

# **BYLAWS**

## **TACOMA PARENTS, FAMILIES AND FRIENDS OF LESBIANS AND GAYS**

### **ARTICLE I – NAME AND INCORPORATION**

The name of this organization shall be the Tacoma Parents, Families and Friends of Lesbians and Gays, Inc. Tacoma Parents, Families and Friends of Lesbians and Gays shall hereinafter be referred to as “Chapter” or as “Tacoma PFLAG”. The national organization of Parents, Families and Friends of Lesbians and Gays, Inc. shall hereinafter be referred to as “PFLAG”. Tacoma PFLAG was incorporated as a public benefit corporation in the State of Washington on October 7, 1996.

### **ARTICLE II – AUTHORITY**

1. The charter authorizing the organization of this Chapter shall be granted by the Board of Directors of PFLAG.
2. The Chapter shall be subject to the bylaws of PFLAG.

### **ARTICLE III – PURPOSE AND SCOPE**

1. The purpose of the Chapter shall be to support the mission of the PFLAG organization; to promote the health and well-being of all LGBTQ+ persons (including but not limited to lesbian, gay, bisexual, transgender, non-binary and questioning persons), their families and friends through:
  - a. support, to cope with an adverse society;
  - b. education, to enlighten an ill-informed public; and
  - c. advocacy, to end discrimination and to secure equal civil rights. PFLAG provides opportunity for dialogue about sexual orientation and gender identity, and acts to create a society that is healthy and respectful of human diversity.
2. Under no circumstances shall the Chapter fund, endorse or contribute in any way to the election campaign of a candidate for public office, or act in any way as to jeopardize the status of PFLAG as a tax exempt corporation under Internal Revenue Code section 501(c)3. The Chapter shall take no legal action without approval of the Board of Directors of PFLAG.
3. The PFLAG logo may be used on Chapter publications, advertisements, and in materials to be sold for fundraising purposes, letterhead, publicity, and whatever other uses are consistent with national objectives and authorized by the Chapter as set forth in PFLAG’s Trademark and Trade Name Licensing Agreement.
4. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its members, board, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Chapter’s purposes.

#### **ARTICLE IV – MEMBERS AND MEMBERSHIP MEETINGS**

1. Any person who supports the purposes of PFLAG shall become a member in the Chapter upon payment of annual dues in an amount to be determined each year by the Board of Directors of the Chapter. Membership is renewable annually. Members may be suspended by unanimous vote of the Board of Directors.
2. Members have full voting rights in the election of Chapter Officers and Directors and any other business that the Board of Directors of the Chapter chooses to bring before the membership.
3. To the extent permitted by law, the identity of members of the Chapter shall not be disclosed outside of PFLAG and the Chapter, without the consent of the person concerned.
4. General Membership Meetings of the Chapter shall be held each month at a location to be determined by the Board of Directors of the Chapter for the purpose of providing support and education and discussion of pertinent activities. These meetings shall be open to members and other persons in sympathy with the purposes of the Chapter. Except as otherwise required in these Regulations, no notice of these meetings is required.
5. The Annual Business Meeting for the election of officers and directors will be held before the end of February. Notice of the time, place and purpose of the meeting shall be sent to the membership at least five (5) days in advance. Other business of the Chapter may be transacted at the Annual Business Meeting without being specifically designated by notice.
6. Notice of the Annual Business Meeting shall be sent by US Mail or email to those members whose email addresses are known. Such notice may be included in a general mailing.
7. A quorum for any Business Meeting of the membership shall be the larger of eight (8) members, or ten percent of the total membership.
8. There shall be no voting by proxy at meetings of the general membership.
9. Meetings will be chaired by the president, or in the absence of the president, by another officer or member of the Board of Directors.

#### **ARTICLE V – BOARD OF DIRECTORS**

1. The Chapter shall be governed by a Board of Directors which shall manage and conduct the business of the Chapter. The term “Director” in this document shall refer to any member of the Board of Directors, whether an officer or an at-large member.
2. The Board of Directors shall consist of the Officers, and at least two (2) at-large members who ideally have been members of the Chapter for at least one year. The exact number of at-large seats will be determined by the Board. Optimally, the majority of the directors shall be parents of LGBTQ+ children. The Board of Directors shall consist of no more than twelve (12), as may be determined from time to time by resolution of the Board of Directors.
3. The members of the Board of Directors shall be elected by the membership at the Annual Membership Meeting to serve for a period of one year and shall assume office at the conclusion of that meeting. There is no limit to the number of terms a Director can serve.
4. The Board of Directors shall meet regularly at a time and place to be determined by the Board. No further notice is required for regular Board meetings. Regular meetings of the Board are open to all Members of the Chapter.
5. A majority of the Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In case of a tie vote, the President shall have the deciding vote.

6. The Board of Directors shall select a Director to maintain a record of Chapter membership, showing Member names, addresses or email addresses, and amounts and dates of dues payments. The purpose of this record is to track renewal dates and amounts of membership dues payments. This record shall not be made publicly available.

#### **ARTICLE VI – OFFICERS**

1. The Officers of the Chapter shall include a President, Secretary, and Treasurer; and optimally a Vice President.
2. The president, as well as at least a majority of the officers should optimally be parents of LGBTQ+ children.
3. The Officers of the Chapter should be members of the Chapter preferably for at least one year and shall be elected by the membership at the Annual Membership Meeting, to serve for a period of one year, and shall assume office at the conclusion of the meeting. Officers may serve more than one term at the discretion of the members. Despite the expiration of an Officer's term, the Officer continues to serve until a successor assumes office.
  - a. The Officers of the Chapter shall have the following duties, as well as any others assigned to them by law, these regulations, or the Board of Directors:
  - b. The President shall chair the meetings of the general membership and of the Board. She/He/They shall manage the affairs of the Chapter as is directed by the Board.
  - c. The Secretary shall take minutes at all Board Meetings and the Annual Membership Meeting, document the decisions of the Board, and keep on file all official records of the Chapter.
  - d. The Treasurer shall administer the funds of the Chapter, maintain records of income, investments and expenditures, present monthly reports to the Board, and provide the Chapter with a written report annually and at the request of the Board of Directors.
  - e. The Vice President shall back-up the duties of the President as needed.
4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors at any time.

#### **ARTICLE VII – REMOVALS AND VACANCIES**

1. Any Officer or Director who fails to fulfill his or her duties of office, or who violates the Code of Conduct, or who is deemed to be acting in a way detrimental to the Chapter may be removed by a vote of two-thirds (2/3) of the Directors then in office. Notice shall be provided to the Officer or Director by US Mail or email at least ten (10) days in advance of any vote on his or her removal.
2. If there is a vacancy in any Office or at-large position on the Board, the Board may appoint a successor to complete the unexpired term.

#### **ARTICLE VIII – CODE OF CONDUCT**

1. The reputation of Tacoma PFLAG Directors is essential to being trusted in our communities.
2. Directors must remain above reproach.
3. Directors shall make a serious commitment to confidentiality. Information shall never be revealed that puts others at risk. In a public setting, Directors shall let others initiate contact and describe what works best for them.

4. Directors shall be responsive in answering questions, passing on information, making referrals and following up with others as needed. Directors shall be courteous.
5. Directors shall treat others with professionalism and respect. Directors offer the benefit of the doubt and do not make statements that are unhelpful, unkind, or untrue.
6. Directors shall not behave in a manner that harms the relationship between Tacoma PFLAG and the LGBTQ+ community or other community organizations deemed to be in concurrence with the Purpose and Scope of PFLAG.
7. Directors shall take no action that could be reasonably perceived as creating economic gain for themselves or others with Tacoma PFLAG's resources. Directors shall take the initiative to disclose such possible conflicts of interest.
8. Directors shall maintain and pass along any records kept as part of their leadership role.
9. Directors must use care in creating safety for young people and others who can be unduly influenced or where misunderstanding can occur. All interactions shall be age and role appropriate.

#### **ARTICLE IX – OTHER COMMITTEES**

1. The Board of Directors of the Chapter may appoint such committees and individuals to carry out the actions approved by the Board, or to make recommendations to the Board. Committee chairs are appointed by the President with the approval of the Board of Directors.
2. Committees shall keep records of their actions and report back to the Board in a timely fashion. Budgets for expenditures and major deviations from them must be approved by the Board.

#### **ARTICLE X – FINANCES**

1. The fiscal year of the Chapter shall run from October 1 through September 30.
2. The Board shall arrange for an independent review of the books after the close of each fiscal year.
3. Any expenditure of \$20 or more must be approved by at least 50% of the current board of directors before the expense is incurred. Amounts under \$20 must be approved by the President and Treasurer before the expense is incurred.

#### **ARTICLE XI – LIAISON WITH NATIONAL PFLAG**

The Chapter shall maintain open communication with the National PFLAG organization, submitting such information as requested by the organization in a timely manner.

#### **ARTICLE XII – AMENDMENTS**

These Bylaws may be amended if the proposed amendments are approved by two-thirds of the Directors present at any Board meeting, and if the proposed amendments are then approved by a majority vote of the members present and voting at an Annual Business Meeting or a Special Business Meeting. A summary of the proposed amendments shall be provided to the members with the notice of meeting. Revised copies of the Bylaws shall be made available to any member on request.

### **ARTICLE XIII – USE OF ORGANIZATION NAME**

No member shall represent himself or herself as an official representative of the Chapter, unless specifically authorized to do so by the Board of Directors. No member shall use the name of the Chapter for any purpose, business or otherwise unless specifically authorized to do so by the Board of Directors.

### **ARTICLE XIV – INDEMNIFICATION**

The Chapter shall indemnify, in such manner as the Board of Directors may authorize, any person who, authorized by the Board of Directors, acted in good faith on behalf of the Chapter, followed the Code of Conduct and, who because of such actions, became party to a legal suit or proceeding.

### **ARTICLE XV – DISSOLUTION, DISTRIBUTION OF ASSETS**

Upon the dissolution of the Chapter or the conclusion of its affairs, the Board of Directors shall distribute the assets of the Chapter exclusively to National PFLAG, other PFLAG Chapters, and/or to charitable, scientific or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws; provided that any such organization shall be a not-for-profit organization and organized for purposes not in substantial conflict or disagreement with those of the Chapter.

### **ARTICLE XVI – EFFECTIVE DATE OF BYLAWS**

These Bylaws shall become effective immediately upon their adoption. Amendments shall become effective immediately upon their adoption unless the Board of Directors or members, in adopting them as outlined, provide that amendments are to become effective at a later date.

### **ARTICLE XVII – STANDING RULES**

The Standing Rules document will identify specific information regarding dues, membership and meetings. Standing Rules may be amended if the proposed amendments are approved by two thirds of the Directors present at any Board Meeting.

Adopted March 11, 2010.

Amended Jan 18, 2020, Amendments adopted Feb 13, 2020

Amended Feb 11, 2021

Amended April 27, 2021

## **STANDING RULES**

1. The time of the General Membership Meetings shall be from 7-9 PM on the second Thursday of each month, unless otherwise stated. The time of the Board Meetings shall be approximately 7:00 PM on the fourth Thursday of each month, unless notice is otherwise provided.
2. The location of the General Membership meetings will be at the First United Methodist Church in Tacoma, unless required to be held remotely by the county Health Department. The location of the Board Meetings generally will be held at the First United Methodist in Tacoma, unless otherwise stated.
3. The yearly chapter dues shall be as follows: Individual dues are \$25/year; Family/Household dues are \$40/year; Senior/Low Income/Student dues are \$15/year. Dues are payable each year in the month a member first paid their dues.