

PARENTS, FAMILIES, AND FRIENDS OF LESBIANS AND GAYS

DETROIT BYLAWS

Approved April 2011

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 **PFLAG**.

ARTICLE II

Statement of Purpose

Section A.

1. **PFLAG Detroit** (doing business as Parents Flag Detroit) promotes the health and well being of Gay, Lesbian, Bisexual and, Transgender 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. **PFLAG** 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 **PFLAG** Federation.

ARTICLE IV

Affiliation

Section A.

1. **PFLAG** 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 **PFLAG**.

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, and 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 or two (2) years
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. In any Co-Office, the duties shall be divided up and carried out in the best interests of PFLAG and so as to most efficiently conduct chapter business.

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 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.

All bank drafts, checks, and other negotiable instruments issued or purchased in the name of **PFLAG**, 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
 - 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. 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 PFLAG are not being served. The procedure is as follows:

1. A committee of three Officers and/or Board of Directors shall notify the full Board of Directors regarding the issue (s) that have arisen and is (are) in conflict with the best interest of PFLAG. This committee shall investigate and make recommendations to the individual of concern. Upon failure to resolve all issues, recommendations shall be made to the full board.
2. If such issues cannot be resolved, due notice of the proper removal action shall be mailed to all Board of Directors at least fifteen (15) days prior to the next board meeting.
3. A vote of two thirds (2/3) of the total voting members of the Board of Directors present is required for removal.

ARTICLE VIII

Voting

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

1. Each Officer and Board of Director member 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. Each Officer and Board of Director Member shall be elected by a simple majority of eligible voters present at the Annual Meeting.
5. There will be no absentee voting by officers or members. Exception: When officer or member is away on **PFLAG** 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 or 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

Official Committees

Governance of the official activities under the auspices of the PFLAG Detroit chapter:

1. From time to time, committees shall be formed by the Office of the President or by the Board of Directors to carry out projects or events.
2. The guiding principle for such committees shall be to advance the of the chapter's goals in accordance with its mission.
3. The process to form, sanction, fund, and monitor committees is defined in Article XI.

4. The purpose of this process is to ensure understanding of the purpose, scope and responsibilities that ~~and~~ lead to successful projects and events.

ARTICLE XI

Committee Process

Section A. Initiation.

1. When conditions merit, the Office of the President (or Co-President) may form a committee at any time between Board meetings. The Office of the President shall bring the committee to the Board's attention as appropriate, but no later than the next Board meeting.
2. Any member may petition the Board to form a committee at a Board meeting. In a scheduled Board meeting, petitions for formation of committees shall be considered and approved or rejected based on the information presented pursuant to the following subsections. The committee's initial objective, scope, term and target date shall be established.
3. The committee's resources shall be identified:
 - a. Chair—usually a Board member who is responsible for facilitating the committee and for providing status reports to the Board. The Chair is authorized to recruit team members as needed.
 - b. Team members—may be Board members, but may include members from the general membership.
 - c. Initial funding, if any, shall be authorized by the board
4. The foregoing information shall be included in the Board meeting minutes to begin the committee's official record.

Section B. Monitoring

1. The committee Chair reports progress on any issues to the Board at least monthly. Each active committee will be placed on the regular Board meeting agenda and reports will be included in the minutes.
2. Managing issues and major changes:
 - a. Substantive changes to the Committee's scope, objectives, or function of the committee Chair, must be approved by the Office of the President. All ~~and~~ funding increases must be approved by the Board.
 - b. The Chair is encouraged to counsel with the Office of the President and any of the Directors regarding planning or any issues.
 - c. If appropriate, the Office of the President shall take appropriate corrective action.

Section C. Close Down –

1. When the committee's tasks are complete, the Chair shall make a final report to the Board covering accomplishments, expenditures, contributors, and lessons learned. The Board shall determine appropriate recommendations and actions to be taken.

ARTICLE XII

Meetings

Section A. - Chapter Meetings

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

Section B. - Annual Meeting

2. 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 B. – Annual Meeting - The Annual Meeting shall be held in conjunction with the March General Meeting.

1. A written notice shall be given to the membership fifteen (15) days prior to the date of the called meeting.
2. The election of Officers and Board of Directors for the next fiscal year shall be conducted.
3. Nominations may be taken from the floor.
4. 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. – Election Committee - Duties

1. Assigned at the April board meeting of each fiscal year, an Election Committee shall be appointed by the Presidents Office and consist of no more than four (4) persons. A chairperson shall also be designated. Any Officer or Board of Director whose term shall expire in March of the following year is not eligible to be on the Election Committee.
2. The Committee shall nominate, with the consent of the nominees, a slate of officers and members of the Board of Directors for presentation to the membership at the next Annual Meeting.
3. By January of the following calendar year, the Election Committee shall submit a list of nominees **for** publication in the February.
4. Any member in good standing may be nominated as a Board of Director nominee by anyone else from the PFLAG Detroit general membership present at the February General Meeting. The final nomination slate will be closed to any further nominees at the conclusion of the February meeting.
5. The Election Committee shall prepare a ballot for the election.

Section B. Annual Meeting.

1. The Election Committee shall ascertain the number of members in good standing prior to the start of the Annual Meeting.

2. The Committee shall begin the election by announcing the slate of nominees to the general membership. Each nominee is asked to stand and acknowledge himself / herself until the reading of the nominee's slate has been completed.
3. Any nominations from the members in good standing in attendance are taken and added to the ballot.
4. If the total number of nominees exceeds the available positions on the Board of Directors as defined by Articles XIIA and XIII A, a ballot shall be distributed to each member in good standing who shall cast not more than one (1) vote for each position. The ballots shall then be collected and counted by the Election Committee, with the results announced to the general membership.
5. If the total number of nominees doesn't exceed the available positions as mentioned in step 4 above, a motion is made to accept the slate of nominees, seconded and, voted on by the members in good standing.
6. Election of Officers and Board of Directors
 - a. A majority of all votes cast, whether by simple acknowledgement or ballot, shall be necessary to determine the winner of an election.
 - b. In the event that any election does not show a majority for any nominee, the Presidents Office 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.

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.
2. The President shall appoint the parliamentarian.