

Bylaws of the Organisation Named Global Interfaith Network for People of all Sexes, Sexual Orientations, Gender Identities and Expressions GIN-SSOGIE



1. Policies for Ethical Standards

1a. GIN is an egalitarian, inclusive, and participatory organisation. We actively resist the systems of violence and marginalisation, such as white supremacy, economic exploitation, and patriarchy, that harm and divide our community.

1b. We practice respect and acceptance of our Members' religious beliefs and personal political, social, and cultural choices in so far as they align with the purpose, aims, and values of the organisation.

1c. GIN does not tolerate proselytising, misogyny, sexism, classism, racism, transphobia, Islamophobia, anti-Semitism, able-ism, and other expressions of structural, institutional, and interpersonal violence and domination.

1d. Our non-discrimination policy prohibits the discrimination with respect to membership and participation in our organisation on the basis of sex, sex characteristics, race, color, age, national origin, religion, disability, marital status, sexual orientation, gender identity, gender expression, language, citizenship, HIV/AIDS status, or pregnancy status.

1e. GIN is an Equal Employment Opportunity (EEO) organisation. GIN prohibits discrimination with respect to the hiring or promotion of individuals, conditions of employment, disciplinary and discharge practices or any other aspect of employment on the basis of sex, sex characteristics, race, color, age, national origin, religion, disability, marital status, sexual orientation, gender identity, gender expression, language, citizenship, HIV/AIDS status, or pregnancy status.

1f. All events and meetings will be accessible for differently-abled people.

1g. GIN's current focus religious communities are Hinduism, Buddhism, Judaism, Islam, and Christianity. Through programming and organisational partnership, GIN will work to expand its competency and authentic representation of additional faith systems, spiritualities, and traditions.

2. Commitment to Centering Key Affected Contexts

Centering people in Key Affected Contexts ("KAC" is an expansion on what is often termed the "Global South") shall show up in our work in the following ways:

- a. Maintaining a diverse Membership of entities and individuals, in recognition of the dangerous realities many face if and when our members try to register an individual and/or organisation
- b. Maintaining a Membership that is a majority KAC located or rooted and rectifying any imbalance with additional recruitment
- c. Maintaining a majority of KAC representation in Board and Secretariat positions
- d. Facilitating through multiple channels the participation of all our members in the annual General Members Meeting (GMM) so that we are as democratic and
- e. inclusive as possible
- f. Inviting a majority of KAC located or rooted participants to GIN Conferences

3. Acquiring and Maintaining Membership

3a. Application

Applications to GIN membership are promoted online and during GIN-led and GIN- attended events. They can also be recommended by GIN members and leaders at any time throughout the year.

Full Members, whether Individuals or Entities, can apply online at any time. Applications may also be made available at in-person events.

The Secretariat in consultation with the relevant regional Board member is responsible for approving Memberships and verifying the location of the Member for purpose of Region designation. Members may make the case that their geographic identification is different than where they currently live. In the case of a dispute, the Board will make the final determination on their regional designation. (See GIN Constitution article 5a for details on membership criteria).

Entities must designate a contact person for the Membership. The designated contact may not hold an Individual Membership in addition to being the contact for the Entity Membership.

The GIN Secretariat in consultation with the relevant regional Board member makes a recommendation to the board who approves all Membership applications, suspensions, and terminations. All applications must be decided, within 16 weeks of receiving the application.

3.b Membership Renewal

The Secretariat will send out a request for membership renewal by April 1st biennially in the years in which there is a GMM to all eligible members, which will include the opportunity to update contact details.

The Membership renewal deadline is July 1st biennially. Members will be notified of their status by September 1st biennially.

Membership is subject to renewal for the first time in the calendar year in which there is a GMM following the year in which the Member is approved.

4. Membership Engagement

4a. GIN regional conferences

GIN must convene regionally in conferences where local Members may attend in person, though attendance will be subject to application and approval. All regional conferences must happen within a time frame of 3 years.

The regional Conferences' size and length may be constrained by limitations that protect the sustainability of the work with respect to the safety of our members as well as cost, discussion of certain major issues concerning strategic choices, and to fostering authentic, long term relationships among Members, Secretariat, and Board.

The regional Conferences are meant to integrate our Members in the ongoing work of GIN and provide a point of accessibility, capacity building, and training for our Members. Preference for location should be granted to countries in the Key Affected Contexts of the region.

The regional GIN Conferences are styled as work retreats in which regional Members gather in working groups that align with GIN's strategic programming areas. GIN shall provide the venue and support to aid Members in building capacity, knowledge, and skill sharing. Member-led work shall align with and embody the purpose, aims, and values of GIN. The Secretariat will provide support, mentorship, and accompaniment to Members.

The regional Conference is a key component of how GIN develops new programming, strengthens relationships with Members, and creates global representation.

4b. The General Members Meeting (GMM)

The GMM is the venue for reflecting on business, administrative, operational, and aspirational matters, such as strategic planning within different regions.

The GMM must be convened at least biennially no more than 26 months after the previous GMM.

The GMM is an online convening, though it may be supplemented by an in-person Forum at a GIN regional conference or some other venue. All voting must take place online so that the process is as open and accessible to our Membership as possible while not favoring the votes of those who are able to attend an in person meeting.

The GMM topics of discussion, ratification, and/or confirmation include but are not limited to: the strategic plan, finances, elected positions, current politics and trends and how they impact the future of the organisation, resolutions, and amendments.

This does not mean, however, that all of the items which are part of the day to day effective running of the organisation must await a GMM for confirmation or ratification in order for the Board and Secretariat to move forward on the implementation of GIN's aims.

The GMM provides a platform for members to offer guidance, priorities, review, and formal and consistent mandate to the organisation's work to date alongside recommendations for the future course of GIN activities.

4c. Additional Formats for Consultation

The Secretariat and Board shall make available channels for interaction, critique, and review from our Members via our website or other appropriate online means and integrate reflective and analytical practices into our programming that generate lessons and Member engagement in the running and development of the organisation.

5. Leadership Dynamics Among Membership, Secretariat, Board and Advisory Council

5a. Membership

The role of Membership is to organize local, regional, or international programming that resonates with GIN's purpose, aims, and values and their own community's needs.

Members participate in GIN-designed programs and ground GIN's collective work at the local level in order to make our work relevant to LGBTI people around the world.

Members provide essential guidance on shaping the aims, values, and purpose of the organisation and partner with the Board and Secretariat to enrich GIN programs and practice leadership in partnership with GIN.

Members receive the benefits of networking, educational resources, training where possible, mentorship and support from staff where possible, and a sense of community, healing, and belonging.

5b. Secretariat

The Secretariat provides guidance, mentorship, functional support, and accountability mechanisms to Members' work plans.

The Secretariat will accompany our Members throughout their work plans so that GIN's activities grow organically from the communities GIN represents.

The Secretariat must also ensure that GIN Members' work plans and GIN's programming function within the current political and funding landscapes in which GIN participates.

In addition, the Secretariat participates in designing and coordinating GIN programs that feature our Members' leadership.

In an ongoing effort toward inclusive collaboration, the Secretariat and Board will seek Member participation and leadership for human rights events, public speaking opportunities, conferences, campaigns, regional meetings, and trainings.

The Secretariat's responsibilities include but are not limited to communications, program management, ensuring that programming adheres to grant agreements, coordinating, convening, and mentoring members to the extent that capacity allows, building relationships with colleagues, and supporting the continuing evolution of programming and politics of the organisation.

5c. Board

The purview of the Board of GIN ("Board") is primarily:

- Recruiting, hiring, and overseeing the Executive Director, including an annual performance review and continual engagement to ensure proper management within our virtual and international setting;
- Participating in fundraising and ensuring the financial health of the organisation;
- Offering wisdom and analysis that guides the organisation's strategic plan to be fund-able, feasible, and relevant to current political climates;
- Facilitating, drafting, and renewing governance documents such as the Constitution, Bylaws, Human Resources policies, and Strategic Plans;
- The Board has the obligation to present a written annual activities report to the members. Such a report should be compiled and sent to all members in good standing at least 4 weeks before the date of the GMM.
- Assisting Executive Director with senior management staff hires. In the absence of an Executive Director, the Board will hire senior management

staff for the Secretariat and appoint from one of its own, a Board Member to be responsible for the day to day management of the senior management staff for the Secretariat;

- Representing the organisation at conferences, coalition meetings, and human rights events;
- Fiduciary responsibilities to review finances and collaborate with the Executive Director and Staff on financial reports, fundraising goals, and best practices in financial management such that we are in compliance with grant agreements and accounting laws;
- Legal responsibilities to ensure compliance with applicable laws and our own governing documents;
- Build partnerships with organisations and colleagues on behalf of the organisation's aims;
- The Executive Director and Staff reports to the Board of Directors.

5d Advisory Council

5d.1 Purpose of an Advisory Council

As noted in section 15a of the Constitution, the GIN SSOGIE Advisory Council will be a group of individuals assembled to provide expertise, guidance, and support to the organisation's Board of Directors and executive team.

5d.2 Authority

1. The Council is an advisory council established under section 15 of the Constitution.
2. The Council shall act only in an advisory capacity to the Board and shall have no legal authority to act for Client.
3. Recommendations of the Advisory Council shall not be binding on the Board or the Executive

5d.3 Membership

1. The Board will appoint members of the Council. The Council will consist of persons who are not directors or officers of the organisation.
2. The Board may fill vacancies on the Council. The Board may remove a Council member from the Council at any time, with or without cause.
3. The Advisory Council will consist of 5-10 members, with size fluctuating between these two amounts as needs or valuable members are identified, and individuals roll on or off.

5d.4 Operations

1. The Advisory Council meets twice per annum, virtually, unless it or some of its members have been asked to address a specific task or issue, in which case smaller meetings may take place more regularly.
2. A member of the Board Executive Committee (two Co-Chairs, Treasurer, ED) will serve as a liaison and provide a channel of communication among the Council members, other Board members, and staff.
3. The Board may periodically invite members of the Council to join the Board at special events.
4. Council members are expected to keep the organisation's internal information confidential.
5. GIN may include Council member names and images in its internal and external communications, including its website, social media, and fundraising communications.

5d.5 Responsibilities

1. Provide assistance to and serve as a sounding board for the full Board, Executive Director, or GIN staff.
2. Contribute advice and expertise to the current and future work of GIN.
3. Attend GIN events and fundraisers where possible.
4. Enhance Fundraising Efforts
 - Leverage networks and connections to cultivate relationships with potential donors and sponsors.
 - Actively participate in fundraising initiatives - the Advisory Council not only aids in financial sustainability but also strengthens the organization's visibility and credibility within the community and public and private sectors.
 - Assist in developing fundraising strategies, organizing events, and identifying grant opportunities. This collaborative approach aligns with the overarching goal of enhancing GIN's mission and impact.

5e The Trinity of Leadership - Board, Secretariat, and Membership

Members provide the passion, intention, and weighted priorities within a strategic, functional, and fund-able structure for GIN. They embody work that is the face of GIN at the local level and work with the Board and Secretariat to bring GIN's purpose, aims, and values to life for a broader audience.

The Secretariat supports and amplifies Members' leadership and Member-led activities within GIN programming. They also take leadership in outreach, fundraising, and connecting GIN's gifts and opportunities to the advancement of the global LGBTI movement.

The Board works with the Secretariat to support members, maintain a supportive working environment for the Secretariat, and build relationships with stakeholders to advance GIN and the LGBTI movement.

6. Voting Procedures for Members

6a. Determination of Eligibility to Vote

Initial determination of the list of eligible voters will be made 16 weeks prior to any vote, at the same time that the call for proposals is published. Members will be made aware of their status using the contact information provided.

It is the responsibility of the Entity Membership to validate their own contact with the GIN Secretariat.

Members who believe they should be eligible have 4 weeks to make their case or renew their Membership.

Final determination of eligible voters shall be made known to each Member 8 weeks prior to the date voting begins.

This process shall not be repeated for Special Session Votes. No Members shall be added to the list of eligible voters for a Special Session Vote that is required by the voting result of a regular GMM.

Special Session Votes that are not the direct result of the GMM, but instead are initiated by the Board will include all current eligible voters and will not require the initial and final determination process outlined in this section.

6b. Voting Scenarios for Members

Members may vote as determined/stipulated by the Constitution and Bylaws via an online GMM vote. Votes are cast after a period of review in an online format to increase accessibility and diversity of perspectives.

Members may also cast a vote in a Special Session Vote. Special Session Votes take place when there is a vacancy on the Board, competing amendments are approved during the GMM, or in cases of urgent high level decisions outside the GMM schedule that benefit from Member approval.

If a Special Session Vote is instigated by one of the circumstances mentioned above, there will not be an open call for additional proposals not pertaining to the issue(s) that initiated the Special Session Vote.

The initial confirmation of the Constitution and Bylaws took place with the Members present, and only the Members present, at the initial in-person GMM meeting in November 2016, after being sent to all members on October 29 2016, for a 2-week review period. All comments and questions were tackled, either by being included in the final drafts or responded to during the GMM.

The Constitution and Bylaws having been thus confirmed, and then formally ratified via an online review process, will now be subject to possible amendments at future GMM voting sessions.

The initial in-person GMM meeting of November 2016, was also the opportunity for GIN members present to elect regional representatives for the Board of Directors (see section 6i below).

6c Number of Votes

Each type (Individual or Entity) of Full Membership receives one vote, except in the case of Board Member elections where each Full Member may cast one vote per seat open.

There shall be no proxies.

6d Online GMM Review and Voting

The Board and Secretariat shall make available an online host for all relevant documents, amendments, and resolutions up for review and vote at the GMM.

The online tools provided must include a forum for sharing feedback.

The Board and Secretariat shall utilise online voting mechanism(s) that verifies the votes as belonging to specific Members and that those Members are eligible to vote.

The online mechanism(s) shall balance accessibility, both in terms of ability and technology, with security and confidentiality.

Member's votes shall not be catalogued past the need for verification, and no voting record shall be made public or used against the Member.

Only Members who are up-to-date or lapsed by no more than one year may view the online forums, documents, and proposals.

The Board and Secretariat shall ensure that instructions for the online voting mechanism(s) and an explanation for its selection is made available to the members 4 weeks before the date voting starts.

The times that voting opens and closes must be published in this first report. A second report on the mechanism's efficacy and outcomes shall be made available to Members within 2 weeks after voting closes.

6e. GMM Timetable for Amendments and Resolutions

Audits and other financial documents benefiting from confirmation must be made available for review at least 12 weeks prior to the date voting begins.

The invitations for amendments and resolutions from Members must be made at least 16 weeks prior to the date voting begins.

The call for resolutions and amendments (collectively known as “proposals”) closes 6 weeks prior to the date voting begins.

Only up-to-date Members may put forward resolutions and amendments.

All proposed amendments and resolutions must be made available for review within 1 week of submission.

Amendments and resolutions may be discussed online or in person if a GIN Regional Conference takes place near the GMM in the calendar.

Only the author of the proposal can remove or alter their proposal up to 2 weeks in advance of the date voting begins.

Members may submit alternate proposals in accordance with the 6 week deadline prior to voting.

Voting must be available online over a minimum of 96 hours and not more than 120 hours. In person voting may also be available, but it is not mandatory to provide this service.

The GMM voting window can take place over the course of a GIN Regional Conference, and in these instances will require the GMM timetable to take place prior to the Conference.

6f. Procedures and Standards for Amendments and Resolutions

Amendments are alterations or additions to the Bylaws or Constitution.

Resolutions are guiding statements, declarations, and other forms of expression that shape the spirit, style, and focus of the organisation but do not rise to the level of fundamentally altering the structure, aims, values, and purpose set forth in the Bylaws or Constitution.

Collectively, amendments and resolutions are known as proposals.

Each proposal shall be considered and voted upon individually at the GMM.

If two or more proposals that contradict each other are approved by the Membership, those items will move to a Special Session Vote where the items will run against each other and only one choice will be selected as the approved selection.

Items subject to confirmation are outlined in the Constitution (section 5g). They focus on nuance, prioritization, style, and engaging with the current political moment.

Items subject to ratification are outlined in the Constitution (section 5g). They focus on foundational principles, structures, aims, values, and purpose of the organisation. As such, in order to be ratified, an item must receive 65% or more of the vote for the ratification.

Special Session Votes must also meet the appropriate amount of in favour votes: 50% plus one for items subject to confirmation, and 65% or more for items subject to ratification.

6g. Special Session Votes for Proposals Resulting from a GMM Voting Outcome Timetable

Special Session Votes on proposals directly resulting from the outcomes of a GMM must take place within 6 weeks post-GMM. The relevant documents and proposals must be available for review online at least 2 weeks prior to the vote. The same tools and provisions for discussion and review used in the regular GMM must be made available for a Special Session Vote of this type.

The Board and Secretariat shall ensure that instructions for the online voting mechanism(s) and an explanation for its selection is made available to the members 2 weeks before the date voting starts.

The times that voting opens and closes must be published in this first report. A second report on the mechanism's efficacy and outcomes shall be made available to Members within 2 weeks after voting closes.

Voting must be available online over a minimum of 96 hours and not more than 120 hours. In person voting may also be available, but it is not mandatory to provide this service.

6h. Special Session Votes Not Resulting from a GMM Voting Outcome

Special Session Votes that are not instigated by a conflicting GMM Voting Outcome are used for two purposes:

1. To fill a vacancy on the Board;
2. To consult with Members on an urgent and vital matter that, in the spirit of Membership engagement, ought to be put to a Member vote.

Only Board Members may call a Special Session Vote in order to invite Member feedback on high level decisions that benefit from Member consultation and mandate.

Special Session Votes are not intended to be the primary form of feedback, critique, or consultation led by Members. Board and Secretariat must provide ongoing meaningful and accessible avenues for Member-led engagement.

The same tools and provisions for discussion and review used in the regular GMM must be made available for a Special Session Vote of this kind.

The relevant documents and proposals must be available for review online at least 4 weeks prior to the vote. An email communication to Members must publicize the proposal(s) at least 4 weeks before the start of voting.

The Board and Secretariat shall ensure that instructions for the online voting mechanism(s) and an explanation for its selection is made available to the members 2 weeks after the date voting starts.

The times that voting opens and closes must be published in this first report. A second report on the mechanism's efficacy and outcomes shall be made available to Members within 2 weeks after voting closes.

6i. Board Members Elections

GIN has 10 or 11 board member positions, 8 elected regional board members, one from each region of GIN, and 2-3 South African board members for purposes of efficient management. Each region also has an alternate board member selected by the Board: in consultation with the region. These alternates are not formally part of the Board, but are intended to support the regional Board member and facilitate the growth of the regional programming. The Executive Director is also a member of the Board ex-officio and attends all Board meetings but does not have a vote on the Board. Unless otherwise directed by the Board, staff neither attend Board Meetings nor have a vote on the Board with the exception of the Executive Director.

Each GIN Member has one vote per open Board Seat in the region of which they form part. Not every GMM will have elections for Board seats. Elections will be held where the terms of office of Board members have come to an end.

All votes will be cast simultaneously for all candidates, meaning there is a single voting process for all seats.

Members may not vote for a candidate more than once.

In the case where there are two or more nominees for each Board Member seat from each region, the Board seats shall be filled in order of the highest votes received.

Board members may also be co-opted by the current Board, and not require election from the membership. Co-optation can be carried out by other board members for various reasons including but not limited to:

- A need for a special set of skills within the board
- A need for support to the current Board
- A vacancy within the current Board

In order to co-opt a new member onto the Board, the Board must take the following steps:

- The new board member must be recommended by current board member(s) in consultation with GIN members from the region for which they are the Board member; the consultation will be carried out by email, and will request nominations which will then be approved by the Board; the process must consider the identities that the current Board member holds and work to increase the diversity of regional representation across identities.
- Existing board members vote unanimously in favor of the co-optation

6j. Board Nominations

A Committee will be appointed by the Board to recruit and vet applicants for Board elections. The current Board shall work with Members to recruit new Board applicants. A Member may also submit an application to nominate themselves.

The Nominations Committee must require candidates to provide on their application form a thorough listing of their relevant skills, values, aims, work history, and regional identification.

Candidates may identify with a geographic location that is not where they currently reside; it is up to the candidates and Members, through their voting, to determine whether the candidate authentically represents their regional identification.

All candidates for Board elections must be a Member of GIN.

If an applicant does not have the experience, skillset relevant to the current status of the organisation, clarity of purpose, or character to represent GIN as a Board Member, they will not be approved to be a candidate.

If there are not enough eligible candidates to fill all open seats, the Board will host a Special Session Vote or co-opt GIN members from the relevant region onto the Board in consultation with the GIN members from that region to fill any open seat(s).

6k. Board Elections Timetable

The invitation for applications to be a Board Member shall be made at least 8 weeks prior to the date voting begins.

Applications to be a candidate for a Board seat closes 4 weeks prior to the date voting begins.

Candidates who pass the first round of vetting with Nominations Committee shall have their applications made available online for Members to review on the same day at least 2 weeks prior to the date voting begins.

Voting takes place during the regular GMM.

6l. Special Session Vote for Board Elections Timetable

As the Nominations Committee may need to recruit additional candidates for the Special Session Vote, they have up to 8 weeks to provide a Special Session Vote to fill any open seat (s).

Candidates' applications for a Special Session Vote must be made available on the same day at least 2 weeks prior to the date voting begins.

The vote must be open for a minimum of 96 hours and not more than 120 hours.

The Board and Secretariat shall ensure that instructions for the online voting mechanism(s) and an explanation for its selection is made available to the members 2 weeks before the date voting starts.

The times that voting opens and closes must be published in this first report.

A second report on the mechanism's efficacy and outcomes shall be made available to Members within 1 week after voting closes, unless voting is near to or during the Christmas and New Year holidays in which case, outcomes shall be made available to Members within 2 weeks after voting closes.

6m. Quorum

There is no quorum for Membership-based votes.

7. Board Structure and Governance

7a. Board Member Representation and Participation

There are 8 elected seats on the Board. At least two additional seats are allocated to local South African directors for the purposes of efficient management. Board members have one vote on the Board, while the South African Board members share one vote. Alternate board members: do not have a vote (who are not formally part of the Board) but may hold one proxy vote in case of absence of the board member from the region they represent.

The Nominations Committee and Members shall, in their recruitment and voting processes, emphasize where possible, South Africans who bring financial and legal expertise to the Board.

The three directors of the NPC can take a formal resolution that one of them will represent all of them on the Board, in which case, that person will have only one vote.

The Executive Director and Staff shall not have voting rights.

7b. Board Leadership Positions

The Board must decide among themselves, within 4 weeks of new Members joining the Board, who shall serve in the following leadership positions:

1. Two x Board Co-Chairs
2. Secretary
3. Treasurer

Additional leadership positions as needed and determined by the Board may be added.

All Board leadership positions will have a 6 monthly review against key performance indicators to ascertain their ongoing capacity and skill in being able to serve in the leadership role on the Board.

In the case of non-performance or an inability to adequately fulfill the duties of leadership position, including but not limited to absences from Board meetings, with or without apologies, from two consecutive Board meetings, failure to deliver reports required of their leadership role to the Board within the allocated timeframes, the Board may ask the Member to resign from that position.

7c. Diversity

There may be only one representative of a region at any given time on the Board, except in the case of honorary Board Members lending skills, relationships, or prestige for a specific time period and/or for a specific GIN campaign.

Candidates in Board elections may make the case for identification with a region that is other than what the Board determined to be their location in the Membership application or renewal process.

It is up to the candidate to provide supporting evidence of their chosen geographic identification in their candidacy application.

It is up to the Nominations Committee to ensure there is a diverse applicant pool for Board positions.

It is up to the Members to vote in such a way that the Board is as diverse in terms of gender, faith, age, and other social identifications.

7d. Board Terms

Each Board term is approximately two years, as not all GMM's will be precisely 12 months apart.

No individual may serve more than 2 consecutive terms.

The exception to the two-year term limits is our first Board elected in 2016.

The seats allocated to local South Africans under South African Law are not bound by these terms.

7e. Board Performance

There shall be a Board Governance Manual that sets the standards for performance, limits, and duties for Board Members and the Executive Director.

In cases of underperformance by a Board Member, if a majority of Board Members are in agreement that the underperforming Board Member ought to be removed from their position, they can require the Board Member in question to resign and initiate a Special Session Vote to fill the vacancy.

The Board should first engage in a faithful attempt at reconciliation, coaching, and support before asking a Board Member to resign.

7f. Board Voting

Where the Board needs to make significant decisions, for example the winding up of GIN, then a unanimous vote is required.

All other Board decisions are encouraged to be through consensus or a simple majority of Board members present at any such meeting during which the said voting occurs.

Alternate board members may only hold a proxy vote in absence of the board member from the region which they represent. They do not themselves have a vote.

7g. Board Meetings

The Board must meet at least every 2 months, online or in person. Alternate Board members may attend all virtual board meetings, and may, in the absence of the board member from the region which they represent, attend a face to face Board meeting. In this case they will hold the proxy vote of their regional Board member.

The Board must meet at least once per year in person for at least 3 days.

A quorum for any Board meeting will be a simple majority or 50% of the Board plus one.

7h. Integrating Members

The work of the Board can be supported by sub-committees appointed by the Board from Members and may include GIN Staff.

The Board may ask any person who can advance GIN's cause by the loan of their name, prestige, or network to serve as an Honorary Board Member for a specified time.

Honorary Board Members must also be approved Members of GIN.

The Board may appoint ex-officio or honorary Board Members if necessary in addition to the Executive Director.

7i. Insurance

GIN shall obtain and maintain Directors and Officers liability insurance.

8. Regions

The regions are divided as follows for the purposes of Membership and Board Member regional identification and diversity:

Region 1: East and Southeast Asia

Region 2: Pacific

Region 3: Caribbean Region 4: Latin America

Region 5: South and Central Asia

Region 6: Sub-Saharan Africa

Region 7: South West Asia and North Africa

Region 8: Europe, United States, Canada, Australia and New-Zealand

List of countries per region as approved at the GMM in 2016:

Region 1: East and Southeast Asia

China, Hong Kong, Special Administrative Region of China, South Korea, Japan, Andaman and Nicobar Islands, Brunei, Cambodia, Christmas Island, Cocos Islands, Timor Leste, Indonesia, Laos, Malaysia, Myanmar, Philippines, Singapore, Taiwan, Province of China, Thailand, Vietnam

Region 2: Pacific

America Samoa, Fiji, French Polynesia, Guam, Kiribati, Macau, Marshall Islands, Micronesia, New Caledonia, Northern Mariana Islands, Nauru, North Korea, Palau,

Papua New Guinea, Samoa, Solomon Islands, Tonga, Tuvalu, Vanuatu, Wallis and Futuna, Cook Islands

Region 3: Caribbean

Anguilla, Antigua and Barbuda, Aruba, The Bahamas, Barbados, Bonaire, British Virgin Islands, Cayman Islands, Curaçao, Dominica, Grenada, Haiti, Jamaica, Montserrat, Saba, Saint Barthélemy, Saint Kitts and Nevis, Saint Lucia, Saint Martin, Saint Vincent and the Grenadines, Sint Eustatius, Trinidad and Tobago, Turks and Caicos Islands, U.S. Virgin Islands

Region 4: Latin America

Argentina, Belize, Bolivia, Brazil, Chile, Colombia, Costa Rica, Ecuador, El Salvador, Guatemala, Guyana, Honduras, Mexico, Nicaragua, Panama, Paraguay, Peru, Suriname, Uruguay, Venezuela, Cuba, Dominican Republic, Puerto Rico

Region 5: South and Central Asia

South Asia: Bangladesh, Bhutan, India, Maldives, Nepal, Pakistan, Sri Lanka, Burma, Iran, Tibet, Afghanistan, Kazakhstan, Kyrgyzstan, Tajikistan, Turkmenistan, Uzbekistan, Mongolia, Tibet

Region 6: Sub-Saharan Africa

Angola, Benin, Botswana, Burkina Faso, Burundi, Cabo Verde, Cameroon, Central Africa Republic, Chad, Comoros, Congo, Ivory Coast, DRC, Djibouti, Equatorial Guinea, Eritrea, Ethiopia, Gabon, Gambia, Ghana, Guinea, Guinea-Bissau, Kenya, Lesotho, Liberia, Madagascar, Malawi, Mali, Mauritania, Mauritius, Mozambique, Namibia, Niger, Nigeria, Rwanda, Sao Tome and Principe, Senegal, Seychelles, Sierra Leone, Somalia, South Africa, Sudan, Swaziland, Togo, Uganda, Tanzania (Republic of), Zambia, Zimbabwe, Israel

Region 7: South West Asia and North Africa

Algeria, Morocco (with Occidental Sahara), Tunisia, Libya, Bahrain, Cyprus, Egypt, Iran, Iraq, Jordan, Kuwait, Lebanon, Oman, Palestine, Qatar, Saudi Arabia, Syria, UAE, Yemen

Region 8: Europe, United States, Canada, Australia, and New Zealand

Andorra, Austria, Australia, Belgium, Canada, Denmark, Finland, France, Germany, Greece, Iceland, Ireland, Italy, Liechtenstein, Luxembourg, Malta, Monaco, Netherlands, New Zealand, Norway, Portugal, San Marino, Spain, Sweden, Switzerland, Turkey, United States of America, United Kingdom, Albania, Armenia, Azerbaijan, Belarus, Bosnia Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Georgia, Hungary, Latvia, Lithuania, Macedonia, Moldova, Montenegro, Poland, Romania, Russian Federation, Serbia, Slovakia, Slovenia, Ukraine, Vatican

9. Strategic Plan

The Board drives the strategic planning process. The Board must consult with Members, the Secretariat, colleagues, and supporters in order to draft the Strategic Plan, in-person and online.

A Strategic Plan shall be developed in five-year intervals. Each face to face GMM will review and comment on the strategic plan that is in force at the time of the GMM as this will enrich the Members' influence on and investment in the Strategic Plan.

A completed draft Strategic Plan will be presented to Members 12 weeks in advance of date that GMM voting begins. The Board can integrate feedback from Members at the GIN Conference as well as online feedback from all Members to refine the Strategic Plan.

The Strategic Plan is not subject to amendments or resolutions. The Strategic Plan is subject to a vote of confirmation.

Should the Strategic Plan not be confirmed during the first vote, the Board will pursue additional consultation with Members and present a new version of the Strategic Plan for a Special Session Vote.

The Board and Secretariat will function in accordance with the draft Strategic Plan as is until a Strategic Plan can be confirmed.

10. Financial Management

10a. Technology and Staffing Considerations

The Board and Executive Director shall ensure that there are adequate staff and technologies available to carry out functions that are required to be in compliance with established accounting practices.

This may include but is not limited to:

1. Payroll functions
2. Tax remittance and reporting
3. Bookkeeping
4. Receipt and petty cash monitoring
5. Bank account management and reconciliations
6. Grant monitoring and reporting

10b. Financial Management Manual

The Board shall draft and approve a Financial Management Manual that serves to manage GIN's cash controls and limit opportunities for fraud, regularly checks receipts and cash flow, sets controls on approving expenditures at certain levels such that large sums must have additional approval.

While the Board is collectively and legally responsible for the financial health of the organisation, the Treasurer position shall have specific oversight duties outlined in the Financial Management Manual in order to divide the roles that have access to organisational funds and provide duplicate approval for larger expenditures.

The Treasurer should also be intimately familiar with the financial reports of the organisation on an ongoing basis and be a active liaison between Secretariat and other Board Members.

The Treasurer will work with Secretariat staff responsible for finances to ensure the smooth financial management and operations of GIN.

11. Secretariat

11a. Staff Hiring

The Executive Director, with the support of the Board, shall hire staff for the Secretariat as required in word or implication from the organisation's grant agreements or Strategic Plan.

In the absence of an Executive Director, the Board will hire senior management staff for the Secretariat and appoint from one of its own, a Board Member to be responsible for the day to day management of the senior management staff for the Secretariat.

11b. Staff Retention

The Executive Director and Board (including in the possible absence of an Executive Director) is responsible for the well-being and retention of the Secretariat.

Staff should receive regular performance reviews, including a post-probation review and no less than one review per year.

The Executive Director should provide staff specific job descriptions, project management tools, leadership development plans, mentorship, regular supervision, and clear goals.

The Executive Director and the Board shall not hire staff without a Human Resources Manual in place.

11c. Staff Terminations

Employees may be terminated at the Executive Director's (and Board) determination for reasons of non-performance, poor character, or other action or inactions that hinder GIN's ability to implement its aims, values, purpose, and goals including but not limited to causing ill repute to the reputation of GIN, breach of confidentiality, theft, dishonesty as a servant, threats and actual physical violence against anyone associated with GIN including Board members, Members, other staff of the Secretariat, GIN partners, GIN contractors, and any computer related crimes.

Personal characteristics outlined in GIN's non-discrimination and Equal Employment Opportunity policies may not be grounds for dismissal. However, discriminatory behavior could be grounds for dismissal.

Termination procedures must be carried out fairly and in accordance with all applicable laws.

The Executive Director must consult with the Board prior to termination in order to limit liability and create a transition plan for the organisation. In the absence of an Executive Director, the Board shall make this in consultation with a specific purpose sub-committee of the Board set up for this purpose.

12. Scope and Revision of the Bylaws 12a Scope of Bylaws

These Bylaws meant to document the intricate relationship among GIN's foundational ethics, Constitution, and the day-to-day functioning of the organisation.

It focuses on the described procedures, obligations, timetables, and transparent accounting of how Members, Board, and Secretariat work together.

12a. Revision of Bylaws

Amendments to the Bylaws can be made via the annual GMM. Time and facilities will be provided by Board and Secretariat to the Members for submitting, discussing, considering, and voting on amendments.

Any amendment to the Bylaws must pass with a simple majority of the votes in favour.

12b. Order of Precedence

To the extent of any inconsistency between any of the GIN Governance Documents (GIN Constitution, GIN Bylaws, GIN Finance Manual, GIN HR Manual, GIN Code of Conduct, GIN Policies and Procedures), the inconsistency is to be resolved in the following descending order of precedence:

1. GIN Constitution

2. GIN Bylaws
3. The relevant GIN manual (Finance, HR)
4. GIN Policies and Procedures
5. Any other document relied upon by GIN for the management and enablement of its affairs.

These Bylaws, as amended and adopted during the general members meetings held from 14th to 16th October 2025, hereby incorporates all the amendments approved through voting until October 21st, 2025.