

200.00 Governing Body

201.00 Bylaws

BYLAWS OF PFLAG AUSTIN, A NON-PROFIT ORGANIZATION

201.10 Article I: Name

PFLAG Austin is a chapter affiliate of PFLAG INC, hereinafter referred to as “PFLAG National”.

201.20 Article II: Objective and Purposes

The objectives of this Corporation are to:

201.21 **Educate**

- (a) Educate society regarding non-heterosexual orientation, sexual minorities, and gender variant identities.
- (b) Promote the health and well-being of lesbian, gay, bisexual, transgender, and Queer/Questioning (LGBTQIA+) people and their families.

201.22 **Support**

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

201.23 **Advocate**

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

201.30 Article III: Corporate Offices

201.31 **Registered Agent**

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

PFLAG Austin
c/o Anna Nguyen
7603 Cat Tail Cv
Austin, TX 78750

201.32 **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 49881; Austin, Texas 78765.

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

201.40 Article IV: Membership and Dues

201.41 **Membership Requirements**

Anyone who sympathizes with the beliefs and ideals of PFLAG Austin and PFLAG National is eligible for membership and may become a member upon payment of dues.

201.42 **Membership**

Membership dues are paid annually. Each membership is entitled to one vote in all matters requiring a vote by members.

201.43 **Confidentiality and Anonymity of Members**

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

Meeting attendees and members are encouraged to share the lessons and information learned at PFLAG Austin while protecting the identities of those who attend meetings or are affiliated with PFLAG Austin. *“What’s learned here, leaves here. What’s said here, stays here.”*

Though PFLAG Austin takes certain measures to protect the anonymity of members and meeting attendees, meetings are open to the public and PFLAG Austin has no authority or responsibility over what meeting attendees share outside of PFLAG Austin.

Board members and other PFLAG Austin volunteers (including support group facilitators) are required to report to the proper authorities any suspicion of abuse or neglect to children, the elderly, or the disabled. Additionally, board members and PFLAG Austin volunteers must report to the proper authorities if they suspect someone may be a harm to themselves or to others. To report suspected abuse and/or neglect and for more information on reporting requirements, go to the Texas Department of Family and Protective Services’ (DFPS’) website at:

http://www.dfps.state.tx.us/Contact_Us/report_abuse.asp. To make a report of someone who may be a harm to themselves or to others, contact 9-1-1.

201.44 **PFLAGPole**

Unless declined by an individual member, membership includes a subscription to PFLAG National’s PFLAGPole, which is mailed to the member’s home with the return address clearly marked.

201.45 **Payment of Annual Dues**

Yearly payment of dues entitles members to full voting privileges for their membership year. A membership year begins at the moment membership due is paid and ends on the end of the next whole PFLAG Austin fiscal year following the date of the donation(s).

PFLAG Austin's fiscal year runs from October 1 thru September 30 of the following year.

For example:

- Chris pays for an individual membership on July 4, 2020: their membership will run from July 4, 2020 through September 30, 2021.
- Leslie pays for an individual membership on October 1, 2020: their membership will run from October 1, 2020 through September 30, 2021.

201.50 Article V: Officers

201.51 **Board of Directors**

The management of PFLAG Austin shall be vested in the Board of Directors (hereinafter referred to as the "Board") which shall consist at a minimum of all the Officers and Committee Chairs.

201.52 **Executive Committee of the Board**

The Executive Committee shall consist of President, Vice-President of Membership, Vice-President of Operations, Secretary, 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.

201.53 **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 PFLAG Austin events when possible.
- (c) Willingness to serve on the Board of Directors
- (d) Nomination accepted by the Nominating Committee
- (e) Submission of a resume and signed Statement of Commitment.

201.54 **Board Members**

(a) *Elected Board of Directors*

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

(b) *Voting without a meeting*

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, either in letter, email, telephone, or text message.

(c) *Absences*

All members of the Board of Directors are required to attend 75% of (9 of 12) monthly board meetings per year. If any member misses three board meetings in a calendar year, the President (or next-in-line authority) must notify the board member in writing immediately that they cannot miss another board meeting for that calendar year or they forfeit their position.

201.55 Terms of Office

Officers shall be elected for a term of two years, not to exceed two terms in each board position and shall hold office until successors are elected or appointed and installed.

The office of President, Secretary, Co-Treasurer, and Vice President of Membership shall come up for re-election every second odd-numbered year.

All other board positions shall come up for reelection every second even-numbered year.

The immediate past President may serve as an Ex-Officio of the board or as a member of the board other than the Executive Committee for a two year term.

If members of the board were appointed to fill a vacancy in the middle of a term, that member comes up for re-election at the next designated time as described previously.

201.56 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 of Operations shall call the Executive Committee meeting. The Chairperson of the Nominating Committee shall announce the appointment.

201.57 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. Recommendation of the standing Nominating Committee is not needed if vacant positions are filled by current members of the board.

201.58 Removal

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

Cause is defined as failure to fulfill assigned responsibilities, purposeful or neglectful breach of confidentiality, or egregious actions that cause physical, mental, or emotional harm to others.

201.60 Article VI: Duties of Officers and Board of Directors

201.61 **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 of Operations, 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 LGBTQIA+ community and in the community at large.
- (l) Support and coordinate the other officers of the Board in fulfilling their roles and responsibilities.
- (m) Perform such other duties that from time to time may be assigned by the Board.

201.62 **Vice-President of Operations**

- (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) Participate in the review, development, and deployment of chapter Education, Support, and Advocacy programs.
- (c) Establish contacts with community organizations/leaders for the purposes of promoting the PFLAG organization in both the LGBTQIA+ community and in the community at large.

- (d) Perform such other duties that from time to time may be assigned by the Board.
- (e) Develop chapter budget in cooperation with President, Treasurer, and Co-Treasurer.
- (f) In the absence of a Vice President of Membership, take on the roles and responsibilities of the Vice President of Membership in addition to the roles and responsibilities of the Vice President of Operations.
- (g) Support and coordinate the Treasurer, Co-Treasurer, and Communications Officer in fulfilling their roles and responsibilities.

201.63 **Vice President of Membership**

- (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) Participate in the review, development, and deployment of chapter membership recruitment.
- (f) Support and coordinate the Member(s)-at-large and Membership Officer in fulfilling their roles and responsibilities.
- (g) In the absence of a Vice President of Operations and/or Membership Officer, take on the roles and responsibilities of the Vice President of Operations and/or Membership Officer in addition to the roles and responsibilities of the Vice President of Membership.

201.64 **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 PFLAG National.
- (g) Meet with the President and an Accountant once per year 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 LGBTQIA+ community and in the community at large.
- (j) Perform such other duties that from time to time may be assigned by the Board.

201.65

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. Meet with the President and an Accountant once per year 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 LBT community and in the community at large.
- (j) Perform such other duties that from time to time may be assigned by the Board.

201.66

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 the 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 LGBTQIA+ community and in the community at large.
- (h) Perform such other duties that from time to time may be assigned by the Board.
- (i) Reports directly to the President
- (j) Is responsible for ensuring all logistics of Board meetings are handled. Including printing of past minutes, sending minutes to board members for review within 14 calendar days of the last board meeting, sending Board meeting agendas to Board members at least 5 days prior to meeting date, and other such duties regarding Board meetings as may be assigned by the President.

201.67 **Members-at-large**

- (a) Represent the interests of PFLAG Austin members and stakeholders at Board meetings. Report concerns, recommendations, ideas, and desires of membership to the Board.
- (b) Participate in the review, development and deployment of chapter Education, Support, and Advocacy programs.
- (c) Establish contacts with community organizations/leaders for the purposes of promoting the PFLAG organization in both the LGBTQIA+ community and in the community at large.
- (d) Perform such other duties that from time to time may be assigned by the Board.

201.67 **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.

201.70 Article VII: Meetings

201.71 **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.

201.72 **Board of Directors Meetings**

- (a) The Board of Directors of the chapter shall meet monthly, but may meet more or less frequently as determined by the President.
- (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, may be submitted to the President by any PFLAG Austin member in good standing at any time. At special meetings, only the business mentioned in the call may be transacted.
- (d) A special Board meeting shall be held for newly elected officers and Board members no later than thirty (30) calendar days after installation.
- (e) Any member in good standing may attend board meetings unless it is specified that they are closed board meetings. Any member attending board meetings may observe board meetings without participation or interference of the board meeting unless they are included on the Board agenda by submitting their request to the President or Secretary (in writing/email) within 14 calendar days prior to the date of the Board meeting. Members on the Board agenda may participate in the Board meeting only for the time allotted on the Board agenda (no less than five minutes; not to exceed twenty minutes).
- (f) Anyone whom the Board requests to attend a Board meeting for any reason may attend the Board meeting only for the time the topic is discussed. Once the topic is discussed and the Board has asked any questions of the

participant, the participant will be asked to leave (within the regulations of sub-section (e) above) so the Board can decide on any action.

201.73 Executive Committee Meetings

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

201.74 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.

201.80 Article VIII: Standing Committees

201.81 Bylaws Committee

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

201.82 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.

201.83 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.

(a) Education Committee

- a. Order Federation of PFLAG brochures to ensure the chapter always has an adequate supply on hand.
- b. Clip, collect, and provide copies of current articles, etc. from newspapers and magazines and make them available to members at general meetings.
- c. Gather information from local and national sources and produce monthly newsletter.
- d. Maintain an up-to-date web presence that promotes the local PFLAG organization, mission, and vision.
- e. Notify membership of upcoming events through the appropriate media (newsletter, website, email).

- f. Participate in the review, development, and deployment of chapter Support, Education, and Advocacy programs.
- g. Establish contacts with members of the media and community organizations/leaders for the purposes of promoting the PFLAG organization in both the LGBTQIA+ community and in the community at large.
- h. 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.
- i. Perform such other duties that from time to time may be assigned by the Board.

(b) Support Committee

- a. Recruit, organize, and train PFLAG members to serve as rap group/orientation facilitators for general membership meetings.
- b. Ensure that an adequate number of trained facilitator volunteers are on hand at general meetings.
- c. Ensure that rap groups are balanced (number of participants).
- d. 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).
- e. Ensure that all first time visitors receive a Chapter WELCOME package.
- f. Ensure others are trained to perform this function in the Facilitator's absence.
- g. Recruit, organize, and train volunteers to serve on PFLAG Speaker's Bureau.
- h. Participate in the review, development, and deployment of chapter Support, Education, and Advocacy programs.
- i. 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.

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

(c) Advocacy Committee

- a. Participate in the review, development, and deployment of chapter Support, Education, and Advocacy programs.
- b. Collaborate with other Committees/Community-Based Organizations to publicize local, state, and national PFLAG Advocacy Issues.
- c. Recruit, organize, and train volunteers to serve on/as PFLAG Advocacy Activists.
- d. 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.

(d) Fundraising Committee

- a. Participate in the review, development, and deployment of chapter Support, Education, and Advocacy programs.
- b. Collaborate with other Committees/Community-Based Organizations to publicize PFLAG Austin fundraisers and special events.
- c. Develop, promote, and implement fundraising opportunities for PFLAG Austin and seek out alternative funding sources such as grants, foundations, and corporate sponsors.

201.90 Article IX: Nominations and Elections

201.91 Nominations

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.

201.92 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.

201.93 Notice of Election

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

201.94 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.

201.95 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.

201.100 Article X: Amendments

201.101 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.

201.102 Recommendations

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

201.103 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, who participate in voting, 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.

201.104 Distribution of Amendments

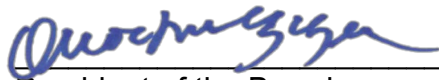
Amendments approved by the Board of Directors shall be sent to each member of the chapter.

201.110 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. The ethical code of conduct for PFLAG Austin board members

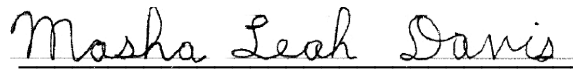
and volunteers shall be governed by the National Association of Social Worker's Code of Ethics.

Adopted by vote of the general membership on January 14 / 2021



ANNA NGUYEN

President of the Board



Masha Leah Davis

Attested and Certified (Board Member)