. Submitting any proposed amendment to these bylaws to the Board of Directors.
    - c. Calling and collecting votes
    - d. Hosting or co-hosting 2 events per year
    - e. Attending 2 SHARE meetings
  6. The Support Coordinator shall be responsible for locating a place for monthly SHARE support group meetings and coordinating other support oriented activities. Other duties of the Support Coordinator include:
    - a. Attending SHARE support monthly meeting
    - b. Hosting or co-hosting monthly Support chat
    - c. Welcoming new members
    - d. Hosting or co-hosting 2 events per year (can be support related or social)
  7. Members-at-Large shall assist the other Board of Director members when needed and attend board meetings. Other duties of the Members-at-Large include:
    - a. Performing administrative tasks requested by the President or Vice-President
    - b. Hosting or co-hosting 2 events per year
    - c. Attending 3 SHARE meetings
    - d. Acting as members of the website committee

## Section 4: Term of Office

Charlotte H, Inc. Board of Directors will remain active until they:

1. Have served a term limit of two years
2. Resign

### 3. Are deboarded

When a Board of Directors member makes his or her commitment to office, the commitment is to serve on the Board of Directors for a minimum of two years. Therefore, Board of Directors is discouraged from resigning before the two years of service have been completed. After the two year term limit, the officer has the option to resubmit an application for his or her position or for another opening on the Board.

## **Section 5: Nominations, Elections, and Deboarding**

The serving Board of Directors have the right to solicit nominations from Charlotte H community participants. However, election of executive officers will be done through a quorum majority of the Board of Directors. In the event a board member needs to be removed, this will also be done with 1) a warning from the President and 2) a quorum majority vote of the board.

## **Article 7 - Board Meetings**

### **Section 1: Regular**

Regular Board meetings shall be held on a monthly basis. Meeting place and time must be finalized no later than a week before the Regular meeting, unless an unforeseen emergency arises. Locations will be within 100 miles of all Board Members and may be held in North Carolina or South Carolina except that the location has been planned for a remote location with more than 25 days notice.

The Vice-President will email, text message, or call Board Members the week of the Regular meeting to remind them of the time and location. If there is no response, the Vice-President must call the Board Member. The Parliamentarian shall perform this duty if the Vice-President is unavailable. An agenda is required for all Regular meetings. Regular meetings are only open Board Members and individual invitees that are specified on this agenda. The agenda will be emailed to all invitees and Board Members prior to the Regular meeting by the Board Member presiding over the Regular meeting. Board Members may request that invitees leave the room during deliberation and executive voting. Regular Board meetings shall be confidential unless other provisions apply, i.e. "Sunshine Law". Business is not discussed with members that are not on the Board of Directors unless and until the information is shared to all members.

In the case of hardship, Board Members may attend electronically by speakerphone. If a vote is taken, the member on the speakerphone will participate in a Voice Vote or, if a Confidential Vote is needed, the Board Member can speak directly to the Parliamentarian to express their vote.

If a board member is absent for over sixty percent of the scheduled board meetings, this is just cause for deboarding.

## Section 2: Annual

Annual Meetings will be announced by placing an event on the Charlotte H, Inc. group calendar. The first Annual Meeting will be held no later than 365 days after the adoption of these bylaws and will be held at a date agreed upon by the Board of Directors. The location will be within 100 miles of Charlotte, North Carolina and may be held in North Carolina or South Carolina except that the location has been planned for a remote location with more than 25 days notice. The Annual Meeting will be open to the Charlotte H community members for the purpose of providing feedback to the Board of Directors in achieving the set forth values, guidelines, mission, and goals of Charlotte H, Inc. An agenda is required.

## Section 3: Special

Special meetings may be held in the event of urgent business that requires immediate attention. In this case, every effort shall be made to reach Board Members, Committee Members, and Individual Invitees in a timely manner so that as many as possible may be in attendance. Due to the spontaneous nature and immediate need when a special meeting is called, an agenda is recommended, but not required.

# Article 8 - Committees and Invitees

## Section 1: List of Committees

The following are the standing voluntary committees that are active at the writing of these bylaws. Members of these committees are active in the Charlotte H community, but they do not have Charlotte H, Inc. voting rights.

**Moderators/Volunteers** – This committee was selected by quorum majority vote of the board. Their duties are to help to enforce Charlotte H, Inc. by-laws on the online message board, approve memberships, post discussion starters to promote message board activity, help increase membership involvement online and locally, and host online scheduled chats.

**Community Liaison** – This committee was selected by quorum majority vote of the board. The duties are to promote group events to other H groups and work toward sponsoring co-hosted activities with other H groups in the United States.

**Event Hosts** – This committee is self-selected based on active participants who volunteer to host Charlotte H, Inc. events. All event hosts are required to fill out and abide by the Charlotte H, Inc. Host Guidelines (posted on the website). The event

coordinator is responsible for making sure all event hosts receive a copy of these guidelines and has the right to approve or deny all proposed events unless overridden by the Board of Directors.

Committee members may volunteer or may be asked to serve by the Board Members based on their talents, volunteering, and/or expressed interest. Committee participation is voluntary. Committees are created and dissolved by quorum majority Board vote. In the event that a Committee member chooses to resign, the Board of Directors will decide if that member needs to be replaced. Charlotte H board members and committee members cannot be active members in any group deemed a direct conflict of interest with Charlotte H<sup>1</sup>.

## Section 2: Individual Invitees

Invitees are individuals or small groups from within or out of the Charlotte H community (i.e., guest speakers or members that are experts on issues of interest), that volunteer specialized knowledge or talents at the request of the Board of Directors. They are not allowed access to the Charlotte H community unless they meet the requirements of membership. Individual invitees do not have Charlotte H, Inc. voting rights. Committee members and individual invitees will be dismissed if Board meeting deliberations involve discussion of confidential or personal information.

# Article 9 - Parliamentary Procedure

## Section 1: Governing Authority

Robert's Rules in Plain English, by Doris P. Zimmerman, copyright 1997, 1<sup>st</sup> edition, Harper Collins Publishing was adopted as the standard for Parliamentary procedure by the Board of Directors for Charlotte H, Inc. The Parliamentarian implements and enforces the bylaws within the group and provides guidance to the Board during meetings on issues involving the conduct of business. When issues arise that are not addressed by this publication or in the bylaws, the Board is consulted for input and decision making.

Parliamentary procedural minimal requirements for Board Meetings are:

1. Motions must be clearly stated by the President
2. Discussion is limited to the subject of the motion
3. Only one person may speak at a time and be respectful when doing so
4. A quorum of Board Members that are eligible to vote is required to call for a vote

---

<sup>1</sup> Amended 3/14/2010

Allowable voting methods during Board Meetings are Voice Vote and Confidential Vote. Voice Votes are vocal and accompanied by hand raising for an audio and visual count for accuracy by the Parliamentarian. Any Board Member may request that voting be a Confidential Vote and does not need to justify the reason. In a Confidential Vote, the motion is read by the President and members write their vote on a slip of paper. The Parliamentarian will collect, tally votes, and report the results.

Voting may also be done outside of Board Meetings by telephone and/or email. The Parliamentarian is responsible for contacting members for their votes, preserving the confidentiality, and reporting the results so that they are properly recorded. Once a quorum majority is reached, it is not necessary to gather further votes. In the absence of the Parliamentarian, the President or Vice-President can collect and count votes.

## Section 2: Voting Rights and Quorum

Only the Charlotte H, Inc. Board of Directors/Executive Board has voting rights. A majority of the Board of Directors must be present for any Regular, Annual, or Special meeting with business requiring an official vote.

Currently, a quorum is defined as four Board Members (a majority of seven Board Members). A quorum majority represents the majority vote of this quorum. For instance, if a meeting is comprised of a quorum of four Board Members, then three consensus votes are necessary to pass a motion. If a meeting is comprised of a quorum of seven Board Members, then four consensus votes are necessary to pass a motion. Any Board Member is allowed to motion for a vote. Once the motion has been seconded, the Board is required to vote unless a quorum has not been met. If a Board Member abstains from a vote, they are removed from the quorum for the purpose of that vote. If abstaining from the vote reduces the number below that of quorum, the vote will have to be postponed until a quorum can be reached.

## Section 3: Deciding Authority

Most Charlotte H, Inc. business is decided through quorum majority vote of the Board of Directors. However, the following business is not conducted through quorum majority vote:

**Board Meeting Minutes:** Approval of meeting minutes requires a motion and a second from the Board of Directors.

**Meeting Adjournment:** Approval of meeting adjournment requires a motion and a second from the Board of Directors.

**Open Vote:** Opening a vote requires a motion and a second from the Board of Directors.

**Message Moderation:** Message moderation for the Charlotte H online community is up to the discretion of each individual appointed as a Charlotte H moderator on a first-come-first-serve basis.

**Bylaw Amendments:** Amendments to the Charlotte H, Inc. bylaws are passed through a majority vote of the Board of Directors (See Article 10).

## **Article 10 - Amendment of the Bylaws**

These bylaws may be reviewed in the first 3 meetings after adoption to be sure they reflect current needs and practices of the group. After the first 3 months, bylaws will be reviewed as a task on the agenda every 6 months. Previous notice and a majority vote of all eligible voting Board Members are required to change bylaws. The bylaws being considered for revision will be placed on the agenda under General Orders, just before New Business. Bylaw amendments become effective immediately upon adoption and cannot be reconsidered unless there is a proviso within the motion to adopt. The current version of the Charlotte H, Inc. bylaws must be accessible via the CharlotteH.com website and also in hardcopy by request.

## **Article 11 - Dissolution**

Dissolution of Charlotte H, Inc. shall be by consent of the Board Members and consist of unanimous agreement of all its Executive Officers together unless dissolution is unavoidable for legal or financial reasons. If a unanimous decision to dissolve has been reached, the Board must allow 30 days for active Charlotte H community members to elect to form a new Board. This new Board must have the quorum majority approval of the existing board to move forward with the mission of Charlotte H, Inc. They also must meet the qualifications set forth in Article 6, Section 2. In the event of the dissolution of Charlotte H, Inc., any monies in the treasury shall be distributed to an active and registered Herpes and/or HPV related non-profit organization agreed upon by the Board. Where possible, notice shall be given to members of the dissolution of the group and plans for disbursement of funds no less than one week before the organization is disbanded.