

PARENTS, FAMILIES, AND FRIENDS OF LESBIANS AND GAYS

DETROIT BYLAWS

Approved April 2002

ARTICLE I

Title and Organization

Section A.

1. The name of the organization shall be the Parents, Families, and Friends of Lesbians and Gays / Detroit.
2. This organization shall be a nonprofit, non-stock corporation, chartered in the State of Michigan.
3. The corporate fiscal year shall be **April 1st** through **March 31st**
4. Hereafter, in these bylaws, "Parents, Families, and Friends of Lesbians and Gays/ Detroit" will be cited as P-FLAG.

ARTICLE II

Statement of Purpose

Section A.

1. P-FLAG promotes the health and well being of gay, lesbian, and bisexual persons, their families, and friends through:
 - (a). Support, to cope with an adverse society.
 - (b). Education, to enlighten an ill-informed public.
 - (c). Advocacy, to end discrimination and to secure equal civil rights.
2. P-FLAG provides opportunity for dialogue about sexual orientation, and acts to create a society that is healthy and respectful of human diversity.

ARTICLE III

Nonprofit Status

Section A.

1. Have all the powers in, and be governed by, the State of Michigan Nonprofit Corporation Laws and these bylaws.
2. This corporation does not contemplate pecuniary gain or profit to the members thereof.
3. The Corporation is to be financed principally by membership dues, donations, grants, and proceeds from various fund raising events.
4. The duration of the Corporation is perpetual. In the event of the dissolution of the Corporation, no assets shall be distributed to members; rather, all monetary assets shall be given to the P-FLAG Federation.

ARTICLE IV

Affiliation

Section A.

1. P-FLAG is a chapter of the Federation of parents, Families, and Friends of Lesbians and Gays, Inc., and is self governing.
2. As a member of the Federation, the chapter is obligated to observe the Federation Bylaws i.e., per capita dues, and other rules or regulations pertaining to the Chapters that make up the Federation.

ARTICLE V

Membership

Section A.

1. People who believe in the statement of purpose as described in Article II, Section A1, are eligible for membership in P-FLAG.

Section B. - Admission to Membership

1. Dues must accompany each application for membership.
2. The membership roster shall be kept confidential and shall not be disclosed, distributed, or sold; with the exception of the Federation.

ARTICLE VI

Dues

Section A.

1. The dues for the various classifications of membership shall be approved by a majority of the Board of Directors, then brought to the membership at a notified meeting, two (2) weeks notice, for final approval. The vote at the membership meeting will be a majority of those present.

Section B.

1. Dues shall be payable on the anniversary date of the members joining the Chapter.
2. There shall be a grace period of ninety (90) days in which to pay the dues. If at the end of the allotted time, the dues are not paid, the delinquent member shall be dropped from the roster.

ARTICLE VII

Officers

Section A. - Officer Positions

1. Officers of this Chapter shall be:
 - (a). President
 - (b). Vice President
 - (c). Treasurer
 - (d). Secretary
2. No offices shall be combined in one person, and no person shall simultaneously serve as an elected director and an officer.
3. All officers shall enter on their official duties on the first (1) day of April of each year, and serve for a term of one (1) year.
4. At the discretion of the nominating committee, each office (President, Vice-President, Treasurer, and Secretary) may consist of a "Co-office" (maximum of two persons) to have equal powers as one. However, at the Annual meeting election, more than a simple majority of those voting must have voted for and approved the Co-Office nominations. *

Section B. Duties of Officers

1. The President: He /she shall be the executive officer of his / her Chapter and shall preside over all meetings of the Chapter and Board of Directors. He / she shall appoint the Chairpersons for all the standing and special committees and be an ex- officio member thereof. He / she will present the views of the Chapter to other organizations and to the community. He / she shall perform such other duties as usually pertain to the office of the President.

2. The Vice President: He / she, in the absence of the President, shall preside at all meetings of this Chapter and of the Board of Directors. He / she shall be the chairperson of the Program Committee, and perform those duties that may be assigned to him / her by the President or the Board of Directors.

3. The Treasurer: Shall collect all funds paid to the Chapter, and deposit same in the official depositories, and disburse same on order of the Board of Directors. His / her accounts and books shall be open, at all times, to the inspection of the President, Board of Directors, and authorized auditors. He / she shall make a financial report at the monthly Board of Directors meeting, at the Annual Meeting of the Chapter, and at such times as the President or the Board of Directors may require. He / she shall be the chairperson of the Finance Committee.

4. The Secretary: he / she shall record the minutes of the monthly Board of Director's meetings and retain copies for further reference. He / she is responsible for the correspondence as required by the President or Board of Directors.

Section C. - Temporary Absence

1. In absence of the President the line of succession shall be as follows: Vice President, Treasurer, and Secretary.
2. Should all the officers in Article VII, Section C1, be absent, then the Board of Directors shall elect a temporary President.

Section D. - Execution of Instruments, Contracts, Leases, and Other Negotiable Instruments.

1. All bank drafts, checks, and other negotiable instruments issued or purchased in the name of P-FLAG, shall be signed by the Treasurer and one (1) other elected officer, as designated by the Board of Directors.

Section E. - Vacancy of Elected Officers.

1. Upon the permanent vacancy of the office of the President, the duly elected Vice President shall assume the office of the President.
2. Upon the permanent vacancy of any other duly elected officer:
 - (a) The Board of Directors shall appoint an officer for the remainder of the term. and serve until the next election of officer
 - (b) At the General Meeting nominations shall be taken from the floor. The election shall be held by a ballot vote, except, if there is only one (1) person nominated for the vacant office.
 - (c) The officer shall be elected by a simple majority of the members voting, and shall serve until the next election of officers.

Section F. - Removal of Officers and Board of Directors

1. Any duly elected officer and / or Board of Director member may be removed from office by the Board of Directors, whenever in its judgment, the best interests of P- FLAG will be served. The procedure is as follows:

- (a). Due notice of the proposed removal action shall be mailed to all members of the Board of Directors, at least fifteen (15) days prior to the meeting date.
- (b). A vote of two thirds (2/3) of the total voting members of the Board of Directors are required for removal.

(c). Removal action is subject to the approval of the majority of the total membership present (50% + 1) at a special notified General Meeting.

ARTICLE VIII

Voting

Section A. - Voting Rights, Proxy Voting, and Absentee Voting

1. Each officer shall have voting rights on all matters that come before the General Membership at all regular, special, annual, and Board of Director's meetings.
2. Exception: The presiding officer shall vote only to break a tie vote at a regular, special, annual, and Board of Director's meetings.
3. There will be no proxy voting by either the officers or the members in the aforementioned meetings.
4. There will be no absentee voting by officers or members. Exception: When officer or member is away on P-FLAG business.

ARTICLE IX

Board of Directors

Section A. - Number and Eligibility

1. The Board of Directors shall consist of four (4) elected officers and a minimum of seven (7) and / or a maximum of Fifteen (15) elected directors.
2. Each director shall be a member in good standing, with all dues and obligations paid in full.

Section B. - Term of Office

1. All directors shall enter upon their official duties on the first (1) day of April of each year. Term of office shall be for one (1) year and two (2) years.

Section C. - Duties

1. The Board of Directors shall determine the policies, activities, of the chapter, approve the budget, approve all bills, take counsel with the committee chairpersons, and have general management of the Chapter.

Section D. - President's Fund

1. The President shall have a contingency fund of one hundred and fifty (\$150.00) dollars, which the President may use for emergencies, without the approval of the Board of Directors. The President shall report to the Board of Directors as to what use was made of the contingency fund. If the money is spent in the aforementioned fund, the Board of Directors may vote to replenish the fund.

Section E. - Board of Director's Meetings

1. The Board of Directors shall set the time and place of Board meetings.

Section F. - Quorum

1. A quorum for a meeting of the Board of Directors shall be a simple majority.

Section G. - Finance

1. The Chapter's books of account shall be audited at least once a year. The auditors shall be selected by the Board of Directors.

2. The Board of Directors shall determine the official depository of depositories.

3. In case of the inability of the person (s) designated to sign checks, and to perform their functions, the Board of Directors shall designate those who shall act as substitutes.

ARTICLE X

Standing Committees

Section A. - Structure

1. The basic committee structure shall include the following standing committees:

(a). Advocacy

(b). Budget and Finance

(c). Education and Speakers Bureau

(d). Fund Raising

(e). Membership and Retention

(f). Programs

(g). Public Relations

(h). Social

2. All committee members shall be appointed by the committee chairperson, and shall be subject to removal by him / her. Each committee chairperson shall be responsible to the President, and shall make such reports as the President may direct.

3. Special committees may be appointed by the President and they shall perform such duties as may be defined in their creation.

ARTICLE XI

Duties of Standing Committees

Section A. - Advocacy

1. To keep the members advised of legislation or action, on a local, state, and national levels relevant to our stated purpose in Article II, Section A1.
2. To propose and implement such actions necessary, or required, to pass or defeat such legislation, or action, with the approval and assistance of the Board of Directors.

Section B. - Budget and Finance

1. To prepare a budget for each new administrative year, and have it approved at the first Board of Director's meeting of the new year.
 - (a). To assist the treasurer in his financial reports to the Board meetings and the Annual Meeting.

Section C. - Education and Speakers Bureau

1. To be effective in educating the community. To have our members prepared when asked to speak to community organizations, schools, churches, synagogues, etc. To provide pamphlets and books for our lending library, which have been approved by the Board of Directors. To constantly upgrade all information in regards to our purposes as described in Article II Section A1.

Section D. - Fund Raising

1. To raise funds so that the chapter can fund its many and varied programs and projects. Fund raising is the crux of successful organization.

Section E. - Membership and Retention

1. To get new members by letting people know that P-FLAG is here to bring families together, by advertising in the media. To provide programs and activities for the express purpose of increasing the membership.
2. To retain members by examining the causes of why people dropout of P-FLAG. To send letters to those who have left, to find the cause and the possibility of rejoining. To send letters to those who come to our meetings but never join.
3. Membership lists shall be made available to the officer or director who is the chair of the committee, and be bound by Article V Section B2.

Section F. - Programs

1. To have programs that are interesting and topical, to draw larger audiences by having good speakers. To have the membership get involved in all facets of activities and programs.

Section G. - Public Relations

1. To seek to get the name of P-FLAG and our purpose into the communities.

Section H. - Social

1. To have an Anniversary Party as close to our anniversary date as possible. To have social functions during the year to bring our membership together in fun and get to know each other. To help foster a caring, loving relationship that will strengthen our resolve to carry out our purposes.

ARTICLE XII

Meetings

Section A. - Chapter Meetings

1. This chapter shall hold a monthly meeting on the second (2nd) Sunday of every month. Time and place to be decided by the Board of Directors.

Section B. - Annual Meeting

1. The Annual Meeting of this Chapter shall be held at the March General Meeting. At a place and time specified by the Board of Directors.

(a). A written notice shall be given to the membership fifteen (15) days prior to the date of the called meeting.

(b). The minutes of the last Annual Meeting shall be read and approved.

(c). Officers and committee reports shall be read and approved.

(d). At the Annual Meeting all officers and Board of Directors, who have been nominated, will stand for election.

(e). Nominations shall be taken from the floor.

(f). Other business that may come before the members shall be transacted.

Section C. - Special Meetings

1. A special meeting of the membership may be called by the President, or a majority of the Board of Directors, or fifteen (15) members may petition the President to call a special meeting.

(a). Written notice shall be given to the membership fifteen (15) days prior to the date of the called special meeting.

(b). An agenda shall accompany the written notice, and only those matters on the agenda, shall be discussed and voted on at the special meeting.

Section D. - Quorum

1. Annual Meeting, all present and in good standing, shall constitute a quorum.

2. Regular meetings all present and in good standing, shall constitute a quorum.

3. Special meetings all present and in good standing, shall constitute a quorum.

ARTICLE XIII

Nominations and Election of Officers and Directors

Section A. - Nominating Committee - Duties

1. At the January Board meeting of each year, the President shall appoint a Nominating Committee. This committee shall consist of a minimum of three (3) members. The President shall designate the chairperson.
2. The duties of the committee shall be to nominate, with the consent of the nominees, a slate of officers and members of the Board of Directors, to present to the membership at the Annual Meeting.
 - (a). The Nominating Committee shall prepare a ballot for the election.
3. At the regular meeting, in February, one month before the Annual Meeting, the Nominating Committee shall submit a list of nominees not to exceed one (1), except in the case of Co-officers *, in number for each office to be filled including the Board of Directors, to the membership.
 - (a). Nominations will be taken from the floor at the Annual Meeting for all officers and Board of Directors positions.

Section B.

Section C. - Election Committee

1. At the Annual Meeting, the President shall appoint an Election Committee, consisting of not more than seven (7) members.
 - (a). The duties of this committee shall be to ascertain the number of members in good standing are in attendance; to distribute, collect and count the ballots; to advise the President of the election winners. The committee will not divulge the count of the ballots. The President shall then announce the winners to the membership.

Section D. - Election of Officers

1. A majority of all votes cast shall be necessary to determine the winner of an election for any officer.
 - (a). In the event that any election does not show a majority for any nominee, the President will call for a second (2nd) ballot. Prior to the second ballot, the nominee having the lowest vote shall be dropped; in each ballot the same procedure shall be followed until one (1) nominee has a majority of all votes cast.

Section E. - Election of the Board of Directors

1. If the names of more than the number of directors to be elected are placed in nomination, the persons who shall receive the highest vote, up to the number to be elected, shall be declared to be elected.
2. When two or more persons, except for if only two co-officers *, are running for the same office a ballot shall be used. When voting for the directors a ballot shall be used.

ARTICLE XIV

Public Activities

Section A. - National, state and City Legislation and Political Action

1. The Chapter shall seek by fair discussions, at its meetings and in other ways, to keep its members informed on all questions of public importance and any proposed legislation affecting the community, state or nation in which the Chapter is located.
2. This Chapter shall have the right, and it shall be its duty, from time to time, to give expression, by proper means, to its attitude on public questions and proposed legislation.
3. No action on any public question or proposed legislation shall be taken by this chapter, until the same has been submitted to the Board of Directors for their approval.

Section B. - Political Action

1. This Chapter shall not be used, in any way, for political purposes. Nor shall it, as a Chapter, actively participate in the political candidacy of any person.
2. The above Section B1, should not be construed that an individual member cannot take an active role on politics. On the contrary, members are urged to get involved in city, state, and national politics and to support candidates of their choice.

ARTICLE XV

Amendments

Section A.

1. Any amendment of these bylaws may be adopted by two thirds (2/3) vote by the members present at any meeting of this Chapter, provided written notice of the proposed amendment shall have been given to the members, at least two (2) weeks prior to the meeting. There shall be no voting by proxy or absentee ballot. Exception, Article VIII Section A4

ARTICLE XVI

Rules of Order

Section A.

1. "Sturgis Rules of Order" shall be the parliamentary authority on all matters of procedures not specified in these bylaws.

(a). The President shall appoint the parliamentarian.