

**Bylaws of
Stonewall Democrats of Austin (SDA)**
(Adopted 04/06/2010)

ARTICLE I: NAME

The name of this organization shall be **Stonewall Democrats of Austin**, also known as **SDA**. SDA is organized as an unincorporated nonprofit association and is a general-purpose political committee that has filed an Appointment of Campaign Treasurer with the Texas Ethics Commission.

ARTICLE II: MISSION STATEMENT

The mission of SDA is to participate in political activities that create a strong and effective voice for the lesbian, gay, bisexual and transgender (LGBT) communities in local and state policy decisions.

ARTICLE III: PURPOSE

The purposes of SDA are (1) to educate Democratic candidates and officeholders on issues of importance to the LGBT community; (2) to foster the ideals of the Democratic Party through voter education in the LGBT community; (3) to encourage LGBT participation in all levels of the Democratic Party; and (4) to screen, endorse and support the election of pro-equality Democratic candidates to public office by maximizing the Democratic turnout in the LGBT community.

ARTICLE IV: MEMBERSHIP

Section 1. Qualifications

To be accepted as a member of SDA, a person must (a) be at least 18 years of age; (b) submit a signed membership application that includes an affirmation of having a Democratic Party primary election voting history and/or subscribing to the purposes of SDA; and (c) pay annual dues. Every person who meets the qualifications set forth in this section shall be deemed a member in good standing.

Section 2. Dues

Any changes in the amount of annual dues or dues structure shall be approved by a simple majority vote (more than 50%) of the Board of Directors and ratified by a simple majority vote of the members at a duly called meeting of the membership.

Section 3. Expulsion of Members

Any member whose actions are judged by a majority of the Board of Directors to be prejudicial or detrimental to SDA may be expelled as a member upon recommendation by the Board of Directors and by a two-thirds vote of those members present and voting at a regularly called meeting of the membership.

Section 4. Voting Rights of Members

Each member shall be entitled to one vote on each matter submitted to a vote of the members. Proxy and absentee voting shall not be permitted.

Section 5. Annual Membership Meeting

The annual meeting of the members of SDA shall be held in March of each year at the call of the Board of Directors for the purpose of electing officers and members-at-large of the Board of Directors and for transacting other business that may come before the membership. The Secretary shall provide written notice of the date, time and place of the annual meeting to each member not less than 10 nor more than 30 days in advance thereof.

Section 6. Other Membership Meetings

In addition to the annual meeting, meetings of the membership may be held on a monthly basis at the call of the Board of Directors to hear a guest speaker on a timely topic, make announcements and to conduct business. Additionally, meetings of the membership shall be held each election cycle for the purpose of screening and endorsing candidates for public office. The Secretary shall provide written notice of the date, time and place of monthly meetings to all members not less than 10 days nor more than 30 days in advance thereof. If business is to be conducted at such meetings, the notice must include an agenda stating the nature of the business to be conducted. Notice of endorsement meetings shall be governed by the Standing Rules for Endorsements.

Section 7. Quorum for Membership Meetings

A quorum for all membership meetings shall be ten per cent (10%) of all members in good standing at the time of the meeting.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number, Qualifications and Terms of Office

The Board of Directors (hereinafter "Board") shall consist of between seven (7) and thirteen (13) elected members, including the four (4) officers listed in Article VI below. Additionally, the immediate past co-chairs may be non-voting *ex officio* members of the Board. Each Board member shall serve a term of two (2) years or until successors are elected. The terms of a simple majority of the Board members shall expire on February 28 in even-numbered years. The terms of the remaining Board members shall expire on February 28 in odd-numbered years. To be eligible for election, candidates for office must have been current members of SDA for at least 30 days. All terms of office shall begin at the close of the meeting at which the officer is elected.

Section 2. Nominations and Elections

Candidates for the Board may be nominated by the Board Development Committee or from the floor at the annual membership meeting. The Board Development Committee shall follow the nominations process set forth in the Policies and Procedures Manual (see Article VIII, Section 7 below) and report to the Board meeting that precedes the annual membership meeting. Board members shall be elected by a simple majority vote of the members who are present at the annual membership meeting at which there is a quorum.

All candidates for election to the Board must be members in good standing of SDA at the time of the election.

Section 3. Vacancies

Any vacancy occurring on the Board for reasons other than expiration of terms may be filled by a simple majority vote of the remaining Board members, even if less than the minimum number of members remains on the Board. Any member appointed to fill a vacancy shall hold office until the end of the term being filled or until such member's resignation or removal from office.

Section 4. Removal

Any member of the Board may be removed for good cause by a vote of not less than two-thirds (2/3) of the current Board members present at any meeting. Written notice of the intention to act upon such matter shall be given to all Board members, including the Board member affected, not less than ten (10) days prior to the meeting at which such action will be taken.

Section 5. Place, Time and Number of Board Meetings

The Board shall meet in February of each year and at least four more times during that fiscal year. Place, time and number of meetings shall be determined at the initial Board meeting in February. Written notice of each Board meeting shall be delivered by the Secretary to each Board member at least five (5) business days prior thereto. The notice of the meeting shall include a proposed agenda for the meeting. Special meetings of the Board may be called by the President, or whenever a request is made to the Secretary by any three (3) Board members in writing. Written notice of the special Board meeting shall be delivered by the Secretary to each Board member at least five (5) business days prior thereto and shall include the specific purpose for which the special meeting is being called.

Section 6. Quorum for Board Meetings

A quorum shall consist of a simple majority of the current members of the Board for the transaction of business at any meeting. Each member of the Board shall be entitled to one vote on each matter submitted to a vote. A Board member must be present to vote. Proxy and absentee voting is not permitted at Board meetings. If less than a quorum is present at a duly called meeting, the meeting shall not be called to order.

ARTICLE VI: OFFICERS

Section 1. Elected Officers

The elected officers of SDA shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall be elected by a simple majority vote of the members present at the annual membership meeting at which there is a quorum. The President and Treasurer shall be elected in even-numbered years. The Vice President and Secretary shall be elected in odd-numbered years. Each office term shall be two (2) years.

Section 2. Duties of the President

The President shall set the agenda for and preside over meetings of the Board and membership. The President shall appoint other Board members to organize all standing

committees; appoint such other committees as may be deemed necessary with Board approval; may serve as non-voting ex officio member of all committees; shall serve as the official representative of SDA and have such other duties as may be assigned by the Board.

Section 3. Duties of the Vice President

The Vice President shall set the agenda for and preside over meetings of the Board and membership when designated by the President or in the absence of the President and may have other duties as assigned by the President.

Section 4. Duties of the Secretary

The Secretary shall maintain a record of all meetings of the Board, the Executive Committee and of the membership; prepare and disseminate the minutes of all meetings of the Board and of the membership as set forth in the Policies and Procedures Manual (see Article VIII, Section 7 below); assure the issuance of all necessary meeting notices to the Board and membership; maintain and update the Policies and Procedures Manual containing standing rules, policies and procedures adopted by the Board and the membership; and shall have such other duties as may be assigned by the Board.

Section 5. Duties of the Treasurer

The Treasurer shall maintain the financial records of SDA; receive and disburse funds of SDA; make timely bank deposits and payments to vendors; prepare an annual budget of anticipated revenues and expenses; provide addenda to the budget as required; report the financial status of SDA to the Board on a regular basis; make an annual financial report to the membership; prepare and file all reports required by the Texas Ethics Commission; prepare all information necessary for periodic audits as may be directed by the Board; and have such other duties as may be assigned by the Board. The Treasurer must be willing to accept personal liability for the timely and accurate filing of campaign finance reports with the Texas Ethics Commission and has veto power over any Board or membership decision that is in violation of state campaign finance laws.

Section 6. Appointment of Assistant Treasurer

The President may appoint another SDA member as Assistant Treasurer to assist the Treasurer with her or his duties and to act in the absence or disability of the Treasurer. If appointed, the Assistant Treasurer may sign reports to be filed with the Texas Ethics Commission if the Treasurer is not available. If the Treasurer resigns, or is removed, the Assistant Treasurer's appointment ends. The President in his/her discretion may re-appoint the same SDA member as Assistant Treasurer after a new Treasurer is elected or appointed. The President in consultation with the Treasurer shall assign specific duties to the Assistant Treasurer. The President in consultation with the Treasurer may terminate the appointment of Assistant Treasurer at any time.

ARTICLE VII: COMMITTEES

Section 1. Executive Committee

The Executive Committee shall consist of the four (4) elected officers of SDA. The Executive Committee shall have and may exercise all the authority of the Board in the business and affairs of SDA during intervals between Board meetings. The Executive

Committee shall have no power without approval of the full Board (a) to alter, amend or repeal these Bylaws, (b) to appoint or replace any member of the Executive Committee or the Board, (c) borrow money or (d) commit SDA to expend any sum in excess of \$500.00. Meetings of the Executive Committee shall be held at such time and such place as the Executive Committee may determine. No written notice of any meetings of the Executive Committee shall be required and three (3) members of the Executive Committee shall constitute a quorum for the transaction of business. A copy of any resolution adopted by the Executive Committee shall be presented to the full Board at the next regularly scheduled meeting of the Board.

Section 2. Standing Committees

- (a) The standing committees shall be as follows: Board Development Committee, Budget and Finance Committee, Communications Committee, Endorsement Committee, and Membership Committee. At the February Board meeting, the President shall appoint a Board member to oversee and/or organize each standing committee. Each appointed Board member shall within thirty (30) days of said appointment (a) recruit SDA members to serve on said committee and (b) hold an initial committee meeting for the purpose of allowing committee members to select a chair of said committee and schedule monthly committee meetings. Each standing committee shall consist of a minimum of three (3) and a maximum of 7 (7) members, including the committee chair. Members of each standing committee, including the committee chair, shall be subject to approval by a simple majority vote of the Board. The committee chair may or may not be a Board member; however, a Board member of that committee shall be required to make a committee report at all Board meetings. Each standing committee shall elect a chair annually. Standing committees are not authorized to expend funds, except as specifically authorized by the Board. The Board has final approval authority over recommendations from any standing committee.
- (b) The functions of the standing committees shall be as follows:
1. Board Development Committee. The Board Development Committee shall recruit new members for the Board, assist in preparing the ballot for Board elections at the annual meeting and review Board/nominations policies and procedures.
 2. Budget and Finance Committee. The Budget and Finance Committee shall assist the Treasurer in preparing the annual budget, submit amendments to the budget during the fiscal year, set fiscal policy and make other financial recommendations to the Board of Directors.
 3. Communications Committee. The Communications Committee shall develop mechanisms (e.g., monthly newsletter, e-mail communications, website updates, etc.) for enhancing communications to keep SDA members informed of meetings, events, and news items relevant to SDA's mission and purposes and developing similar mechanisms for promoting awareness of SDA and enhancing its image to the LGBT community and the community-at-large. The Communications Committee shall also be responsible for working with the President in the

coordination and timely issuance of approved media releases. The SDA webmaster or website administrator shall be a member of this committee.

4. Endorsement Committee. The Endorsement Committee shall be responsible for coordinating the candidate screening and endorsement process during each election cycle; disseminating SDA's list of endorsements to the LGBT community and community-at-large; and recommending to the Board the scope of the dissemination of the list of endorsements and those candidates or ballot measures which merit financial and volunteer support from SDA.

5. Membership Committee. The Membership Committee shall promote membership growth and retention in SDA; provide dues renewal notices to members on a quarterly basis; maintain and update all membership records and mailing list databases; certify the eligibility of new members to the Board; publish and update a membership directory for members; and coordinate outreach and recruitment activities. The Membership Committee will also work with the Treasurer to ensure timely remittance of quarterly dues shares to National Stonewall Democrats and the Texas Stonewall Democratic Caucus.

Section 3. Other Committees

The Board may appoint other committees on either a standing or ad hoc basis as they deem necessary for the conduct of the business of SDA.

ARTICLE VIII: MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of SDA shall commence on February 1 of each year and end on January 31 of the following year.

Section 2. Notice and Waiver of Notice

Notice shall be deemed to be sufficient if delivered in person, by postal mail, e-mail *or* facsimile transmission on the day of such delivery or transmission. If the deadline for giving notice under these Bylaws falls on a Sunday or postal holiday, notice shall be deemed effective if given on the day immediately following the Sunday or postal holiday. A waiver or waivers of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Actual notice, however, shall always be effective notice.

Section 3. Meetings By Other Means

Members of the Board or members of a committee may participate and hold any meeting required or permitted under these Bylaws by means other than face-to-face meetings (e.g., conference call, telephone polling, e-mail), provided that all Board or committee members are informed of the results of such meeting by other means. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting.

Section 4. Parliamentary Procedure

The consensus model of decision-making or the rules contained in the current edition of Robert's Rules of Order shall govern the conduct of Board and committee meetings. Robert's Rules of Order shall govern the conduct of all SDA membership meetings in all situations to which they are applicable and in which they are not inconsistent with these Bylaws and any standing rules.

Section 5. Acceptance of Contributions

Financial contributions to SDA, whether in the form of dues or other contributions, shall be considered accepted when deposited by the Treasurer. The Treasurer in consultation with the Executive Committee shall determine whether or not to reject a contribution. A contribution that is not accepted shall be returned by the Treasurer to the remitter thereof.

Section 6. Authority to Sign Checks and Contracts

All contracts, bills, notes, checks or other instruments for the payment of money shall be signed or signed and countersigned by such officer or officers designated as decision makers with the Texas Ethics Commission and in such manner as is prescribed by resolution of the Board.

Section 7. Policies and Procedures Manual

The Board shall by simple majority vote establish policies and procedures for the day-to-day operation of SDA. These policies and procedures shall be contained in a Policies and Procedures Manual and shall include all standing rules. This Policies and Procedures Manual shall be maintained by the Secretary and shall be binding on all persons operating on behalf of SDA. The policies and procedures may be amended, as needed, by simple majority vote of the Board.

Section 8. Resignations

Any officer or Board member-at-large may resign at any time. Such resignation may be made in writing or verbally in the presence of at least the President or Vice President and one other Board member. The resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by either the President or Vice President or the Board. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 9. Redress of Grievances

The Board shall adopt procedures for redressing grievances from any member of SDA.

Section 10. Conflicts of Interest

The Board shall provide a policy that addresses conflicts of interest other than those set out in Article IX, Section 1 below.

ARTICLE IX. INTERESTED BOARD MEMBERS, NON-LIABILITY OF BOARD MEMBERS AND OFFICERS AND INDEMNIFICATION

Section 1. Interested Board Members

No contract or other transaction between SDA and one or more of its Board members or officers, or any firm, partnership, corporation, association or other entity in which one or

more of SDA's Board members or officers are shareholders, members, directors, officers or employees or in which they are otherwise interested, shall be void or voidable by reason of such connection or interest, provided the fact of such interest or connection is disclosed or known to the Board prior to authorizing, approving or ratifying such contract or other transaction. Such interested Board member or members may be counted in determining whether a quorum is present, but may not be counted in calculating the simple majority vote needed to authorize, approve or ratify such contract or other transaction. Such interested Board member or members shall not be liable to SDA for any profits realized by, from or through such contract or other transaction.

Section 2. Non-Liability of Board Members, Officers and Others In Certain Cases

No Board member, officer, employee, agent, member or non-member volunteer of SDA shall be liable for his or her acts as such if he or she is excused from liability under any present or future provision or provisions of the Texas Business Organizations Code; and, in addition, to the full extent now or hereafter permitted by the Texas Business Organizations Code, each officer, Board member, employee, agent, member, or non-member volunteer shall in the discharge of any duty imposed or power conferred upon him or her by SDA, be fully protected if, in the exercise of ordinary care, he or she acted in good faith and in the best interest of SDA. Good faith shall be presumed as including, but not limited to, when the person acts in reliance upon the written opinion of an attorney for SDA, the books of account or reports made to SDA by any of its officials or by an independent certified public accountant or by an appraiser selected with reasonable care by the Board or in reliance upon other records of SDA.

Section 3. Indemnification

Each person who is or was a Board member, officer, employee or agent of SDA or is or was serving at the request of SDA as a Board member, officer, volunteer or agent may be indemnified by SDA to the full extent permitted or authorized by the Texas Business Organizations Code. SDA may maintain insurance at its expense for the benefit of any Board member or officer who has acted in good faith and in the best interests of SDA, as required by law.

Section 4. Income Distributions Prohibited

No part of the income of SDA shall be distributed to the Board members or officers, nor shall SDA pay compensation to the Board members and officers for services rendered in such capacity, but SDA may reimburse legitimate expenses incurred by such individuals. Nothing herein shall preclude officers and Board members from serving as employees or agents of SDA for hire or from entering into remunerated contracts with SDA in accordance with the conflicts of interest policies and procedures of SDA and applicable provisions of these Bylaws.

Section 5. Loans To Board Members And Officers Prohibited

No loans shall be made by SDA to the Board members or officers.

ARTICLE X: DISSOLUTION OF SDA

SDA may be dissolved and its Appointment of Campaign Treasurer terminated with the Texas Ethics Commission upon the affirmative vote of three-fourths (3/4) of the Board members present at a Board meeting at which there is a quorum and the affirmative vote of three-fourths (3/4) of the members present at any membership meeting at which there is a quorum. No vote on the issue of dissolution shall be taken until a Board member raises the issue for inclusion in the agenda at a regular meeting of the Board to be voted on at a subsequent regular Board meeting with fifteen (15) days prior notice to all Board members. Additionally, no vote on the issue of dissolution shall be taken by the membership unless and until notice of the dissolution is given by the Board to all members in good standing at least fifteen (15) days prior to the annual membership meeting or other membership meeting called for this purpose. Upon its dissolution, the net assets of SDA, if any, shall be distributed to the Texas Stonewall Democratic Caucus or its successor and the Treasurer shall file a dissolution report with the Texas Ethics Commission.

ARTICLE XI: AMENDMENT OF BYLAWS

These Bylaws may be amended, repealed or new Bylaws may be adopted by (a) a vote of two-thirds (2/3) of the current members of the Board at any regular or special meeting of the Board at which a quorum is present with due notice of the substance of the proposed amendments having been given in advance of the meeting and (b) approved by a two-thirds (2/3) vote of the members present at any annual or other membership meeting at which there is a quorum with due notice of the substance of the proposed amendments having been given in the call of the meeting. Once approved by the membership, the amended, repealed or new Bylaws shall become effective immediately, or as provided therein.