



PolyColumbus
Nonprofit Corporation Code of Regulations

Last updated December 8, 2015

Section 1 - Purposes and Limitations of Activity

PolyColumbus (the “Organization”) provides a safe, comfortable, and welcoming community for those exploring or living ethical non-monogamy in Central Ohio. We envision a future where society accepts all consent-based intentional relationship structures.

The Organization is organized exclusively for charitable, educational, literary, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its Board Members, trustees, Officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Section.

The property of the Organization is irrevocably dedicated the purposes set forth in this Section, and no part of the net income or assets of the Organization shall ever inure to the benefit of any Board Member or Officer thereof, or to the benefit of any private individual.

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Code of Regulations, the Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in this Section.

The Organization shall have the power to do all lawful acts necessary or desirable to carry out its purposes.

Section 2 - Composition of the Board of Directors

The Organization shall be governed by a Board of Directors composed of not less than seven Board Members and not more than twelve Board Members. The Board of Directors shall initially have ten Board Members, and may change its number by majority vote. Decreases to the number of Board Members below the current membership shall not take effect until sufficient vacancies have otherwise occurred (e.g. resignation or non-renewal of a completed Board Member's term).

The initial composition of the Board of Directors, and initial terms, shall be:

1. Karen Hill (ends December 31, 2015)
2. Trina Gardinier (ends December 31, 2016)
3. Susan Porter-Pintz (ends December 31, 2016)
4. Chelsea Rose McDonnell (ends December 31, 2015)
5. Neil Wehneman (ends December 31, 2016)
6. Christopher Beheler (ends December 31, 2016)
7. August Brunsman, IV (ends December 31, 2015)
8. Richard Galante, Jr. (ends December 31, 2016)
9. Misty Taylor (ends December 31, 2015)
10. John Tucker (ends December 31, 2015)

Note that certain Board Members' initial terms are for slightly more than two years, being a one-time exception to the two-year terms noted in Section 3 below. Board Members shall be volunteers, serving on the Board of Directors without compensation for their time as a Board Member.

Section 3 - Joining or Leaving the Board of Directors

The Board of Directors shall be self-perpetuating, with the Board appointing replacement Board Members via a majority vote.

Qualifications for inclusion on the Board of Directors include:

1. Self-identification as polyamorous, open, ethically non-monogamous, and/or similar.
2. Residing or working in the geographic area served by the Organization.
3. Maintaining a reasonably active role in the activities undertaken by the Organization, such as regular attendance at public meetings.
4. A willingness to publicly identify, with their real name, as a Board Member of the Organization. Public identification will include listing on the Organization's website and in administrative filings.
5. A personal commitment to the financial health of the Organization, including giving a personally significant gift and/or raising funds.

Each Board Member shall serve for a two-year term, expiring on December 31 at midnight, renewable twice consecutively, before a one-year leave of absence from the Board is required.

The Board of Directors shall regulate the expiration of terms such that approximately half the Board Member terms shall expire at the end of a given calendar year. Such regulation may include limiting a new Board Member's initial term to less than two years.

In the last six months of a Board Member's term, the other Board Members shall vote to either renew a Board Member for another term, or to conclude that Board Member's service. In the event of a vote to conclude service (or a failure to vote to renew service), the other Board Members shall appoint a replacement Board Member effective January 1.

A two-thirds majority vote of the whole Board of Directors is sufficient to remove a Board Member for cause. The Board Chair may vote on removal votes. For purposes of calculating "the whole Board of Directors," the subject Board Member is excluded. Removal votes must occur at regular or special in-person meetings, unless there is unanimity of the whole Board of Directors (again, excluding the subject Board Member) via informal business.

Failure to attend two consecutive regular meetings without advance notice and explanation to the Board Chair will automatically result in a Board Member's removal from the Board of Directors.

Section 4 - Officers

The Organization shall have the following Officers. By internal practice, the Board of Directors may approve a more detailed job description to clarify any or all of the following Offices. The Board of Directors may also assign the Offices of Secretary, Treasurer, or Board Chair to simultaneous Co-Secretaries, Co-Treasurers, or Co-Chairs.

1. An Executive Director, having all necessary powers to manage the day-to-day operations of the Organization, as well as all other powers granted by law or custom to the President or Executive Director of an organization. Only Board Members are qualified to serve as Executive Director.

The Executive Director's power does not extend to setting a budget, creating inferior Officers or Committees, or overruling a directly applicable decision or policy set by the Board of Directors.

Karen Hill shall serve as the initial Executive Director.

2. A Deputy Executive Director, having all necessary powers to support the Executive Director in managing the day-to-day operations of the Organization, as well as all other powers granted by law or custom to the Vice President or Deputy Executive Director of an organization, or expressly delegated by the Executive Director. Should the Executive Director be unavailable or

unreachable, the Deputy Executive Director shall have the powers of the Executive Director until the Executive Director becomes available or reachable again. Only Board Members are qualified to serve as Deputy Executive Director

Trina Gardinier shall serve as the initial Deputy Executive Director.

3. A Treasurer, having all necessary powers to create, monitor, and otherwise control the financial accounts of the organization, as well as all other powers granted by law or custom to the Treasurer of an organization, or expressly delegated by the Executive Director. Only Board Members are qualified to serve as Treasurer.

Susan Porter shall serve as the initial Treasurer.

3. A Secretary, having all necessary powers to document and record the actions of the Board of Directors, to address legal filings required by the government, as well as all other powers granted by law or custom to the Secretary of an organization, or expressly delegated by the Executive Director. Only Board Members are qualified to serve as Secretary.

Chelsea Rose McDonnell and Misty Taylor shall serve as the initial Co-Secretaries.

4. A Board Chair, having all necessary powers to facilitate the orderly and effective running of the Board of Directors, as well as all other powers granted by law or custom to the Board Chair of an organization, or expressly delegated by the Executive Director. Only Board Members are qualified to serve as Board Chair. The Board Chair shall count towards quorum and take part in discussions, although unless otherwise authorized by the Code of Regulations or law, the Board Chair may vote only to break a tie (with the Board Chair's vote being controlling in such a circumstance).

Neil Wehneman shall serve as the initial Board Chair.

The Board of Directors may create other Offices or Committees as appropriate to conduct the business of the Organization. The Board of Directors shall designate each Office as either requiring a Board Member, requiring an individual not a Board Member, or neither. The Board of Directors shall similarly designate each Committee as requiring Board Members, requiring individuals not Board Members, or some combination thereof.

The Board of Directors shall invite non-Board Member Officers, Committees, and/or Committee Chairs to join the meetings, email discussions, or electronic discussions of the Board of Directors, as appropriate.

Section 5 - Conducting Business Informally

Each Board Member shall be a member of the PolyColumbus Slack group, and shall regularly

check that group for new notifications.

The Board of Directors may conduct business informally via the Slack group, with the express consent of at least a number of Board Members constituting quorum being sufficient to pass a matter. For purposes of informal business, the Board Chair shall not qualify as counting towards quorum.

Seventy-two hours (including weekends but excluding federal holidays) must pass prior to taking action on the passage of a matter, to allow time for other Board Members to comment (and potentially dissuade a prior affirmative voter). Any Board Member may reconsider their vote within this seventy-two hour window.

Prior to elapsing of the seventy-two hour period, any Board Member (including the Board Chair) may insist that the matter be discussed at the next regularly scheduled in-person meeting. With the express consent of the Board Chair and three other Board members, the Board Chair may call a special in-person meeting. Insistence by any Board Member that the matter be discussed at an in-person meeting makes the particular matter ineligible for informal handling via the Slack group.

At the next in-person meeting, the Secretary shall make a note in the minutes of any business conducted informally (whether passed or not) since the last meeting.

Section 6 - Meetings

Quorum for meetings shall be half of the Board Members then serving, rounded up to the next whole Board Member.

The Board of Directors shall meet at a regularly established time and place, confirmed and circulated at least two weeks in advance by the Board Chair, being not less frequently than once per quarter. Reasonable accommodations shall be made for Board Members who cannot attend in-person, but are available via videoconferencing or similar means.

With the express consent of three other Board Members, the Board Chair may call a special meeting for matters that are inappropriate or ineligible for informal resolution over the Facebook group. Absent an emergency, such special meeting shall occur no sooner than three days after the circulation of its time and place.

Section 7 - Multiple Interests in a Matter

The following governs Board Members who have multiple interests in a matter.

Background

Human beings are complex, with a variety of interests and motivations. Ethical

non-monogamy allows us to have multiple simultaneous intimate relationships, increasing the enjoyment we can share in this lifetime. Accordingly, board members and officers often have current or past relationships with those whose matters come before the board of directors. Additionally, board members and officers are often recruited to serve PolyColumbus based upon their experience and expertise leading other non-profits or businesses. Often the work of those other organizations intersect with the interests of PolyColumbus.

At the same time, board members and officers are required to take seriously their obligation to PolyColumbus. We serve PolyColumbus, and not the other way around.

A bright line of “anyone with a conflict of interest, regardless how trivial, shall be completely segregated off from the matter” would be simple, easy, and wrong. Those with multiple interests in a matter often have critical facts and unique perspective to share. To say that the only witness to an incident cannot disclose their interests and then share their experience — but instead must be silenced due to “a conflict of interest” — is to suffer the absurd.

A more modular approach is necessary.

The Four Levels of Multiple Interests

To create a more modular approach, PolyColumbus recognizes four levels of multiple interests:

1. **Minor**, such as a prior relationship to persons, places, organizations, or other things where the relationship has ended without incident.

Interests of a Minor level warrant disclosure, but do not require any change in the affected person’s discussion, lobbying, or voting on the matter. The disclosure of Minor multiple interests shall be recorded in the minutes of the meeting.

2. **Moderate**, such as a current relationship to persons, places, organizations, or other things that have minimal impact on decision making. Typical examples would include being peer-level co-workers or casual intimate relationships.

Interests of a Moderate level warrant disclosure and abstention from the vote. However, those with a Moderate multiple interest may still share relevant information they have, answer questions raised by others, and recommend a course of action. The specifics of the Moderate multiple interest will determine if and when the affected person should leave the (metaphorical or actual) room so that deliberations can occur outside of their presence.

- 3. Significant**, such as a current interdependent relationship to persons, places, organizations, or other things that have significant impact on decision making. Typical examples include workplace reporting relationships and intimate relationships of a non-casual character.

Interests of a Significant level warrant disclosure and abstention from the vote. However, those with a Significant multiple interest may still share relevant information they have, answer questions raised by others, and, if requested by disinterested persons, recommend a course of action. The specifics of the Significant multiple interest will determine if and when the affected person should leave the (metaphorical or actual) room so that deliberations can occur outside of their presence.

- 4. Acute**, such as a direct and substantial financial benefit from a person, place, organization or other thing resulting from the transaction. Typical examples include ownership interests, board membership in a relevant organization, or intimate relationships of a live-in or financially commingled character.

Interests of an Acute level warrant disclosure and abstention from the vote. By default, those with Acute multiple interests should be fully segregated off from the matter. However, such persons may still have relevant information to share in answer to questions from disinterested persons. The specifics of the Acute multiple interest will determine if and when the affected person should leave the (metaphorical or actual) room so that deliberations can occur outside of their presence.

Handling Difficulties in Classification

In the event consensus cannot be reached on the level of a multiple interest (e.g. Minor or Moderate) and how to manage it, the board of directors (less the person holding the multiple interest) should preliminarily vote on classifying and managing the multiple interest. Those who believe they have Minor multiple interest(s) or above shall abstain from that vote, but may ask and answer questions or recommend a course of action.

In the rare case that two or fewer board members lack such multiple interests, the spirit of the “law of necessity” shall allow those with Minor but not Moderate or above multiple interests to take part in the preliminary vote on managing the classification-disputed multiple interest. This process may repeat itself at the Moderate level in the exceptional case if two or fewer board members remain without Minor multiple interests.

Example: Angela discloses a multiple interest in the matter. She asserts the interest is Minor-level, but a few fellow board members disagree and feel it is Moderate-level. Bob and Charlie each have Minor multiple interests (and no one

disputes that characterization). No one else has a multiple interest. The full board of directors, less Angela, Bob, and Charlie, should vote to determine the level of Angela's multiple interest, and then move forward accordingly. Angela, Bob, and Charlie may take part in discussions and lobbying (but not voting) to determine the level of Angela's multiple interest.

Further Example: The same situation as above, only now the entire board of directors has Minor-level multiple interests, except for Diana (who has no multiple interest) and Angela (who has a multiple interest of disputed level). As Diana is two or fewer board members, under the "law of necessity" those with Minor-level multiple interests may take part in the vote to determine the level of Angela's multiple interest.

Transactions Involving Multiple Interests

Even if consensus is immediately reached on managing a multiple interest, any transaction or vote involving any multiple interest of Moderate level or above shall be approved only when a majority of board members lacking Moderate level or above multiple interests determine that it is in the best interest of PolyColumbus to do so.

The minutes of meetings at which such votes are taken shall record the details of such multiple interest(s), what disclosures were made, and the plan that was agreed to for resolving the matter (e.g. allow others to ask questions of the person with multiple interests but otherwise keep them segregated from the matter). The minutes shall also include a brief rationale underlying the final vote on the matter.

As a special case, any board member may unilaterally choose to completely segregate themselves from a matter without further explanation.

Section 8 - Members

The Organization shall not have members for purposes of not-for-profit governance. Only the Board of Directors shall govern the Organization.

The Organization may offer memberships to those who wish to financially support the Organization. Such memberships will not provide the member a vote for the Board of Directors, a vote on setting policy or any other action of the Organization, or any other power over the governance of the Organization. Any benefits of membership shall meet any limitations imposed by the Internal Revenue Service for deductibility of otherwise tax-exempt contributions.

Section 9 - Distribution of Assets on Dissolution or Final Liquidation

Upon the dissolution of the Organization, assets shall be distributed for one or more exempt

purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The Organization's Board of Directors shall vote on a nonprofit recognized by the IRS as a 501(c)(3) organization to receive the Organization's assets, with a preference towards those entities with a connection to Central Ohio and the purposes defined in Section 1. Should the Organization's Board of Directors be unable to agree upon a lawful recipient of the Organization's assets, the assets shall be transferred to the State of Ohio's general treasury.

Section 10 - Duration

The duration of the Organization is perpetual. There is no pre-set time for termination of the Organization.



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for Nonprofit Corporation Code of Regulations

The core of the PolyColumbus Mission is empowering individuals that either self-identify as polyamorous, open, or ethically non-monogamous, or are exploring such possibilities. Part of this empowerment comes from serving organizations with similar goals by documenting best practices and creating other resources for successfully running such an organization.

Good policies and related documents facilitate the orderly and sustainable growth of communities and events that advance the PolyColumbus Mission, whether in the Columbus, Ohio area or elsewhere.

PolyColumbus does not claim a monopoly on wisdom. What we do claim is fifteen years (and counting) as an organization, and leadership with relevant and valuable education, experience, and training. We have confidence in the documents we draft, as well as the humility to revise them when necessary in light of experience.

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