



MISSION STATEMENT

BCC Full Spectrum Community Outreach Foundation Corporation is a nonprofit public charity dedicated to fostering a community in which all LGBTQIA+ individuals and allies in the Mahoning Valley can thrive as healthy, equal, and complete members of society.

We promote inclusion, education, advocacy, and mental and emotional wellness through direct outreach, community programming, and partnerships that empower individuals and strengthen families.

Our mission is to create safe, affirming spaces, reduce barriers to essential resources, and cultivate understanding across all identities — building a region where diversity is celebrated and every person is valued.

BYLAWS OF BCC FULL SPECTRUM COMMUNITY OUTREACH FOUNDATION CORPORATION

(An Ohio Nonprofit Public Charity Corporation)

Article I – Name and Principal Office

1 The name of this organization shall be BCC Full Spectrum Community Outreach Foundation Corporation ("the Corporation"). Known as: Full Spectrum Community Outreach

2 The principal office shall be located at 660 W Earle Avenue, Youngstown, Ohio 44511, or such other place as designated by the Board of Directors.

Article II – Purpose

1 The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2 The Corporation's purposes include, but are not limited to:

- a. Providing outreach, education, and advocacy to promote the equality and well-being of LGBTQIA+ individuals and their families.
- b. Offering mental, emotional, and social support through community programs, peer groups, and referrals.
- c. Supporting inclusive community development and fostering partnerships with allied organizations.
- d. Conducting fundraising, grant seeking, and events to support the charitable mission.

3 No part of the Corporation's net earnings shall insure to the benefit of any private individual. The Corporation shall not carry on propaganda or attempt to influence legislation as a substantial part of its activities, nor participate in any political campaign.

Article III – Membership

- 1 The Corporation shall have no voting members.
- 2 All powers of the Corporation shall be exercised by or under the authority of the Board of Directors.

Article IV – Board of Directors

- 1 Authority and Responsibility: The Board of Directors shall be the governing body of the Corporation, responsible for overall policy, financial oversight, and strategic direction.
- 2 Number and Composition: The Board shall consist of no fewer than three (3) and no more than five (5) Directors.
- 3 Eligibility: Directors must support the mission and values of the Corporation and be of legal voting age in the State of Ohio.
- 4 Term of Office: Directors shall serve terms of two (2) years, renewable without term limits.
- 5 Election: Directors shall be elected by majority vote of the sitting Board.
- 6 Resignation and Removal: Any Director may resign by written notice. A Director may be removed with cause by a two-thirds (2/3) vote of the remaining Directors.
- 7 Vacancies: The Board may fill any vacancy for the unexpired portion of the term.

Article V – Officers

- 1 Officers: The officers of the Corporation shall be a President (or Chair), Vice President (or Vice Chair), Secretary, and Treasurer.
- 2 Election and Term: Officers shall be elected every 2 years by the Board of Directors.
- 3 Duties:
 - President: Presides at meetings, represents the organization publicly, and ensures execution of Board decisions.
 - Vice President: Assists the President and assumes duties in their absence.
 - Secretary: Maintains official records, minutes, and notices.
 - Treasurer: Oversees financial records, budgeting, and reports.
- 4 Officers must also serve as Directors.

Article VI – Committees and Operational Management

- 1 Committees: The Board may establish standing or ad hoc committees (e.g., Finance, Fundraising, Outreach, Programs) as needed to carry out its work.
- 2 Committee Chairs: Shall be appointed by the Board President and approved by the Board.
- 3 Operational Manager/Volunteer Coordinator:
 - a. The Board may appoint an Operational Manager to oversee daily activities, volunteer committee leaders, and committee members, and administrative tasks.
 - b. The Operational Manager shall serve as a non-voting staff position under the supervision of the Board.
 - c. The position may be volunteer or compensated, at the discretion of the Board and in compliance with nonprofit law.

Article VII – Meetings

- 1 Regular Meetings: The Board shall meet at least quarterly, with additional meetings as needed.
- 2 Annual Meeting: An annual meeting shall be held for election of officers, approval of reports, and planning.
- 3 Quorum: A majority of Directors then in office shall constitute a quorum.
- 4 Voting: Each Director has one vote. Proxy voting is not permitted.
- 5 Notice: At least seven (7) days' notice shall be given for all regular meetings.

Article VIII – Conflict of Interest

All Directors, Officers, committee members, staff and volunteers shall avoid conflicts between personal and organizational interests. A Director with a potential conflict shall disclose it and abstain from discussion and voting on related matters.

Article IX – Fiscal Policies

- 1 The fiscal year shall begin on August 1 and end on July 31 each year.
- 2 The Board shall adopt an annual budget and ensure proper accounting practices.
- 3 All funds shall be used exclusively for the charitable purposes of the Corporation.

Article X – Indemnification

To the fullest extent permitted by Ohio law, the Corporation shall indemnify Directors, Officers, and authorized agents against expenses and liabilities incurred in connection with their service to the Corporation.

Article XI – Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided at least ten (10) days' notice of the proposed amendment has been given.

Article XII – Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to a local public charity with a similar mission. No assets shall be distributed to any private individual.

Adopted by the Board of Directors on: NOVEMBER 27th, 2025

Signatures:

• ~~Tim Bortner~~ 11-27-25 Timothy Bortner, President

• Frank Amato Frank Amato, Vice-President

• Mai Ali Mai Ali, Secretary