



Bylaws

The Bylaws of
Spectra

the Association for LGBTQ+ Mathematicians

Version

3

Adopted as Amended

January 9, 2025

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Preamble

To promote the professional development and well-being of LGBTQ+ people and their allies in mathematics, we—a group of LGBTQ+ people in the mathematical community, along with their allies—hereby ordain and establish these Bylaws, which include this Preamble, for Spectra, the Association for LGBTQ+ Mathematicians.

Article I: Organization

Section 1.1. Name

This organization is named “Spectra, the Association for LGBTQ+ Mathematicians” or “Spectra” in short.

Section 1.2. Purpose

Spectra’s purpose is to:

1. Support the professional development and well-being of LGBTQ+ people and their allies in mathematics
2. Advocate for the advancement and well-being of LGBTQ+ people in mathematics
3. Empower LGBTQ+ people to bring their whole and authentic selves to the mathematical community
4. Foster inclusive and affirming environments in mathematical spaces for LGBTQ+ people and their allies.

Spectra has a capacious view of the mathematical community, including current and former mathematicians, educators, students, communicators, hobbyists, those in industry, those in government, and those with interest in mathematics.

Section 1.3. Non-profit Organization

This corporation is organized and operated exclusively for the purposes set forth within the meaning of Internal Revenue Code section 501(c)(3).

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

The property of this corporation is irrevocably dedicated to the purposes set forth herein and no part of the net income or assets of this corporation will ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Notwithstanding any of the above statements of purpose and powers, this corporation will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

Article II: Membership

Section 2.1. Eligibility

Any person is eligible to be a Member, unless disqualified, as per § 2.7.

Section 2.2. Non-Discrimination

Participation in Spectra cannot be abridged or denied on the basis of sex, gender, gender identity, gender expression, sexual orientation, race, ethnicity, color, religion, age, national origin, veteran or service status, disability, or genetic information.

Section 2.3. Affiliates & Chapters

The Council may recognize other established organizations as Affiliates. The Council may also provide for recognized Chapters, organized locally to represent Spectra's interest in a particular community. The Council may remove Affiliates or Chapters and their recognition at any time.

Section 2.4. Registration

The Secretary will provide a mechanism for registering membership that is reasonably accessible and quick. A person, unless disqualified, is a Member once registered with their capacity and consent until terminated or disqualified.

Section 2.5. Dues

No dues are required to become a Member. The Council may set dues for Affiliates or Chapters.

Section 2.6. Termination & Inactivity

The Secretary will provide a mechanism for voluntarily terminating membership that is reasonably accessible. The Secretary may terminate membership if they believe, in good faith, that the Member is deceased or otherwise incapacitated beyond participation in Spectra. The Secretary may prescribe a mechanism, which is reasonably accessible and relatively infrequent, to verify a Member is at least minimally active, and if not, then to terminate their membership.

A person whose membership is terminated can re-register at any time, pursuant to [§ 2.4](#).

Section 2.7. Disqualification

The Council can disqualify, with due process and notice, any person for negligence, malfeasance, or misconduct from membership. Upon disqualification, they are removed from membership and all Spectra positions, including those on the Board, the Council, on any Committee, or within a Chapter; these positions will be vacant and can be filled as permitted by these Bylaws.

The Council or Board may act to remove such disqualification from a person at any time and such a person may re-register as a Member, pursuant to [§ 2.4](#).

Article III: Board of Trustees

Section 3.1. Powers

Spectra is governed and managed by its fiduciary Board of Trustees (“Board”). Consistent with the law and these Bylaws, it can act in any way necessary and proper way to ensure the well-functioning of this organization and, in extraordinary and emergency situations, assume the full powers of any Spectra position or body, including the Council. The Board administers Spectra’s funds, has exclusive legal control over the organization, owns its assets, can make contracts, and conducts its business affairs in general.

Section 3.2. Composition, Terms, Eligibility, Selection

The Board will have five equal Trustees: the President *ex officio*, and four distinct Regular Trustees. Pursuant to [Article VII](#), the Regular Trustees are elected to four-year terms, staggered so one term expires each year. Only Members can be Trustees.

Section 3.3. Consent & Governance

The Board can only act with its consent, which is the assent of a strict majority of people on the Board. The President presides over the Board, while the other Officers and President-elect sit with the Board, but are not *ex officio* Trustees. The Board will meet at least twice per year.

Section 3.4. Removal & Vacancies

The Board can remove, with due process and notice, a Trustee for negligence, malfeasance, misconduct, or if, in good faith, believed deceased or otherwise incapacitated from discharging their duties. A Trustee is removed automatically if disqualified, as per § 2.7. A Trustee may resign by notifying the Board and the Council.

The President, with the Council's consent, can fill Board vacancies with any Member to serve through the remainder of the respective term.

Article IV: Council

Section 4.1. Powers

The Council supervises all operations of Spectra, directs its day-to-day affairs, and implements, where necessary, these Bylaws through enacting policies.

Section 4.2. Composition, Terms, Eligibility, Selection

The council is composed of its equal Councilors: the Officers, the President-elect, the Standing Committee Chairs, and two distinct at-large Councilors. Only Members can serve in any position on the Council. Officers and the President-elect are selected as per [Article V](#) and Standing Committee Chairs as per [Article VI](#).

The two at-large Councilors assist with any and all Spectra operations, and may be given powers and duties by the Council. They are elected as per [Article VII](#) to two-year terms, one beginning even years, the other odd years. One person may not serve as one at-large Councilor and as the other at-large Councilor, as Chair of any Standing Committee, as President, or as President-elect.

Section 4.3. Consent & Governance

The Council can only act with its consent, which is the assent of a strict majority of people on the Council. The President presides over the Council. The Council will meet at least eight times per year in a time, manner, and place it decides.

Section 4.4. Removal & Vacancies

The Council can remove, with due process and notice, an at-large Councilor, Standing Committee Chair, Officer, or President-elect, for negligence, malfeasance, misconduct, or if, in good faith, believed deceased or otherwise incapacitated from discharging their duties. If a person is disqualified as per [§ 2.7](#), they are removed automatically from any position that sits on the Council. A Councilor or Officer may resign by notifying the Council.

If the President, any at-large Councilor, or a Standing Committee Chair position is vacant, the Council can fill the vacancy through the remainder of the term: by selecting a Member or by directing the Secretary to hold a Special Election or to add the position to the next General Election. A President-elect can only be selected by a General Election. Officers, excluding the President, can only be selected as provided by [Article V](#).

Section 4.5. Direct Petitions

The Council will establish a reasonably accessible method by which Members may directly bring forward matters to it.

Section 4.6. Statements & Institutional Positions

The Council can direct the President to make formal statements on behalf of Spectra as a whole and its Members. Statements should be carefully rendered and should align with Spectra's purpose, values, and priorities.

Article V: Officers

Section 5.1. Composition

There are four Officers of Spectra: the President, the Vice President, the Secretary, and the Treasurer.

Section 5.2. Terms, Eligibility, and Selection

Only Members may serve as an Officer or President-elect. The President is elected annually as per [Article VII](#), and such person first has a one-year term as President-elect and then a one-year term as President, unless they are the current President, wherein they serve a subsequent two-year term as President and there is no President-elect during the first year.

The President, with the consent of the Board, appoints the other Officers, including in cases of vacancy; their terms will coincide with the President that appointed them.

Section 5.3. President: Powers & Duties; Ineligibility

The President is responsible for leading Spectra and managing its activities in accordance with the Bylaws, policies, and procedures. The President presides over meetings of the whole organization, Business Meetings, Special Meetings, and meetings of the Council, and of the Board. The President will keep the Board and Council fully informed about the activities of Spectra. The President has the power alone to sign all contracts authorized by the Board and will perform all other duties as assigned by the Board or Council.

The President may not hold any other Officer position, position on the Council, or be a Regular Trustee. Upon becoming President, they are removed from all such positions.

Section 5.4. Vice President: Powers & Duties

The Vice President will assist the President and assume the duties and responsibilities of the President, when the President is determined unable to do so, either by the President or a decision of the Council or the Board.

Section 5.5. Secretary: Powers & Duties

The Secretary keeps all records of the activities of Spectra, including, but not limited to: the minutes of meetings; membership records; the names of past and current Trustees, Councilors, and Officers; the names of past and current Chairs and Delegates of Committees; the votes in any Election; official correspondence; financial records; any petitions; any statements or institutional positions; the current copy of these Bylaws; and any other important or material records.

Section 5.6. Treasurer: Powers & Duties

The Treasurer will maintain the financial records of Spectra (along with the Secretary) and manage its assets and funds. The Treasurer has the sole authority to pay or authorize payment of all receipts, bills, and disbursements on behalf of Spectra; and the sole authority to accept or authorize acceptance of money, funds, and assets on behalf of Spectra.

Article VI: Committees

Section 6.1. Standing Committees

Spectra has Standing Committees on:

- 1. the Profession**

It supports the professional development of LGBTQ+ mathematicians and of allies; promotes allyship in the entire mathematical community; and organizes events and programming in furtherance of its mission.

- 2. Membership**

It promotes community among LGBTQ+ mathematicians and allies, via visibility campaigns like the Out list and Ally list; promotes Membership pursuant to Spectra's purpose; and supervises the chapters.

- 3. Outreach & Development**

It builds an inclusive mathematical environment for LGBTQ+ mathematicians; oversees Spectra's media presence; showcases the work of the organization and its members; keeps the membership informed of what work is being done; and develops and fundraises.

- 4. Advocacy**

It advocates for a just and inclusive community for LGBTQ+ people and their allies in the mathematical community; tracks potential issues for Members; and advocates to the Council, the Board, and other organizations to take appropriate action.

5. **Equity, Diversity, Inclusion, and Accessibility (EDIA)**

It coordinates and interfaces with other affinity-based mathematical organizations to further the interests of Spectra's Members; and promotes an inclusive climate within Spectra.

Section 6.2. Standing Committee Chairs: Selection

The Chairs of the Standing Committees are elected pursuant to [Article VII](#) to serve two-year terms. No person may serve as the Chair of multiple Standing Committees.

The Chairs of the Committees on the Profession, Outreach & Development, and EDIA have terms that start on odd-numbered years, while the other Standing Committee Chairs have terms that start on even-numbered years.

Section 6.3. *ad hoc* Committees

Any Councilor of Spectra can form, by notifying the Council, an *ad hoc* committee and designate any Member as the initial Chair for this committee, but Chairs of *ad hoc* committees are not *per se* Councilors. A Councilor may assign or revoke some of their duties or their powers to an *ad hoc* committee. The Council may assign or revoke additional duties or powers to an *ad hoc* committee or dissolve an *ad hoc* committee.

Section 6.4. Committee Chairs: Power & Duties

Each Committee will have a person as Chair who presides over it and has the full power and duty to execute the obligations and responsibilities of their Committee. The Chair determines the governance of their respective Committee and can take any action in good faith in furtherance of the Committee's purpose, so long as they comport with these Bylaws and decisions and policies of the Board or Council. Only Members may serve as a Chair.

The Council can assign additional duties to a committee. The Council can direct a Chair to execute or refrain from executing any of their powers as Chair.

Section 6.5. Committee Chairs: Removal & Vacancies

The Council may dismiss an *ad hoc* Committee Chair at any time and may appoint any Member as *ad hoc* Committee Chair. Standing Committee Chairs may be removed and their vacancies may be filled pursuant to § 4.4.

Section 6.6. Committee Delegates

A committee Chair can delegate responsibilities to their committee's Delegates, who compose the committee. A Chair can appoint or dismiss, or be directed by the Council to do so, any Member as Delegate.

Article VII: Elections

Section 7.1. Participation

All Members have one equal vote in any election. Any Member, but only Members, are eligible for all elected positions.

Section 7.2. Election Types

The Secretary will run a General Election each year for any elected positions whose terms expire in the following year or for any vacant position as directed by the Council. The Council can direct the Secretary to run a Special Election for vacancies.

Section 7.3. Nominations

A person who is a member must be nominated to run for a position. The Secretary will prescribe a reasonably accessible manner to solicit such nominations with basic information and a candidacy statement. For Council positions, Members must nominate themselves; any Member may do so. For the Board, the President has the exclusive power to nominate a Member, and should nominate exactly one Member for Trustee.

A person may be nominated for multiple positions, but cannot be nominated for a combination of positions that, if held when the respective terms begin, along with other positions they may hold, are not permitted by these Bylaws.

The Secretary will ensure nominees' capacity and consent before placing them on the ballot.

Section 7.4. Ballots

Elections will happen by secret ballot, as prescribed by the Secretary. For each position, the options will be: all confirmed nominees with their biographical information and statements of candidacy; “no confidence;” and a blank option.

The winning selection is the option that receives the most votes of the ballots cast, excluding blanks. If the winning selection is “no confidence,” then the position will be vacant at the start of the next term. Otherwise, the winner will assume the position, except for the President position, at the start of the next term. For the President position, the winner will become the President-elect and then President, unless currently President, in which case they remain President, pursuant to § 5.2.

Section 7.5. Timeline

With the Council’s consent, the Secretary will set a timeline for an Election in advance, so long as General Elections are concluded by December 15. The Members will be given reasonable notice of the timeline.

Section 7.6. Common Term Date

All terms begin on February 1 and expire on January 31.

Article VIII: Meetings & Activities

Section 8.1. Business Meetings

The President will schedule at least one Business Meeting per year in a reasonable time, manner, and place, where all Members have the right to and are encouraged to attend.

Section 8.2. Special Meetings

The President, at the direction of the Board or with the Council's consent, may convene a Special Meeting, where all Members have the right to and are encouraged to attend.

Section 8.3. Accessibility Statement

Meetings will be held in an accessible manner with reasonable accommodations for Members who wish to participate.

Section 8.4. Other Meetings, Activities, and Programming

The Board, Council, or Committees can schedule additional events, activities, and programming in line with their responsibilities and Spectra's mission.

Article IX: Compliance

Section 9.1. Fiscal Year

The Fiscal Year will coincide with calendar years. For the avoidance of doubt, times and dates will be measured according to those in Gaithersburg, Maryland in the United States of America as determined by the United States National Institute of Standards and Technology, or its successor.

Section 9.2. Indemnification

Any person who serves, or has served, as an Officer, Councilor, Trustee, Committee Chair, Committee Delegate, or in any other capacity, may be indemnified by Spectra, to the fullest extent permitted by law, against any expenses actually and necessarily incurred in connection with any action or proceedings arising from the fact that such a person is or was an agent of Spectra.

Section 9.3. Legal Compliance, Severability

These Bylaws are valid insofar as they comport with the laws in any jurisdiction to which Spectra is subject. If any portion is found inconsistent with such laws, the rest of the Bylaws will remain in full force and effect with any necessary modifications or omissions applied only to the inconsistent portions, ensuring the remainder of the Bylaws remains intact and enforceable.

Article X: Amendments

With the consent of the Board, the Council can propose an amended version of these Bylaws. If two-thirds of the Members present at a Business or Special Meeting or if two-thirds of the Members voting in a General Election or Special Election assent to the proposed amended version, then the whole of the proposed amended version shall become the Bylaws of Spectra.

Article XI: Dissolution

Only the Board may act to dissolve this organization.

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, scientific, literary, or educational purposes, as directed by the Board or a competent court.



Certificate of Amendment

Let it be known that, on January 9, 2025, the Members of Spectra, the Association for LGBTQ+ Mathematicians, have exercised their power to amend Spectra's Bylaws.

Pursuant to Article 7, Section 2 of the second version of the Bylaws, at a properly called Business Meeting, two-thirds of Members present voted affirmatively to amend the Bylaws to their third version, to which this certificate is affixed. The whole Bylaws are now the Preamble and 11 Articles in 24 pages.

By signing this Certificate, we attest that these Bylaws were amended fairly, lawfully, and in accordance with the same.

A handwritten signature in black ink, appearing to be "Michael A. Hill", written over a horizontal line.

Michael A. Hill
President

A handwritten signature in black ink, appearing to be "David Crombecque", written over a horizontal line.

David Crombecque
Treasurer

Done this ninth day of January in the year 2025
during the *Joint Mathematics Meetings* in the City of Seattle
in the State of Washington of the United States of America