

Bylaws of Lambda Network at Kodak

ARTICLE I - NAME

SECTION 1: The name of the organization is Lambda Network at Kodak

ARTICLE II - VISION & MISSION STATEMENTS

SECTION 1: The vision statement is:

The Lambda Network at Kodak is an organization that assists in maintaining a supportive work environment for all individuals regardless of their sexual orientation. Lambda members, as Kodak employees, hold positions consistent with their professional capabilities, in a workplace that values all for their talents and contributions. The Lambda Network at Kodak, in conjunction with the other employee networks, contributes to Kodak's business success as well as Kodak's image as a high quality employer.

SECTION 2: The mission statement is:

THE LAMBDA NETWORK AT KODAK IS -
a diverse group of Eastman Kodak Company employees and retirees

WHO -
through support and education enhance the abilities of its members

IN A WAY THAT EMPOWERS AND PREPARES INDIVIDUALS TO -
*respond to and resolve issues which prevent the full use of their capabilities and/or detract from the quality of their work lives
*interact with other employees in an open and honest manner without fear
*foster an environment that is supportive and respectful of all employees

SO THAT -
all employees, independent of sexual orientation, see themselves as team members contributing to meet the goals of Eastman Kodak Company.

ARTICLE III - MEMBERSHIP

SECTION 1: Membership in Lambda is open to any regular, retired, or supplemental Eastman Kodak Company employee who pays annual dues and supports the mission of The Lambda Network at Kodak

SECTION 2: A member who does not work in a Rochester reporting

unit may be a member-at-large or a member of an affiliate as described in ARTICLE XIV below. A member-at-large generally does not work within an affiliate's designated area. However, a member-at-large may request membership in an affiliate at anytime.

SECTION 3: An honorary member may be designated by a majority vote of the board of directors. An honorary member does not pay dues unless desired and is entitled to all rights and privileges of membership in Lambda.

SECTION 4: All members shall be privileged to vote, hold office, serve on committees, receive resource materials, and attend special Lambda events.

SECTION 5: The membership roster shall remain confidential and accessible only to the Lambda Officers.

ARTICLE IV - EXECUTIVE OFFICERS

SECTION 1: The Executive Officers of Lambda shall be President, President-Elect, Secretary, Treasurer, and Parliamentarian.

SECTION 2: The Executive Officers must be members and demonstrate a commitment to the mission of Lambda Network.

SECTION 3: The executive officers shall provide day to day management of Lambda and implement the programs and strategies of the organization as agreed to by the Board of Directors.

SECTION 4: The officers shall be elected to a term of (1) year, commencing (date to be determined).

SECTION 5: Any officer may serve two (2) consecutive terms in the same office, except the President and President-Elect.

SECTION 6: The President-Elect automatically assumes the Presidential office after completing a term of one (1) year.

SECTION 7: The President-Elect, Secretary, Treasurer, and Parliamentarian shall report directly to the President.

SECTION 8: The President shall report directly to the Board of Directors.

SECTION 9: In lieu of elected officers, a steering committee shall assume responsibilities for SECTION 1: through SECTION 8: until a formal election is held. At that time the elected officers will assume responsibility for SECTION 1: through SECTION 8:.

ARTICLE V - BOARD OF DIRECTORS

- SECTION 1: The Board of Directors shall consist of the Executive Officers and six (6) other elected Board members.
- SECTION 2: THE members of the board of directors must be members and demonstrate a commitment to the mission of Lambda Network.
- SECTION 3: The terms of office shall be staggered such that only two (2) members of the board of directors are newly elected each year.(date to be determined for first election). Two (2) of the elected Board members shall be elected for a term of one (1) year, two (2) elected for two (2) years, and two (2) elected for three (3) years. In succeeding years, each elected Board member shall serve a term of three (3) years.
- SECTION 4: A Board member cannot serve two (2) consecutive terms.
- SECTION 5: The officers of the Board of Directors shall consist of a chairman and a recording Secretary who is appointed by the Chairman.
- SECTION 6: The Chairman of the Board shall be elected annually by a majority vote of the Board of Directors and may serve consecutive terms in this position. The President shall be responsible for conducting the election at the first board meeting of the fiscal year.
- SECTION 7: The Chairman of the Board cannot simultaneously hold an executive office.
- SECTION 8: The six board members should represent diverse segments of Eastman Kodak Company.
- SECTION 9: In lieu of the Board of Directors, a Steering Committee shall assume responsibilities for SECTION 1: through SECTION 8: until a formal election is held. At that time the Steering Committee members will become members of the Board of Directors along with the elected members.

ARTICLE VI - DUTIES AND RESPONSIBILITIES.

- SECTION 1: PRESIDENT. The President shall have overall responsibility for managing the programs of the organization. The duties of the President shall include:
- 1.Serving as Chairman of the Executive Committee.
 - 2.Presiding at general business meetings and at meetings of the executive committee.
 - 3.Administering these bylaws and any such rules or regulations of the organization that the executive

committee shall adopt.

4. Setting an operational agenda for board meetings in conjunction with the Chairman of the Board.
5. Acting as the network's liaison and official representative within Kodak and to the public.
6. Establishing and maintaining ties with other community organizations and networking groups of similar interest.

SECTION 2: PRESIDENT-ELECT. The President-Elect shall assume the duties of the President in absence of the President.

1. Serving as Chairman of the Program Committee and regularly reporting all committee activities at meetings of the Executive Officers.
2. Assuming other responsibilities as designated by the President.

SECTION 3: SECRETARY. The Secretary shall record the proceedings of all general business meetings, Executive Committee meetings and coordinate the general correspondence of the organization. Additional duties of the Secretary include:

1. Serving as Chairman of the Communications Committee and regularly reporting all committee activities at meetings of the Executive Officers.
2. Presiding over meetings in the absence of the President and President-Elect.
3. Sending copies of the meeting minutes to each member of the board of directors, in a timely manner.
4. Maintaining all historical Lambda Network records

SECTION 4: TREASURER. The Treasurer shall have custody of funds and conduct all financial transactions for the organization under direction of Executive Committee. Additional duties of the treasurer include:

1. Serving as Chairman of the Finance Committee and regularly reporting all committee activities at meetings of the Executive Officers.
2. Presiding over meetings in the absence of the President, President-Elect and Secretary.
3. Submitting a proposed annual budget to the board.
4. Submitting written quarterly financial reports to the Executive Committee.
5. Monitoring the income tax status of the organization and filing federal and state returns as appropriate.
6. Preparing other financial reports as deemed by the President.

SECTION 5. PARLIAMENTARIAN. The Parliamentarian shall ensure that the organization is utilizing proper techniques for conducting meetings. Additional duties of the Parliamentarian include:

1. Serving as Chairman of the Operations Committee and regularly reporting all committee activities at

- meetings of the Executive Officers.
2. Maintain a working knowledge of parliamentary procedures
 3. Advising the President regarding proper meeting conduct.
 4. Submitting quarterly membership reports to the Executive Committee.

SECTION 6. BOARD OF DIRECTORS. The Board of Directors shall set policy and provide leadership for achieving the organizations mission. The duties of the Board of Directors include, but are not limited to:

1. Electing a Chairman from the eligible members of the Board as outlined in ARTICLE V, SECTION 6 and SECTION 7 above.
2. Developing long range strategic plans that will provide future growth for Lambda.
3. Approving the budget for incoming fiscal year by the end of the fourth quarter.
4. Staying current on similar networking organizations and issues to make Lambda a more effective organization.
5. Identifying issues salient to members of Lambda.
6. Acting as a resource for Kodak Management in making strategic decisions that would impact gay and lesbian issues, through direct input from its membership.
7. Advising the President in the conduct of office.
8. Appointing members to fill vacancies on the board of directors between elections.

ARTICLE VII - NOMINATION AND ELECTION OF OFFICERS

SECTION 1: A general election shall be conducted in November of each calendar year with the new Executive Officers and members of the Board assuming office on January 1 of the following year.

SECTION 2: The contested offices shall be President-Elect, Secretary, Parliamentarian, and two members of the Board of Directors.

SECTION 3: All Lambda's members including affiliate members and members-at-large shall be eligible to vote in the election of executive officers and board members.

SECTION 4: A nominating committee shall be appointed by the chairman of the board during the second quarter. The committee shall consist of two (2) board members and three (3) members from the general body, none of whom may be candidates for office.

SECTION 5: Members shall be informed of the nomination process and the names of those on the nominating committee no later than the end of the second quarter, except in 1993.

SECTION 6: Forms for the nominating candidates shall be

distributed to the members no later than the middle of the third quarter.

SECTION 7: The four (4) interested individuals with the highest number of nominations shall be included on the ballot.

SECTION 8: The nominees must be active members and should demonstrate a commitment to the mission of Lambda.

SECTION 9: The nominees for executive offices must be able to attend meetings held in Rochester, New York, including executive committee meetings, meetings of the board of directors, and their respective standing committee meetings.

SECTION 10: The nominees for the board of directors must be able to attend board meetings held in Rochester, New York.

SECTION 11: The nominating committee shall distribute a certified ballot to each member of Lambda. The certified ballot shall list each candidate for the contested offices.

SECTION 12: A candidates' forum may be held to provide each nominee the opportunity to address the membership of Lambda.

SECTION 13: The ballots shall be returned to the nominating committee who shall tally the votes and announce the results.

SECTION 14: The time line for the election process shall be:

QUARTER	ACTIVITY
SECOND	Nominating Committee announced
THIRD	Nominating forms distributed Nomination deadline
FOURTH	Ballots finalized and distributed Candidates' forum held Ballots received Results announced at a general business meeting or function

ARTICLE VIII - COMMITTEES

SECTION 1: The standing committees of Lambda shall be the Executive, Program, Finance, Communications, Operations, Support and Education Committees.

SECTION 2: Each of the standing committees shall be chaired by an officer from the Executive Committee and shall consist of a minimum of six (6) members including the committee Chairman. The committee members shall be appointed by the respective committee Chairman.

SECTION 3: Additional committees may be appointed by the board

of directors or by Executive Committee to fulfill special tasks when deemed appropriate. Upon completion of the tasks, these committees shall be dissolved.

SECTION 4: The structure of each committee shall be determined by its Chairman so as to best facilitate the duties of the committee.

SECTION 5: EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, and Parliamentarian, with the president serving as Chairman. All the actions of the executive committee shall be submitted at the next meeting of the board of directors for its approval, and the Executive Committee cannot modify any action taken by the board. The duties and responsibilities of the Executive Committee shall be to:

1. Plan and organize all business activities of Lambda.
2. Approve all communications prior to distribution to the general body.
3. Develop and approve the agenda for all business meetings.
4. Appoint members to fill vacancies in executive offices between elections, except for the office of President-Elect. In the event of a vacancy in the office of President-Elect, an election shall be held within three (3) months.
5. Maintain communications with the general membership through regular committee reports.

SECTION 6: PROGRAM COMMITTEE. The Program Committee shall plan and administer programs of Lambda on an annual basis. The President-Elect shall serve as Chairman. The duties and responsibilities of the Program Committee shall be to:

1. Develop an annual program plan that supports the purpose of the Lambda network.
2. Organize forums with top and middle management participation.
3. Arrange the sites for general business meetings.
4. Maintain a list for a speakers bureau series; provide and arrange forums for lectures, seminars, and workshops.
5. Interact and collaborate with organizations outside of Kodak to prepare programs that allow fulfillment of Lambda objectives.
6. Submit an annual proposed budget to the Finance Committee for program and training activities.
7. Maintain communications with the general membership through regular committee reports.
8. Assume relevant assignments as directed by the President.

SECTION 7: COMMUNICATIONS COMMITTEE. The communications

committee shall initiate communications about Lambda within Kodak, and external to the company, primarily through written communications. The secretary shall serve as the Chairman. The duties and responsibilities of the Communications Committee shall be to:

- 1.To manage the communication and distribution of all official Lambda publications and calendar events.
- 2.Secure input for periodic publication from other standing committees, the board of directors, affiliates, and individual Lambda members.
- 3.Assist other standing committees in their communications needs.
- 4.Act as a communication vehicle to disseminate corporate, community, and national demographic data pertaining to gays and lesbians to the Lambda membership.
- 5.Facilitate communication of the mission of Lambda.
- 6.Promote Kodak as a preferred workplace for lesbians and gays, through written publications within and external to Kodak.
- 7.Submit a proposed annual budget to the finance committee for committee activities.
- 8.Coordinate all communications needs as directed by the President.

SECTION 8: FINANCE COMMITTEE. The Finance Committee shall administer all financial activities of Lambda. the Treasurer shall serve as the Chairman. the duties and responsibilities of the Finance Committee shall be to:

1. Issue a request to all other standing committees for a budget for the incoming fiscal year.
2. Establish a proposed annual budget for the incoming fiscal year by the end of the third quarter.
3. Monitor the financial status of Lambda during the year and prepare written quarterly reports for the Executive Committee.
4. Manage membership dues which shall be deposited in an account approved by the Executive Committee.
5. Request and manage funding from Eastman Kodak Company as appropriate.
6. Advise the Executive Committee in establishing annual dues.
7. Assume any budget preparation or monitoring activities as directed by the President.

SECTION 9: OPERATIONS COMMITTEE. The Operations Committee shall have the responsibility for membership and bylaws. the parliamentarian shall serve as the Chairman. The duties and responsibilities for the Operations Committee shall be to:

1. Review the bylaws of Lambda for periodic updating.
2. Collect, organize and maintain membership information on Lambda members.
3. Maintain an accurate roster of active affiliates and

- local special interest groups.
4. Prepare quarterly reports to the Executive Committee regarding membership status.
 5. Monitor retention of members and periodically evaluate the status of non-renewing members.
 6. Arrange for yearly membership drives.
 7. Welcome and orient new members.
 8. Benchmark other networks policies and practices.
 9. Serve as a resource for the company on the subject of sexual orientation.
 10. Prepare an annual list of events and submit to program committee.
 11. Submit an annual proposed budget to the finance committee for membership campaigns and committee activities.
 12. Maintain communications with the general membership through regular committee reports.
 13. Assume relevant assignments as directed by the president.

SECTION 10: SUPPORT COMMITTEE. The Support Committee shall provide support to those Kodak Employees who request it, when dealing with sexual orientation issues. The duties and responsibilities of the committee shall be to:

1. Recommend/offer support programs and resources to Lambda members.
2. Serve as a support resource for those in the company who provide assistance on the subject of sexual orientation.
3. Maintain a current list of 'gay friendly' professionals who provide counseling and/or other services tailored to sexual orientation issues.
4. Submit an annual proposed budget to the Finance Committee for Support Committee programs and activities.
5. Maintain communications with the general membership through regular committee reports.
6. Assume relevant assignments as directed by the President.

SECTION 11: EDUCATION. The Education Committee shall coordinate educational resources and programs for the Lambda members and other Kodak employees concerning workplace issues of gay and lesbian employees. The duties and responsibilities of the education committee shall be to:

1. Recommend/offer educational programs and resources to Lambda members.
2. Serve as an educational resource for those who provide diversity training throughout the company.
3. Serve as a resource for news articles concerning gay employee issues to the EKNEWS Diversity Abstracts editor.
4. Submit an annual proposed budget to the Finance Committee for Educational Committee activities.

5. Maintain communications with the general membership through regular committee reports.
6. Assume relevant assignments as directed by the President.

ARTICLE IX - DUES AND ASSESSMENTS

SECTION 1: The annual dues of the members shall be established by the Executive Committee and approved by the Board of Directors.

SECTION 2: Dues shall be the same for all members including members-at-large and affiliate members. A percentage of each affiliate members dues shall be retained by the affiliate to cover operating expenses. This percentage shall be determined annually by the Executive Committee and approved by the Board of Directors.

SECTION 3: All dues shall be paid annually and in advance.

SECTION 4: The fiscal year begins January 1 and ends December 31 of the same year.

SECTION 5: The annual operating plans shall be funded by dues and assessments.

ARTICLE X - QUORUM

SECTION 1: At any general business meeting of Lambda, a quorum shall consist of the members present plus (3) members of the Executive Committee.

SECTION 2: The vote of a majority of the members present in person at any duly convened meeting shall be the act of the members unless a greater proportion is required by law or by these bylaws.

SECTION 3: A majority of the members of the Board of Directors shall comprise a quorum. a majority of such quorum shall decide any question that may come before the meeting.

ARTICLE XI - MEETINGS

SECTION 1: The Board of Directors shall meet quarterly or as often as necessary to provide leadership for Lambda.

SECTION 2: The recording secretary shall establish the time and place for board meetings not less than one year in advance, except in 1994.

SECTION 3: The recording Secretary shall give advance notice of the agenda for a board meeting not less than (30) days before the meeting.

SECTION 4: The Executive Committee shall meet every two (2) months or as often as necessary to properly manage Lambda. the President shall call all Executive Committee

meetings.

SECTION 5: The Secretary shall give notice of the time, place, and agenda for an Executive Committee meeting no less than three (3) business days before the meeting.

SECTION 6: General business meetings shall be conducted as often as necessary to fulfill the goals and purposes of Lambda, but at least once per year.

SECTION 7: The Secretary shall give notice of each general business meeting specifying time and place not less than thirty (30) days and not more than ninety (90) days before the meeting.

SECTION 8: Special meetings may be called by the President and Chairman of the Board jointly.

SECTION 9: The Secretary shall give notice of each special meeting not less than ten (10) days and not more than sixty (60) days before the meeting. the notice shall state the purpose(s) of the meeting.

SECTION 10: All standing and special committee meetings shall be held at a frequency determined by the Chairman of that committee.

SECTION 11: All meetings shall be conducted using Robert's Rules of Order when and where necessary.

ARTICLE XII - REFERENDUMS

SECTION 1: Any member may request modification of all rules, policies and/or procedures enacted by the Executive Committee and the Board of Directors, except those calling for dues of Lambda.

SECTION 2: A member must submit a request to the Parliamentarian to conduct a referendum.

SECTION 3: An affirmative vote by the majority of the active membership is required for approval of the referendum.

ARTICLE XIII - SPECIAL INTEREST GROUPS

SECTION 1: Five (5) or more members may form a special interest group which meets independently of the general Lambda membership to address issues pertinent to members with a common interest.

SECTION 2: Special interest groups must support the mission of Lambda.

SECTION 3: Special interest groups shall be informal and have no executive privileges in Lambda.

SECTION 4: A special interest group shall file an intent to organize with the Parliamentarian. the name of the liaison shall also be submitted.

SECTION 5: The activities of the special interest group shall be determined by the members of that group.

SECTION 6: Special interest groups with less than five (5) members shall be declared inactive.

ARTICLE XIV - AFFILIATES

SECTION 1: The Board of Directors may approve an affiliate by two-thirds(2/3) majority vote, upon written request by not fewer than ten (10) members of Lambda. these members must work in an area defined by the request.

SECTION 2: Any affiliate approved by the Board of Directors that fails to maintain ten (10) members shall automatically become inactive. An inactive affiliate shall be notified in writing by the Parliamentarian and may not conduct any official Lambda business or function.

SECTION 3: Each affiliate shall operate under the bylaws of Lambda.

SECTION 4: An affiliate shall elect its own officers. The affiliates shall each have the same structure locally as the Executive Committee: Affiliate President, Affiliate President-Elect, Affiliate Secretary, Affiliate Treasurer, and Affiliate Parliamentarian.

SECTION 5: Affiliate executive officers must work in the affiliates' designated area.

SECTION 6: Only affiliate members in their respective chapters shall be eligible to vote in the election of their Affiliate Executive Committee. all elections for office and any changes in office shall be certified promptly in writing by the Affiliate Secretary to the Board of Directors.

SECTION 7: The duties of the Affiliate President shall include:

1. Ensuring that the affiliate is managed according to the bylaws of Lambda.
2. Submitting an end-of-the-year program summary to the Board of Directors.
3. Providing timely articles to the communications committee for publication in the newsletter.

SECTION 8: A member may transfer his or her affiliate membership from one affiliate to another. This action requires the approval of the Chairman of the Operations Committee.

ARTICLE XV - RESIGNATION AND REMOVAL POLICY

SECTION 1: Any Executive Officer or Board Member may resign from office and retain all rights and privileges of membership. Resignations must be submitted in writing to the Board of Directors and shall take effect upon receipt unless otherwise specified in the notice.

SECTION 2: Any Executive Officer or Board Member may be removed from office by a two-thirds (2/3) affirmative vote of the Board of Directors. Documentation of cause must be submitted to the Board and reviewed prior to voting. the individual must be notified and given the option to appeal to the Board prior to voting.

SECTION 3: Any Executive Officer or Board Member who is removed from office may rejoin Lambda after one (1) year or by an appeal and approval of two-thirds (2/3) affirmative vote by the board of directors. Documentation must be submitted at the time of decision.

SECTION 4: Any executive office which becomes vacant during a term shall be filled by majority vote of the Executive Committee, except the office of President-Elect as indicated in ARTICLE VIII, SECTION 5 above. Appointed Executive Officers of Secretary, Treasurer, and Parliamentarian shall serve the remainder of the fiscal year and can be nominated and elected to a full one (1) year term and an additional consecutive term as outlined in ARTICLE IV, SECTIONS 4 and 5 above. An appointed President shall serve the remainder of the fiscal year.

SECTION 5: Any vacancy on the Board of Directors shall be filled by a majority vote of the Board of Directors. the appointed Board member shall serve the remainder of the term and can be nominated and elected for a full three (3) year term of office as outlined in ARTICLE V, SECTION 3 above.

SECTION 6: Any Executive Officer or Board Member who is removed or resigns from office shall not have the right to reclaim any portion of dues paid to Lambda.

SECTION 7: Any member may resign from Lambda by submitting written notice to the Chairman of the Operations Committee. Unless otherwise specified, the resignation shall take effect upon receipt of written notice and further action by the committee is not required.

SECTION 8: Membership in Lambda is automatically terminated if dues are not received annually by the Chairman of the Operations Committee or if the employee terminates employment with Eastman Kodak Company.

SECTION 9: Any member who resigns from Lambda or terminates

employment with Eastman Kodak Company shall not have the right to reclaim any portion of dues paid to Lambda.

ARTICLE XVI - AMENDMENTS TO THE BYLAWS

SECTION 1: Any member may propose amendments to the bylaws by presenting written petition to the President of Lambda.

SECTION 2: Written petitions describing proposed amendments must be affirmed by not less than fifteen percent (15%) of the active membership.

SECTION 3: Amendments to the bylaws may be made by a two-thirds (2/3) majority vote of the active membership.

SECTION 4: At least ninety (90) days notice of the proposed amendment shall be given to the general membership.

ARTICLE XVII - DISSOLUTION

SECTION 1: Lambda may be dissolved by an affirmative vote of seventy-five percent (75%) of the membership. in the event of dissolution of this organization, properties shall revert to Eastman Kodak Company Corporate Human Resources Department, and any remaining funds shall be distributed equally to current Lambda members.