

LESBIAN & GAY  
PEACE OFFICERS  
ASSOCIATION -  
AUSTIN

BY-LAWS

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# ARTICLE I: ORGANIZATION

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## *SECTION 1 – NAME OF THE CORPORATION*

This non-profit corporation shall be known as the "Lesbian & Gay Peace Officers Association - Austin", herein referred to as the "Association" or "LGPOA".

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## *SECTION 2 – OFFICES*

The Association may claim the right to varied locations according to the demands of the membership until such time it is determined the Association requires a stationary location. However, the principal place of business of the Association shall be in Austin, Travis County, Texas.

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## *SECTION 3 – PURPOSES*

The Association shall be a voluntary organization composed primarily of municipal police officers and civilian employees of the Austin Police Department, Travis County, Texas. The Association is organized exclusively for charitable and educational activities, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

1. To assert a positive influence on the citizens and the community in which we serve.
2. To receive, gather and disseminate such information as might be helpful to the members in the performance of their duties.
3. To help alleviate and eradicate prejudice of the LGBT community through education to its membership and the community.
4. To help lesson tensions between the LGBT community, police officers and the community at large.

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## *SECTION 4 - VALUES*

The values of the Association shall be:

1. Service: Provide service to its members by being a resource for LGBT issues.
2. Education: Provide LGBT education and awareness to the members of the organization, the department and the community.
3. Protection: Be a safe place for members to go to voice issues.

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***SECTION 5 - POSITIONING STATEMENT***

The positioning statement of the Association shall be "The Lesbian & Gay Peace Officer Association supports LGBT officers and employees by providing a voice for equality, breaking negative stereotypes through education and being a role model in our community."

**ARTICLE II: MEMBERSHIP AND DUES**

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***SECTION 1 – ACTIVE MEMBERSHIP***

All full-time, active, commissioned Peace Officers of the Austin Police Department, with the power of arrest who are paid by public funds of this incorporated city are eligible for Active Membership in this Association. Upon payment of annual dues as prescribed by this Article, an Active Member shall have the right to hold office on the Executive Board, may Chair or participate on any Committee or Sub-Committee and may vote on any issue addressed by the Association.

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***SECTION 2 – ASSOCIATE MEMBERSHIP***

All full-time civilian employees of the Austin Police Department and retired peace officers of the Austin Police Department in good standing are eligible for Associate membership. Upon payment of annual dues as prescribed by this Article an Associate Member shall have the right to Chair or participate on any Committee or Sub-Committee and may vote on any issue addressed by the Association. Associate members shall not be allowed to sit on the Executive Board but may hold any advisory or supportive position.

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***SECTION 3 - SUPPORTIVE MEMBERSHIP***

All other persons, including spouses, significant others, family and friends of current members or members of other Police Departments may be a Supportive Member within the Association. Upon payment of annual dues as prescribed by this Article, a Supportive Member may Chair or participate on any Committee or Sub-Committee but shall hold no voting power within the Association.

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***SECTION 4 - DUES***

Active and Associate membership dues shall be in the amount of \$24 per year.

Supportive membership dues shall be in the amount of \$10 per year.

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### *SECTION 5 – PAYMENT OF DUES*

Dues are set as prescribed by this Article pertaining to each level of membership. Dues are based on an annual amount which may be changed by resolution of the Executive Board and majority vote of the membership present at the meeting. Dues are set to start the beginning of the Association fiscal year, January 1, 2010, and continue indefinitely. Annual dues are payable in full to the Treasurer upon entry into the Association or in quarterly installments. When eligible, the Association will offer payroll deduction as an option for payment.

Failure to pay dues within 30 days after the month of renewal or within 30 days of the quarter they are due will result in the immediate termination of all privileges and rights of membership until such time as the delinquent dues are paid. Delinquent payment of dues will be back-dated to the original due date for longevity purposes. Dues are at no time refundable.

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### *SECTION 6 – RESIGNATIONS*

Any member may resign at any time they so desire by notifying the Executive Board in writing of the intention. All rights and privileges will terminate upon receipt of the resignation. Any previously paid membership dues shall not be refunded. The Executive Board shall present the resignation at the next Executive or General Membership meeting to be entered into the minutes and become a document of record.

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### *SECTION 7 – DECORUM/REMOVAL FROM MEMBERSHIP*

Except as provided elsewhere in these by-laws, membership for any member shall terminate by abandonment, withdrawal, indefinite suspension of employment, death of member or after notice and an opportunity to be heard for conduct detrimental to the welfare of the membership or Association and upon final binding vote of two-thirds (2/3) of the membership present and voting at a General Membership meeting.

## **ARTICLE III: OFFICERS**

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### *SECTION 1 – OFFICER ROLES AND THEIR RESPONSIBILITIES*

The duly authorized officers for this Association are as follows:

- **President** – It is the duty of the President to call the meeting to order at the appointed time, to preside at all meetings, to announce the business before the assembly in its proper order, to state and put all questions properly brought before the assembly, to preserve order and decorum and to decide on all questions of order (subject to an appeal). The President shall by virtue of the office be the Chairperson of the Executive Board. The President shall present at each Annual Membership meeting an annual report of the work the Association. The President shall appoint all committees and sub-committees. The President

shall also be required to sign any checks or drafts of the Association unless he/she designates another officer. The President shall retain all voting rights and privileges as an active member of the Association but shall not vote on any question except when the vote is required to break a tie or if the vote is by ballot unless the President temporarily relinquishes his/her power to another officer solely for the purpose of voting. During relinquishment, that officer shall not vote on any question except when the vote is required to break a tie or until the President has power back.

- **Vice-President** – It is the duty of the Vice-President to assist the President in maintaining order and decorum at all meetings and to serve in the President’s stead during the President’s absence as well as serve any purpose prescribed by the Executive Board.
- **Secretary** – It is the duty of the Secretary to accurately record the minutes of the Association. Minutes shall contain all information pertinent to the meeting such as motions, resolutions and points of order that occur. If the Secretary is not available at a meeting then the President may designate someone else to take the minutes. The Secretary shall publish the minutes to the general membership in the most expedient method available. At each meeting the minutes from the previous meeting shall be relayed and subject for approval. All approved minutes should be signed by the Secretary and kept on file. It is also the duty of the Secretary to formulate any ballot as well as tally votes for all votes and elections held during Association meetings, with the exceptions described herein unless a committee is otherwise established for this procedure. It shall be the duty of the Secretary to file any certificate required by any State or Federal statute. The Secretary shall give and serve all notices to members of the organization and be official custodian of those records. The Secretary shall present to the Executive Board and membership, at the corresponding meetings, any communication addressed to him/her as Secretary of the Association.
- **Treasurer** – It is the duty of the Treasurer to insure the safekeeping of all the funds of the Association, to collect dues from the membership, to accurately record all monetary transactions for the Association, and to keep all financial records in an orderly fashion. Prior to each quarterly Executive Board meeting, a financial summary shall be compiled and presented to the Board. As soon as reasonably possible after the end of a fiscal year the Treasurer shall formulate a financial report to show all expenditures and income for the previous fiscal year. This record shall be known as the Association’s Annual Report and may be reviewed by an Auditing Committee for accuracy. The Treasurer must be one of the officers who signs checks or drafts for the Association unless this position is vacant. The Treasurer shall also be responsible for assisting the Secretary in filing any financial documents that are required by Federal or State statute.
- **Parliamentarian** – It is the duty of the Parliamentarian to advise the President, Board and Membership in all matters related to the Association, these by-laws and rules of order as set forth in *Robert's Rules of Order, Newly Revised*. The Parliamentarian shall have the authority to adjust or correct matters of form and grammar in these by-laws as directed by the Executive Board. However, corrections or adjustments by the Parliamentarian are only for "housecleaning" purposes and may not alter the intent of these by-laws.

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***SECTION 2 – QUALIFICATION AND TERM***

Officer positions may only be filled by full-time, active, commissioned Austin Police Officers in good standing with the Association and shall be elected to serve a term of three (3) years by a majority vote of the voting membership present at the meeting as prescribed by these by-laws unless the officer resigns or is removed.

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***SECTION 3 – MAXIMUM CONSECUTIVE TERMS***

There shall be no limit placed upon any Executive Board member as to the number of terms to which they can be elected consecutively.

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***SECTION 4 - SALARIES***

No officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the Association for duties other than as director or officer. Officers shall be entitled to receive reimbursement for approved monies spent on items paid out of their own pocket.

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***SECTION 5 – RESIGNATION OF OFFICE***

Any officer may resign at any time they so desire by notifying the Executive Board in writing of the intention. All rights and privileges will terminate upon receipt of the resignation by the Board. The notice of resignation shall be read at the next Executive or General Membership meeting to be entered into the minutes and become a document of record. Positions that are vacated in mid-term due to resignation will be filled by nomination of the President and majority approval of the Executive Board, from within the active membership, to fill out the rest of the term. In the event the President resigns from office, the Vice-President shall take over presidency and a new Vice-President shall be nominated and approved in the same manner.

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***SECTION 6 – REMOVAL FROM OFFICE***

Any officer of the Association may be removed from office for nonfeasance, malfeasance, misfeasance, or for any other conduct deemed detrimental to the best interests of this Association. The issue of removal shall be discussed at the next Executive Board meeting and brought before the Association at the Annual Meeting or a Special General Membership Meeting. Removal from office requires a 2/3 vote of the voting membership present at a General Membership meeting. Positions that are vacated in mid-term due to removal will be filled by nomination of a qualified active member by the President and majority approval of the Executive Board to fill out the rest of the term. In the event the President is removed from office, the Vice-President shall take over presidency and a new Vice-President shall be nominated and approved in the same manner.

Removal from office does not automatically include removal from membership. Such additional act, if warranted, would require a separate vote to be taken as prescribed by these by-laws.

## **ARTICLE IV: EXECUTIVE BOARD**

### ***SECTION 1 – OFFICERS***

All elected officers (including, in the case of appointment to fill an unexpired term, that appointed officer) shall constitute the Executive Board of the Association.

### ***SECTION 2 – POWERS AND DUTIES***

The government and management of the Association shall be vested in the Executive Board, through its Executive Board meetings, which shall be open to the membership. During Executive Board meetings voting shall be reserved for the Association officers. This does not preclude the ability of the Executive Board, by majority vote present, to place an issue up for a vote of the general membership present at the Executive Board meeting. Only the issues specified in these by-laws that require a vote of the general membership, or if specified by a motion, shall be reserved for General Membership meetings and require previous notice.

The Executive Board shall be subject to the orders of the Association and none of its acts shall conflict with action taken by the Association. The Executive Board shall be bound by the vote taken of the general membership on any matter brought before the general membership.

The Executive Board shall try to act by consensus. However, the vote of a majority of the officers present and voting at a meeting at which a quorum is present shall be sufficient to constitute an act of the Executive Board, unless the act of a greater number is required by law or the by-laws.

## **ARTICLE V: MEETINGS**

### ***SECTION 1 – ANNUAL MEMBERSHIP MEETING***

The annual General Membership meeting shall be conducted in October and shall be known as the “Annual Meeting”, and shall be for the purposes of nomination of officers, presentation of the current fiscal account, announcing any proposed amendments to these by-laws which are being put up to a vote of the membership, and for any other business that may arise. The Annual Meeting dates, times and locations shall be announced to the entire membership by the Secretary, or other Board member as appointed by the President, by the most expedient means available and at least five (5) business days prior to the start of the meeting. In the event that the Association should grow to warrant additional standing General Membership meetings throughout the year, an amendment to the by-laws may be presented to the General Membership as prescribed by Article X.

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***SECTION 2 – SPECIAL CALLED GENERAL MEMBERSHIP MEETINGS***

Special meetings of the General Membership may be called by a majority of the Executive Board or by written request from the membership, submitted to the President and signed by twenty percent (20%) of the entire voting membership. The purpose(s) of the meeting shall be stated in the call and no matters may come before the Association for consideration other than those specified in the call. Special General Membership Meeting dates, times and locations shall be announced to the entire membership by the Secretary, or other Board member as appointed by the President. Except in cases of emergency, at least five (5) business days notice will be given before the special meeting convenes. All voting members present shall have the right to vote on any purpose requiring a vote during special meetings.

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***SECTION 3 – REGULAR EXECUTIVE BOARD MEETINGS***

The Executive Board shall confer each quarter (January, April, July and October), at a date, time and location to be decided by the President. The October Executive Board Meeting may be conducted on the same day as the Annual Meeting in October or on another date. Executive Board Meeting dates, times and locations shall be announced to the entire membership by the Secretary, or other Board member as appointed by the President, by the most expedient means available and at least five (5) business days prior to the start of the meeting. Executive Board meetings will be open to any member of the Association but only members of the Executive Board have the right to vote. A motion to allow the members present at an Executive Board meeting may be presented and passed by the Executive Board, however, issues specified in these by-laws that require a vote of the General Membership shall be held until the Annual Membership meeting or until a Special General Membership meeting is called as prescribed by this Article. These issues shall require previous notice.

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***SECTION 4 – SPECIAL CALLED EXECUTIVE BOARD MEETINGS***

Special meetings of the Executive Board may be called by the President or at the request of two (2) other Executive Board Members. Special Executive Board Meeting dates, times and locations shall be announced to the entire membership by the Secretary, or other Board member as appointed by the President. Except in cases of emergency, at least five (5) business days notice will be given before the special meeting convenes.

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***SECTION 5 – QUORUM***

The minimum number of Executive Board members required to conduct business at any Executive Board, General Membership or any special called meeting shall be three (3). Except as specifically set out in these by-laws or when precluded under the parliamentary authority recognized by this Association, a simple majority vote of the Executive Board present at any meeting wherein a vote is taken shall be sufficient to decide any issue.

The minimum number of members with voting privileges required to conduct business at any General Membership or Special General Membership meeting shall be five (5), which shall include officers. Except as

specifically set out in these by-laws or when precluded under the parliamentary authority recognized by this Association, a simple majority vote of the members present at any meeting wherein a vote is taken shall be sufficient to decide any issue.

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***SECTION 6 - PRESENT, PROXY, ABSENTEE AND ELECTRONIC VOTING***

Unless a motion is passed by a majority vote of the Executive Board present at a meeting, voting members shall only vote during General Membership meetings and voting during Executive Board meetings shall only be done by the Executive Board. At all meetings, with the exception of election of officers and the amendment of these by-laws, voting shall be done by voice or a raise of hands. Voting can be done by ballot of any issue if ballot voting is approved by a majority vote of the Executive Board present.

All voting members may only cast one vote unless otherwise authorized by an approved proxy that is on file with the Secretary. Written proxy authorizations must be received by the Secretary prior to the call to order of a General Membership meeting. Written proxy authorizations shall be specific as to who is requesting the proxy, who can cast the vote and for which meeting the voting will count. The authorized proxy and the member requesting the Proxy must both be voting members in good standing with the Association. Proxy authorizations shall only be valid for the one meeting specified in the authorization. Written proxy authorizations shall be signed and dated by both parties and signed by the Secretary when approved. Proxy authorization requests may also be done by email as long as it contains all the required information and comes from the email on file of the member requesting the proxy.

Absentee voting may be done by contacting the Secretary. Ballots for absentee voting must be in the Secretary's possession prior to the call to order of the General membership meeting in which the vote would count. Absentee ballots may be submitted by email if it is from the email address on file for the member casting the vote.

Proxy and absentee voting is only allowed in the event of an election or amendment of the by-laws.

Electronic voting may be used for any issue brought before the Association or for any issue requiring a vote of the voting membership as prescribed in these by-laws, upon an affirmative majority vote of the Executive Board present. The Executive Board shall prescribe the manner of the electronic voting and shall notify the membership of the vote by the most expedient means available.

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**ARTICLE VI: ELECTIONS**

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***SECTION 1 – FILING AS A CANDIDATE FOR OFFICE***

Any Active Member who meets the qualifications to run for office may file a signed Letter of Intent with the Secretary. Signed Letters of Intent shall be accepted from September 1st to September 30<sup>th</sup> of the last year of the current officer's term.

At the close of the filing period the Secretary shall create a list of qualified candidates who are running for office and publish it to the General Membership by the most expedient method available.

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***SECTION 2 - LETTER OF INTENT***

A Letter of Intent shall contain the following information: Name and rank/unit of candidate, a clear statement as to the office the candidate is running for and a clear statement on why the person is running for that position. Letters of intent must be signed and dated by the candidate. Letters of Intent shall be signed and dated by the Secretary upon confirmation that the candidate meets the qualifications to run for office.

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***SECTION 3 – BALLOTS***

The Secretary will formulate a ballot of qualified candidates within five (5) business days prior to the October Annual Membership meeting.

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***SECTION 4 - ELECTION***

Elections will be held during the Annual Membership Meeting in October of the last year of the current officers' term unless electronic voting is approved by the Executive Board as prescribed by this Article, Section 6. The list of qualified candidates who are running for office shall be read to the membership by the President. At that time written nominations will be read by the Secretary after which the floor will open to additional nominations for office.

---

***SECTION 5 - NOMINATION OF CANDIDATES PROCESS\****

Qualified members may be nominated in written form by filing a motion, with a second, with the Secretary prior to the call to order of the Annual Membership meeting held in October of an election year. Any written nomination of a qualified member who will not be present at the Annual Membership meeting must also be signed by the nominee accepting the nomination. The Secretary will read any written nominations to the General Membership prior to accepting nominations from the floor.

Qualified members who have not filed a signed Letter of Intent with the Secretary may be nominated during the Annual Membership meeting by any voting member present, including themselves, when the floor is open for nominations. Nominations shall be in the form of a motion and must have a second. Qualified nominees must be present and accept the nomination in order for it to be valid.

*[\*Article VI, Section 5 is set to expire on 10/31/09 per approved motion at Executive Board Meeting 09/23/09]*

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***SECTION 6 – ELECTION VOTING***

All voting members present at the Annual Meeting will vote by ballot for each position that has a candidate.

Voting members who will not be able to attend the Annual Meeting and wish to vote by proxy may do so by contacting the Secretary prior to the call to order of the Annual Meeting. Proxy authority shall be in writing and signed by the voting member requesting the proxy as prescribed by these by-laws. The authorized proxy and the member requesting the proxy must be voting members in good standing with the Association.

Voting members who will not be able to attend the Annual Meeting and wish to vote by absentee ballot may do so by contacting the Secretary prior to the call to order of the Annual Meeting. Absentee ballots shall be available from the Secretary within five (5) business days prior to the Annual Meeting.

Proxy and Absentee ballots shall be counted towards the quorum requirement.

Electronic voting may be used for elections if approved by a majority vote of the Executive Board before September 1<sup>st</sup> of an election year. If electronic voting is used it shall be setup in manner as prescribed by the Executive Board but shall not start prior to the October General Membership meeting so that nominations for office may be given. Once the voting is complete the winners shall be announced to the general membership by the most expedient means available.

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***SECTION 7 – ELECTION RESULTS***

Ballots shall be tallied by the Secretary. During elections where the incumbent Secretary is running for re-election another member of the Association, appointed by the President, shall tally the ballots. The results of the balloting will be announced for each office by the President. The candidate receiving a majority of the total votes cast in any race will be declared the officer-elect. If no candidate receives a majority of the vote then a run-off election shall be held.

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***SECTION 8 – RUN-OFF ELECTIONS***

If the tally of ballots received does not result in a candidate winning by a majority for a particular office, a run-off election will be held for that position. In any contested race, the two (2) candidates receiving the highest number of votes without making a majority, or the same number of votes, will be presented for run-off vote. A Special Membership meeting will be called within forty-five (45) calendar days. At that time all previous votes are discarded and a new vote will be held. Whoever receives the highest number of votes in the run-off election will be declared the officer-elect.

During elections where the incumbent Secretary is running for re-election and proceeds into a run-off election, another member of the Association, appointed by the President, shall tally the ballots.

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### *SECTION 9 – ASSUMPTION OF OFFICE*

Outgoing officers shall preside in their duties until the first Executive Board meeting of the new year after an election. Installation of officers shall be the first order of business during the January Executive Board meeting. All records and documents pertaining to the Association shall be conferred to the new Board as appropriate.

## **ARTICLE VII: COMMITTEES**

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### *SECTION 1 – APPOINTMENT OF MEMBERS*

Except as otherwise provided within these by-laws the President shall appoint the Chairperson and members for each committee. Members of the committees shall serve until they resign or are removed. Replacements shall be appointed by the President.

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### *SECTION 2 – STANDING COMMITTEES*

Standing committee's within the Association may be created by a majority vote of the Executive Board present at a meeting. The Association's standing committees shall include, but are not limited to the following, and shall have the duties and responsibilities as described:

- **Fundraising Committee** – Responsible for approving and facilitating all fundraising projects. The Treasurer shall be part of this committee as either a Chairperson or member.
- **PRIDE Committee** – Responsible for working with the police department to plan police involvement in the Gay Pride parade each year.
- **Grievance/Support Committee** – Responsible for handling any LGBT complaints or questions. This committee should consist of at least one (1) peer support counselor in the event sensitive information needs to be handled.

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### *SECTION 3 – SPECIAL COMMITTEES*

Any other committee may be established as a Special Committee by a majority vote of the Executive Board to address specific needs of this Association and make periodic reports to the membership. Upon creation of a Special Committee they will last for a specified timeframe not longer than 1 year. At the end of a year, or other specified timeframe, the Committee will be reviewed by the Executive Board. If the Committee is still required then they may be extended by a period of time not to extend another year. Special Committees will continue to be reviewed by the Executive Board upon their expiration to determine if its existence is still needed. Special Committees may be turned into Standing Committees by a majority vote of the Executive Board.

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***SECTION 4 - COMMITTEE REPORTS***

The committee Chairperson shall make a quarterly report to the President at least five (5) business days prior to any scheduled Executive Board Meeting or General Membership Meeting. Committee reports will become part of the Minutes for the meeting and subsequently available to the General Membership.

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***SECTION 5 - DECISIONS OF COMMITTEES***

All decisions of the committees shall be reported to the President and the Executive Board. Decisions of the committee are subject to approval by a majority of the executive Board present at the meeting.

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**ARTICLE VIII: FINANCIAL**

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***SECTION 1 – FISCAL YEAR***

The fiscal year of this Association shall be determined by the calendar year January 1 through December 31. All records shall reflect this fact.

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***SECTION 2 – FINANCIAL RECORDS***

All financial records will be maintained by the Treasurer. In the absence of the Treasurer another Executive Board member shall oversee the financial records until the Treasurer has come back to duty or has been replaced. Any member of the Association, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose and at the expense of the member. No member, with the exception of the designated Executive Board members, shall have access to accounts or financial holdings of this Association to disperse such funds.

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***SECTION 3 - REQUIRED APPROVAL OF FINANCIAL TRANSACTIONS***

All expenses, donations to charitable organizations, reimbursements and any other financial transactions shall require a majority vote of the Executive Board present at the meeting.

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#### ***SECTION 4 – DISBURSEMENT OF FUNDS***

Any moneys that are required for donations, to pay approved expenses, to reimburse for approved reasons or any other matter that is lawful for the Association and approved by the appropriate majority vote shall require a signature of the Treasurer and President of the Association. In the event of a vacancy of either position, the required signature may be substituted by another Board member as long as they have a signature card on file with the bank.

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#### ***SECTION 5 - PETTY CASH***

The Executive Board may approve by a majority vote a petty cash fund to be handled by the Treasurer in an amount not to exceed \$50. All receipts for petty cash shall be considered part of the financial records of the Association.

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#### ***SECTION 6 - ACCEPTANCE OF MONIES***

The Executive Board may accept on behalf of the Association any contribution, gift, bequest or device for the general purposes or for any special purpose of the Association as long as it conforms to State and Federal statutes.

## **ARTICLE IX: PARLIAMENTARY AUTHORITY**

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#### ***SECTION 1 – PARLIAMENTARY AUTHORITY***

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.

## **ARTICLE X: PROCEDURES FOR ADOPTION AND AMENDMENT OF BY-LAWS**

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#### ***SECTION 1 - ADOPTION OF BY-LAWS***

These by-laws shall be adopted by a majority vote of the initial directors during the first Executive Board Meeting.

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***SECTION 2 - EFFECTIVE DATE***

These by-laws shall be in full force and effect immediately upon its adoption.

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***SECTION 3 – AMENDMENT OF BY-LAWS***

All recommendations for amendment(s) of these by-laws may be submitted in writing to the Executive Board of this Association at any time. Written recommendations for amendment(s) must be in the form of a motion with a second. Motions for amendment(s) may also be given in person from the floor during any meeting and must have a second. Any amendment motion that has a second will be tabled for a vote of the general membership at a later date. The recommendation shall be published to the general membership by the Secretary in the most expedient method available. Voting on proposed amendment(s) will occur during the Annual Membership meeting in October, or by a called Special Membership meeting as prescribed under these by-laws, for a vote.

- Voting of any proposed amendment(s) will be done by ballot vote.
- Adoption of any proposed amendment(s) will require two-thirds (2/3) affirmative vote of the voting membership present.
- Any adopted amendment(s) will take effect immediately upon ratification unless otherwise specifically stated within the amendment.

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***SECTION 4 - SEVERABILITY***

In case any one or more of the provisions contained in these by-laws shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or enforceability shall not affect any other provisions hereof and these by-laws shall be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

These by-laws accepted and recorded this 23<sup>rd</sup> day of September, 2009

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Steven McCormick, Director

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Bruce Friar, Director

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Eric Cleveland, Director