

BYLAWS
The Austin Chapter of Parents, Families and Friends of Lesbians and Gays, Inc.
A Non-Profit Organization
(revised 2006)

Article I. NAME

This organization shall be known as THE AUSTIN CHAPTER OF PARENTS, FAMILIES AND FRIENDS OF LESBIANS AND GAYS (PFLAG AUSTIN or AUSTIN PFLAG) and is a chapter affiliate of the national FEDERATION OF PARENTS AND FRIENDS OF LESBIANS AND GAYS, INC. also known as PFLAG.

Article II. OBJECTIVE AND PURPOSES

The objectives of this Corporation are to:

Section 2.01 Education

- (a) Educate society regarding non-heterosexual orientation.
- (b) Promote the health and well being of lesbian, gay, bi-sexual and transgender (LGBT) people and their families.

Section 2.02 Support

- (a) Provide a supportive and safe environment for families and friends of LGBT people.
- (b) Foster a sense of communal responsibility on the part of members.

Section 2.03 Advocacy

- (a) Advocate for the human and civil rights and the dignity that is the birthright of our LGBT loved ones.
- (b) Participate in activities to strengthen relationships with the community at large.

Article III. CORPORATE OFFICES

Section 3.01 Registered Office

The address of the initial Registered Office, and the name of its initial Registered Agent at this address is as follows:

Tony Surles
202 Cadillac Cove
Cedar Park, Texas 78613

Section 3.02 Principal Office

The principal office for the transaction of the business of the Corporation (“principal office”) is located in AUSTIN, TEXAS. The mailing address is P.O. Box 69 [now Box 743], Cedar Park, Texas 78630-0069.

The Board of Directors may change the principal office from one location to another by simple resolution.

Article IV. MEMBERSHIP AND DUES

Section 4.01 Membership Requirements

Anyone who is in sympathy with the beliefs and ideals of this organization is eligible for membership and may become a member of the Austin chapter upon payment of dues.

Section 4.02 Classes of Membership

There shall be seven classes of membership: student/senior, individual, couple/family, supporter, patron, sponsor, benefactor/life member.

Section 4.03 Anonymity of Members

The identity of individual members shall not be disclosed by the chapter to anyone outside the chapter without the consent of the member concerned.

Section 4.04 PFLAGPole

Unless declined by an individual member, membership includes a subscription to the Federation's *PFLAGPole*, which will be mailed to member's home with the return address clearly marked.

Section 4.05 Payment of Annual Dues

Yearly payment of dues entitles member to full voting privileges for the fiscal year; a life member to full privileges for life and exemption from annual dues.

Section 4.06 Prorate Dues Schedule

New members joining the organization on or after six months into the fiscal year shall be charged a dues rate of fifty percent (50%) of the annual dues for membership for the remaining year. New members would be subject to normal annual dues effective January of the following fiscal year.

Section 4.07 Arrears

Any member in arrears for more than one hundred eighty days shall be subject to being dropped from membership roles, if after written notice from the Membership Chair, the dues remain unpaid for more than 30 days.

Articles V. OFFICERS

Section 5.01 Officers of the Corporation

- (a) President
- (b) Vice-President
- (c) Treasurer
- (d) Co-Treasurer
- (e) Secretary

Section 5.02 Eligibility for Office

Members in good standing are eligible for office.

- (a) Membership dues have been paid and are current.
- (b) Attend regularly scheduled meetings and Chapter events when possible.
- (c) Willingness to serve on Board of Directors

Section 5.03 Board Members

(a) Elected Board of Directors

The Board shall be elected by the general membership for a term of two fiscal years (January through December), and are eligible for reelection

(b) Voting by Phone or in Writing

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a majority vote of Directors, if all members of the Board consent, either in writing/email or by telephone, to the action.

(c) Absences

If any member of the Board of Directors is absent from three consecutive regular board meetings without proper reason of which the President has been apprised, his or her position shall be declared vacant, provided that written notice was sent by the President after the second absence.

Section 5.04 Terms of Office

Officers shall be elected for a term of two years, not to exceed two terms and shall hold office until successors are elected or appointed and installed. The immediate past President may serve as an Ex-Officio of the board for a two year term.

Section 5.05 Vacancy in Office of President

A vacancy in the office of President shall be filled for the unexpired term through appointment by vote of the Executive Committee after considering proposed candidate(s) by the Nominating Committee. The Vice-President shall call the Executive Committee meeting. The chairperson of the Nominating Committee shall announce the appointment.

Section 5.06 Vacancies in Other Offices

Vacancies in other offices shall be filled by appointment for the unexpired term by the President upon recommendation of the standing Nominating Committee and upon approval by the Executive Committee.

Section 5.07 Board of Directors

The management of the chapter affiliate shall be vested in the Board of Directors (the "Board") which shall consist at a minimum of all the Officers and Committee Chairs.

Section 5.08 Executive Committee of the Board of Directors

The Executive Committee shall consist of President, Vice-President, Secretary and Treasurer and Co-Treasurer. The President may invite to an Executive Meeting any member whose presence may be necessary or helpful with special business for which the meeting was called. The Executive Committee shall have the power to authorize emergency expenditures up to two hundred dollars (\$200.00) as deemed necessary and shall report such actions to the Board of Directors.

Section 5.09 Removal

Any officer may be removed with cause, by vote of a majority of the Directors at any regular or special meeting of the Board.

Article VI. DUTIES OF OFFICERS AND BOARD OF DIRECTORS

In addition to the individual duties described below, each officer shall deliver all organization property to his/her successor.

Section 6.01 President

- (a) Preside over regular, annual and special meetings of the General Membership and Board of Directors meetings.
- (b) Call the meeting of the Board for the election of new officers.
- (c) Call the annual and special meetings of the General Membership.
- (d) Develop chapter budget in cooperation with Vice-President, Treasurer and Co-Treasurer.
- (e) Handle official PFLAG correspondence.
- (f) Represent or designate others to represent the chapter before external groups.
- (g) Participate in the review, development and deployment of chapter Education, Support and Advocacy programs.
- (h) Sign all documents authorized by the Board of Directors.
- (i) Appoint the Chairpersons of all committees.
- (j) Be an ex-officio and non-voting member of all committees.
- (k) Establish contacts with community organizations/leaders for the purposes of promoting the PFLAG organization in both the LGBT community and in the community at large.
- (l) Perform such other duties that from time to time may be assigned by the Board.

Section 6.02 Vice-President

- (a) Act as President if designated or in lieu of the President for the purpose of chairing all meetings, conducting company business and/or representing the organization.
- (b) Provide membership information to interested contacts.
- (c) Participate in the review, development and deployment of chapter Education, Support and Advocacy programs.
- (d) Recruit and organize other members to assist in the deployment of chapter Education, Support and Advocacy programs.
- (e) Establish contacts with community organizations/leaders for the purposes of promoting the PFLAG organization in both the LGBT community and in the community at large.
- (f) Perform such other duties that from time to time may be assigned by the Board.

Section 6.03 Treasurer

- (a) Receive all monies of the organization and issue receipts for same.
- (b) Collect donations at general meetings.
- (c) Pay all vouchers signed by the President.
- (d) Keep a strict account for all receipts and disbursements.
- (e) Remit per capita dues to the Federation of PFLAG upon collection annually in

conjunction with the current membership roster.

- (f) Prepare and present financial report for all Board of Director meetings and the annual report for National PFLAG.
- (g) Submit books to an independent auditor for annual audit of the records for determination of accuracy.
- (h) Participate in the review, development and deployment of chapter Education, Support and Advocacy programs.
- (i) Establish contacts with community organizations/leaders for the purposes of promoting the PFLAG organization in both the LGBT community and in the community at large.
- (j) Perform such other duties that from time to time may be assigned by the Board.

Section 6.04 Co-Treasurer

- (a) Act as Treasurer if designated or in lieu of the Treasurer for the purpose of reporting and maintaining financial records of the organization.
- (b) Receive all monies of the organization and issue receipts for same.
- (c) Collect donations at general meetings.
- (d) Pay all vouchers signed by the President.
- (e) Keep a strict account for all receipts and disbursements.
- (f) Prepare and present financial report for all Board of Director meetings.
- (g) Submit books to a qualified auditor for annual audit.
- (h) Participate in the review, development and deployment of chapter Education, Support and Advocacy programs.
- (i) Establish contacts with community organizations/leaders for the purposes of promoting the PFLAG organization in both the LGBT community and in the community at large.
- (j) Perform such other duties that from time to time may be assigned by the Board.

Section 6.05 Secretary

- (a) Keep true and correct minutes of proceedings of all Board, Executive Committee, special meetings, and if needed, regular meetings.
- (b) Submit copy of minutes to the President/Chair of the Board in advance of the next meeting.
- (c) Collect all documents and reports for filing.
- (d) Complete all required correspondence.
- (e) Be custodian of the records and of any seal which the Corporation may from time to time adopt. When the Corporation exercises its right to use a seal, the Secretary shall see that the seal is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.
- (f) Participate in the review, development and deployment of chapter Education, Support and Advocacy programs.
- (g) Establish contacts with community organizations/leaders for the purposes of promoting the PFLAG organization in both the LGBT community and in the community at large.
- (h) Perform such other duties that from time to time may be assigned by the Board.

Section 6.06 Board of Directors

- (a) Attend meetings regularly.
- (b) Notify President or Secretary if unable to attend board meetings or general meetings.
- (c) Implement Bylaws and policies.
- (d) Approve the budget.
- (e) Serve on committees as assigned.
- (f) Support fund-raising, awareness and educational projects.
- (g) Cooperate with Membership committee to retain members.
- (h) Attend special events.

Articles VII. MEETINGS

Section 7.01 General Meetings

The general meeting of the chapter shall be held monthly. The Board of Directors will always strive to further the mission of PFLAG at the general meetings.

Section 7.02 Board of Directors Meetings

- (a) The Board of Directors of the chapter shall meet quarterly and as otherwise determined by the Board.
- (b) Special meetings of the Board of Directors may be called on an as needed basis by the President.
- (c) A request for a special Board meeting, stating the nature of the call for the special meeting, maybe submitted to the President by any member at any time.
- (d) At special meetings, only the business mentioned in the call may be transacted.
- (e) A special Board meeting shall be held for newly elected officers and Board members no later than thirty (30) days after installation.
- (f) Any member in good standing may attend board meetings unless it is specified that they are closed board meetings.

Section 7.03 Executive Committee Meetings

The Executive Committee shall convene at the call of the President, when needed, during the fiscal year.

Section 7.04 Quorum

One-third of the membership shall constitute a quorum at regular chapter meetings; two-thirds of the members of the Board of Directors shall constitute a quorum at Board meetings; two-thirds of the members of the Executive Committee shall constitute a quorum at Executive Committee meetings.

Article VIII. STANDING COMMITTEES

Section 8.01 Bylaws Committee

The Bylaws Committee shall serve as a standing committee of the Board of Directors.

Section 8.02 Nominating Committee

The President shall appoint a Nominating Committee consisting of a Chairperson, members from the Board of Directors and from the general membership of the chapter.

The Nominating Committee shall be informed of the duties of the incoming officers. The Nominating Committee shall always consist of an uneven number of members. No alternates shall be appointed.

Section 8.03 Additional Standing Committees

The President, at the beginning of his or her administration, shall designate additional Standing Committees as needed, and appoint Chairpersons for such committees, with the approval of the Executive Committee, may find necessary.

(a) Education Committee Chair

- i. Order Federation of PFLAG brochures to ensure the chapter always has an adequate supply on hand.
- ii. Clip, collect and provide copies of current articles, etc., from newspapers and magazines and make them available to members at general meetings.
- iii. Gather information from local and national sources and produce a monthly newsletter.
- iv. Maintain an up-to-date web presence that promotes the local PFLAG organization, mission and vision.
- v. Notify membership of upcoming events through the appropriate media (newsletter, website, email).
- vi. Participate in the review, development and deployment of chapter Support, Education and Advocacy programs.
- vii. Establish contacts with members of the media and community organizations/leaders for the purposes of promoting the PFLAG organization in both the LGBT community and in the community at large.
- viii. Collaborate with other Committees to publicize the Speaker's Bureau in the greater community and schedule speaking engagements at places such as colleges, police departments, churches, companies, etc.
- ix. Perform such other duties that from time to time may be assigned by the Board.

(b) Support Committee Chair

- i. Recruit, organize and train PFLAG members to serve as rap group/orientation facilitators for general membership meetings.
- ii. Ensure that an adequate number of trained facilitator volunteers are on hand at general meetings.
- iii. Ensure that rap groups are balanced (number of participants).
- iv. Conduct a separate rap group or orientation at general meetings for parents attending their first meeting to give them an overview of the purpose and mission of PFLAG (when needed/requested).
- v. Ensure that all first time visitors receive a Chapter WELCOME package.
- vi. Ensure others are trained to perform this function in the Facilitator's absence.
- vii. Recruit, organize and train volunteers to serve on PFLAG Speaker's Bureau.
- viii. Participate in the review, development and deployment of chapter Support, Education and Advocacy programs.
- ix. Collaborate with other Committees to publicize the Speaker's Bureau in the greater community and schedule speaking engagements at places such as colleges, police departments, churches, companies, etc.

- x. Maintain detailed records of all calls into the Helpline that request information about PFLAG or other resources for the LGBT communities and coordinate all requests received on the HELPLINE with the Board.
- xi. Establish contacts with community organizations/leaders for the purposes of promoting the PFLAG organization in both the LGBT community and in the community at large.

(c) Advocacy Committee Chair

- i. Participate in the review, development and deployment of chapter Support, Education and Advocacy programs.
- ii. Collaborate with other Committees/Community Based Organizations to publicize local, state and national PFLAG Advocacy issues.
- iii. Recruit, organize and train volunteers to serve on/as PFLAG Advocacy Activists.
- iv. Publicize PFLAG's mission to end discrimination and to secure equal rights in the greater community and schedule speaking engagements at places such as colleges, police departments, churches, etc.

Article IX. NOMINATIONS AND ELECTIONS

Section 9.01 Nomination

The Nominating Committee proposes the slate of officers to the Board of Directors. The Board of Directors then presents the proposed slate to the general membership at the October meeting.

Section 9.02 Nomination by Petition

Additional nominations may be made in writing by general members in good standing. These additional nominations must be submitted to the Chair of the Nominating Committee not later than fifteen days after the report of the Nominating Committee is proposed to the Board of Directors, provided written consent of the person nominated is included.

Section 9.03 Notice of Election

The report of the Nominating Committee plus the nomination by the petition shall be sent to the membership at least seven days before election.

Section 9.04 Voting

In the absence of additional nominations, the report of the Nominating Committee shall become the electoral ballot. In the event of more than one candidate for any office, voting shall be by closed ballot.

Section 9.05 Assumption of Office

Prior to the assumption of office, new board members shall be given materials and instructions from the Board of Directors and will participate in audits/inventory of Chapter assets.

- (a) Copy of the Chapter Bylaws
- (b) Inventory, audit, records and/or account access to execute the duties of office.

Article X. AMENDMENTS

Section 10.01 Presentation of Amendments

- (a) Petition for amendment or revision shall be submitted in writing by members in good standing to the Board of Directors.
- (b) Amendments of these Bylaws shall be submitted in writing by the Bylaws Committee to the Board of Directors.

Section 10.02 Recommendations

A two-third vote of the voting members of the Board of Directors shall be necessary for recommendation of amendments.

Section 10.03 Adoption of Amendments

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a two-thirds majority of the General Membership in good standing. Any such change shall be effective immediately, but shall be set forth in the notice of the next general meeting. Such repeal shall, unless otherwise provided at such meeting, be effective retroactive to the date of the initial change.

Section 10.04 Distribution of Amendments

Amendments approved by the Board of Directors shall be sent to each member of the chapter.

Article XI. Parliamentary Authority

The proceedings of all meetings shall be governed by these Bylaws, the Bylaws and guidelines of the Federation, and in all points not covered thereby, by the current *Robert's Rules of Order*.

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