

BYLAWS OF THE HOUSTON GLBT POLITICAL CAUCUS¹

ARTICLE I

1.01 NAME: The name of this organization is the HOUSTON GLBT POLITICAL CAUCUS (hereafter also called "Caucus" or "The Caucus"). GLBT is an acronym meaning "Gay, Lesbian, Bisexual, and Transgender."

1.02 AUTHORITY: The organization is authorized to engage in activities governed and regulated by Section 501(c)4 of the Internal Revenue Code and the Laws of the State of Texas as they related to incorporated non-profit organizations.

ARTICLE II

2.01 MISSION: Founded in 1975, the Houston GLBT Political Caucus is dedicated to eliminating prejudice, violence, and injustice against gay, lesbian, bisexual, and transgender people through education, activism, and political advocacy. Our goal is to create a world where all human beings are guaranteed freedom, equality, and opportunity.

ARTICLE III MEMBERSHIP

3.01 MEMBERSHIP: Any person who pays membership dues shall be a member of the Caucus (hereafter termed "Member" or "member"). No person shall be granted more than one (1) membership.

3.02 HONORARY MEMBERSHIP: The Caucus may designate honorary categories of membership, with appropriate dues or qualifications, and may grant such honorary members all rights, privileges and responsibilities of membership.

3.03 DISCIPLINE: Any member may be censured or expelled from the Caucus for just cause by a two-thirds vote. Notice of the intent to censure or expel shall be given at a regular meeting prior to the vote, at which the date of the meeting in which the vote of censure or expulsion shall take place shall be announced. The member shall be entitled to a hearing at the regular meeting at which the vote is taken. Notwithstanding anything contained herein to the contrary, if a Member commits an offense at a meeting of the Caucus, the censure or expulsion process may be commenced at that meeting only.

¹ As amended by the Membership on June 1, 2011.

3.04 TRANSFER AND DIVISION: Membership in the Caucus is non-transferable and indivisible.

3.05 MEMBERSHIP DUES: The Caucus shall determine membership dues by a two-thirds (2/3) vote.

ARTICLE IV VOTING

4.01 ELIGIBILITY: The right to vote on any Caucus business shall be extended only to any person who has been a Member for at least 30 days or since the date of the last regular meeting, whichever is later. A person who renews membership within 365 days of the expiration date of the previous membership shall be eligible to vote immediately upon renewing membership.

4.02 VOTING: Caucus votes shall be conducted by a show of hands, unless a majority of the eligible voting members at the meeting vote to conduct the vote by a secret ballot.

4.03 CREDENTIALS: The President shall appoint a Membership Committee which shall verify the credentials of voters for all elections, candidate endorsements, and when further requested by the President or the Board of Trustees (hereafter termed the "Board" or "board"). Voters shall be presented a ballot or other token by which to cast their votes.

4.04 ELECTIONS: The Presiding Officer of a meeting may appoint an Election Committee to conduct any election. Candidate representatives shall be permitted to observe the canvassing of votes in their respective races.

ARTICLE V MEETINGS

5.01 FREQUENCY AND QUORUM: Unless otherwise ordered by the Caucus, regular meetings of the Caucus shall be held on the first Wednesday of each month, at a time and location to be determined by the Caucus Board, Twenty (20) members who are eligible to vote shall constitute a quorum.

5.02 SPECIAL MEETINGS: Upon written request signed by twenty-five (25) Members, the President shall call a special meeting of the Caucus to be held within ten (10) days of receipt of the request. The President may call a special meeting of the Caucus as the need arises. Notice of all special meetings shall be given at least five (5) days prior to such special meeting by way of a minimum of two (2) methods of communication that are reasonably calculated to give notice to the membership as determined by a majority of the board. While any business of the Caucus may be discussed, only business

announced in advance and for which notice is given may be voted on at a special meeting. The quorum requirements, duties of Board members and procedure in any special meeting shall be the same as in a regular meeting.

ARTICLE VI BOARD MEMBERS

6.01 BOARD MEMBERS: The Board members of the Caucus shall be the President, and eight (8) Trustees. The President shall be elected by the general membership to a one year term. Trustee Positions Numbered 1, 3, 5, and 7 shall be elected on odd numbered years to serve two (2) year terms. Trustee Positions Numbered 2, 4, 6 and 8 shall be elected on even numbered years to serve two (2) year terms.

It shall be the duty of the Board of Trustees at its first meeting to elect persons from among the Trustees to fulfill the duties of Vice President, Secretary, and Treasurer for one (1) year from the elected Trustees.

6.02 TIME OF ELECTION: Unless otherwise ordered by the Caucus by a majority vote of the general membership, the President and Board of Trustees shall be elected at the first meeting in January (hereafter termed "Election Meeting"). Their terms of office shall begin at the first regular meeting of the Board following the election.

6.03 NOMINATIONS: The elections shall be announced at both the Election Meeting and the general membership meeting immediately preceding the Election Meeting. Candidates may be nominated at either of these two (2) meetings.

Candidates may be self-nominated, may be nominated by another member in good standing or may be nominated by a three (3) member committee appointed by the President, hereafter known as the Nominating Committee. The Nominating Committee shall be composed of three members eligible to vote, at least one of whom is not on the Board. Consent of a candidate must be secured before his/her name is placed into nomination.

6.04 ELIGIBILITY: All offices are open to any member who is eligible to vote at the Election Meeting. Except for political party precinct chairs, a candidate for or holder of any elective public office may not serve as an board member in the Caucus.

6.05 PRESIDENT: The President is the official spokesperson and representative of the Caucus. The President may appoint another person to speak on behalf of the Caucus in case of his or her absence or lack of availability. The President shall establish the agenda and preside at all meetings of the Caucus. The President shall have and exercise general charge and supervision of the affairs of the Caucus, subject to the policies established by the Board, and shall perform other such duties as may be assigned by the Caucus. The President may appoint Committees and may remove members from or appoint additional members thereto with the advice and consent of either the Board or

the Caucus. The President shall be an ex-officio member of all Committees, unless otherwise provided in these by-laws.

6.06 VICE-PRESIDENT: At the request of the President, or in the event of the absence or disability of the President, the Vice-President shall perform the duties and possess the powers of the President. And to the extent authorized by law, the Vice-President shall have such other powers as the Board may determine, and shall perform such other duties as may be assigned by the Caucus.

6.07 SECRETARY: The Secretary shall have charge of such books, documents, and papers as the Board may determine. The Secretary shall attend and keep the minutes of all meetings of the Caucus and the Board, and shall be responsible for maintaining and filing all necessary and appropriate corporate documents and reports with the Secretary of State and Comptroller of Public Accounts. The Secretary shall, in general, perform all of the duties incident to the office of Secretary, subject to the control of the Board.

6.08 TREASURER: The Treasurer shall be the custodian of all funds, property, and securities of the Caucus, subject to such regulations as may be imposed by the Board. S/he may be required to give bond for the faithful performance of her/his duties, in such sum and with such sureties as the Board may require. When necessary and proper, s/he may endorse on behalf of the Caucus for collection of checks, notes, and other obligations, and shall deposit the same to the credit of the Caucus at such banks or depositories as the Board may designate. Together with the President (or his or her designee), s/he shall sign all receipts and vouchers, all checks of the Caucus and bills of exchange and promissory notes issued by the Caucus. In the event the Treasurer is unable or unwilling to fulfill her/his duties, the President and the Vice President together may sign any checks, bills or exchange or promissory notes issued by the Caucus. S/he shall make such payments as may be necessary and proper to make on behalf of the Caucus. The Treasurer shall maintain the financial and accounting records of the Caucus, and will fully and accurately account for all monies and obligations received and paid or incurred by her/him for or on account of the Caucus, and s/he shall exhibit such books at all reasonable times to any Board member on application at the offices of the Caucus. S/he shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board. The Treasurer shall make a full written annual financial report to the Caucus at the first regular meeting in January.

6.09 DEPUTY TREASURER: The Deputy Treasurer shall be appointed by the President with the consent of the Board, and will be charged with assisting the Treasurer in the execution of his or her duties and will assume the duties of Treasurer in the event of his or her absence or disability. The Deputy Treasurer shall serve as Chair of the Budget Committee.

6.10 BONDING: The treasurer shall be bonded, as shall any member of the Board with signatory authority on the accounts of the organization.

6.11 SALARY: Board members shall not receive any stated salary or other monetary compensation or remuneration for performing the duties of their office. No Board member may be an employee or paid contractor of the Caucus.

6.12 RESIGNATIONS: Any board member may resign at any time by giving written notice of such resignation to the Secretary or to the President. The resignation of any board member that is stated verbally to the President shall be considered effective on the 30th day following the statement of resignation if the resignation is not subsequently submitted in writing. The resigning board member shall be given adequate prior notice, as determined by the Board, that this action will take place.

6.13 REMOVAL: Any Board Member may be removed for malfeasance or nonfeasance. Malfeasance shall be defined as any abuse of position that may compromise the Caucus of its integrity, including but not limited to misuse of Caucus membership or voter lists or other resources. Nonfeasance includes, but is not limited to, consistent failure to perform the duties of the office as defined in the by-laws. Upon a majority vote of the Board, a designee of the Board shall present a bill of particulars alleging the grounds for removal to the Caucus membership at a regularly scheduled membership meeting. The board member may be removed by two-thirds (2/3) vote, with notice having been given at the previous regular meeting. The board member shall be entitled to a hearing at the regular meeting at which the vote for removal is taken.

6.14 RESIGNATION BY NON-ATTENDANCE: If a trustee fails to attend three (3) consecutive Board and membership meetings, or a total of four (4) meetings in a twelve (12) month period, without cause or excuse, that trustee shall be considered to have tendered a notice of intent to resign his/her position effective 30 days from the date that said trustee is so notified in writing by the President. If, upon receipt of written notice, said trustee wishes to deny the intent to resign, that trustee shall respond in writing before the expiration of the 30-day period. If the trustee does not respond in writing before the expiration of the 30-day period, the resignation shall be effective as of the 31st day, and the vacancy shall be announced at the next membership meeting.

6.15 REMOVAL OF VICE PRESIDENT, SECRETARY OR TREASURER: The Vice President, Secretary or Treasurer may be removed from that office for malfeasance or nonfeasance as defined in these bylaws. Removal shall be made by the presentation of a Notice of Intent to Seek Removal signed by no fewer than four (4) Board members at a meeting of the Board with a copy delivered to the President and to the officer whose removal is being sought. Removal shall be by a two-thirds (2/3) vote. Any officer who is removed shall retain the position of Trustee, unless removed under the provisions of these bylaws.

6.16 VACANCIES: All vacancies on the Board created by death, resignation, or removal shall be filled by a special election to be announced at the regular meeting of the Caucus at which the vacancy is announced and conducted at first regular meeting immediately following this meeting. Candidates may be nominated at either of these two (2) meetings. This special election shall be held at the last of these two (2) meetings.

ARTICLE VII BOARD OF TRUSTEES

7.01 NUMBER: The president and the trustees shall constitute the Board of Trustees ("the Board").

7.02 PURPOSE: The Board shall have general supervision of the affairs of the Caucus between its general membership meetings, make recommendations to the Caucus, and shall perform such other duties as are specified in these by-laws. The Board shall be subject to the orders of the Caucus, and none of its acts shall conflict with actions taken by the Caucus. Board members are expected to attend all membership and Board meetings.

7.03 MEETINGS: A regularly scheduled and publicized meeting of the Board shall be held each month. Board meetings are open to Caucus members or guests invited by the board. Special meetings of the Board may be called by the President or three members of the board.

7.04 BOARD VOTES: Proxy voting is not allowed; a Board member must vote in person.

7.05 NOTICE OF MEETINGS: The president may call a special meeting of the board. Notice of all special meetings of the Board, except as herein otherwise provided, shall be given at least twenty-four (24) hours before the meeting to all Board members. Late receipt of such notice may be waived by any Board member. Board members may attend special meetings by telephone. At any meeting held without notice or waiver thereof and at which a quorum of the Board is present, business may be transacted. Any such business must be ratified at the next regular or special meeting of the Board. Any member may attend any regular meeting of the Board, but may participate in the meeting only if the Board so approves. The Board may invite any person it chooses, whether or not a Member, to attend and participate in any of its meetings. The Board reserves the right to go into executive session at any meeting. Executive session shall be defined any meeting or part of a meeting where only board members and other required attendees are present because sensitive Caucus business is being discussed. Sensitive business shall include, but is not limited to, consultation with an attorney, personnel matters, and security matters.

7.06 QUORUM: A majority of the Board members shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Board members present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by these by-laws. If at any meeting, there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Board member.

7.07 ACTION BY UNANIMOUS WRITTEN CONSENT: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Board members. For the purposes of this provision only, a signature may consist of an email approving the action from a known e-mail address of the Board member. The secretary shall maintain a record of business conducted by unanimous written consent and how the consent was obtained.

7.09 PUBLIC ADVOCACY: No elected trustee or board member of the Caucus can publicly advocate or support the candidacy of a candidate not endorsed by the Caucus against a candidate endorsed by the Houston GLBT Political Caucus PAC. Such endorsement constitutes an act of malfeasance as defined in the bylaws.

7.10 CONFLICTS OF INTEREST: Any board member who holds an official unpaid or paid position with a candidate, campaign, public official, or outside organization must disclose that relationship when speaking to the board or membership about any business directly, uniquely, and specifically affecting that candidate, campaign, public official, or outside organization.

7.11 ABSTENTION: Any board member who holds an official unpaid or paid position with a candidate, campaign, public official, or outside organization shall abstain from any board vote in which the interests of the candidate, campaign, public official, or outside organization and the interests of the Caucus are in direct conflict.

ARTICLE VIII COMMITTEES

8.01 AUTHORITY: Each Committee may prescribe rules and regulations for the call and conduct of its meetings and other matters relating to its procedure. Such Committees shall not have or exercise any authority of the Board in the management of the Caucus, absent a delegation of authority under Article 10 or these bylaws.

8.02 CAVEATS: No provision in these by-laws shall be construed to prohibit either the Caucus or the board from appointing committees.

**ARTICLE IX
EMPLOYEES**

9.01 EMPLOYEES: All Caucus employees shall be hired and terminated by the Board. Employees shall be hired, terminated, and supervised directly by the President, subject to any guidelines established by the Board. Notwithstanding the President's authority to hire and fire, appropriation of funds for payment of employees must be approved by the Board.

**ARTICLE X
CONTRACTS**

10.01 DELEGATION: The Board, except as otherwise provided in these by-laws, may authorize any Board member or other agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Caucus. Such authority must be given in writing or recorded in the minutes of the meeting in which the vote to grant such authority took place. Such authority may be general or confined to a specific instance, and unless so authorized by the Board, no Board member or agent shall have any power or authority to bind the Caucus by any contract or engagement, or to pledge its credit, or render it liable for any purpose or any amount. Caucus members must be made aware of any such contracts or instruments at the next regularly scheduled general membership meeting following the vote, to include the name of the parties and the amount of the contract. The contract must be made available for review by any member in good standing upon request with reasonable advance notice.

**ARTICLE XI
MAILING LIST**

11.01 MAILING LIST: The membership mailing list, including all membership records, and voter ID database (mailing list) are the sole property of the Caucus and are to remain confidential at all times. The Board shall ensure their confidentiality. No one may have access to the membership list or mailing list for non-Caucus business. Misuse of the membership or voter ID (Mailing) list shall be considered malfeasance. The voter ID (mailing) list or the membership list may not be disseminated to any campaign or candidate directly for any purpose, but the membership list may be used by campaigns and candidates as long as those efforts are joint efforts with the Caucus and the Caucus maintains control of the list. Notwithstanding the requirements of this provision, the board may vote to enter into written agreements with other organizations that benefit the Caucus and/or help the Caucus further its goals, provided that those agreements require confidentiality on the part of the other organization and restrict the use of the information provided to the purpose for which the agreement is executed. No board member who holds an official position or volunteers regularly with a campaign or candidate shall be given access to Caucus membership or mailing lists in any form, and

said member will be prohibited from serving on any Committee with access to these lists.

ARTICLE XII FISCAL YEAR AND FINANCE

12.01 FISCAL YEAR: The fiscal year of the Caucus shall be the calendar year. A review of the books shall be conducted at the beginning of each fiscal year and any time a new treasurer is appointed. The review shall be conducted by a committee of three members in good standing appointed by the president and approved by the board. If possible, a CPA or other accounting professional shall serve on the committee.

12.02 FUND BALANCE: The Caucus shall maintain a minimum Fund Balance of the greater of either \$10,000.00 or an amount equal to an average of the base operating expenses for the previous three (3) years. Temporary expenditures may be made against the Fund Balance for significant costs that will be quickly recouped through fundraising or other revenue on an occasional basis in accordance within other applicable expenditure guidelines and requirements.

12.02.1 WAIVER OF FUND BALANCE REQUIREMENT FOR ENACTMENT PURPOSES: The Fund Balance requirement set forth in Section 12.02 above shall be waived for a period not to exceed eighteen (18) months following enactment of the requirement with the provision that a minimum of twenty-five percent (25%) of all revenue that exceeds minimum operating costs be reserved and applied to the Fund Balance on a monthly basis. This section shall be automatically repealed upon full funding of the Fund Balance or 18 months after the requirement is enacted, whichever is earlier.

ARTICLE XIII PARLIAMENTARY AUTHORITY

13.01 PARLIAMENTARY AUTHORITY: The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the Caucus in all cases to which they are applicable. If these by-laws and/or any special rules of order the Caucus may adopt are inconsistent with the rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED, the by-laws and/or special rules of order shall govern.

ARTICLE XIV AMENDMENT OF BY-LAWS

14.01 AMENDMENTS: Proposed amendments to these by-laws must be introduced in writing at a regular meeting of the Caucus and made available to the membership for

review and comment for a period ending forty-eight (48) hours prior to the next regularly scheduled meeting of the Caucus. Proposed amendments can be approved by a two-thirds (2/3) vote at any of the three regularly scheduled Caucus meetings following the meeting at which proposed amendments were introduced. If proposed amendments are not approved within that time period, they will be considered expired and cannot be considered without being reintroduced. Members may propose changes to a proposed amendment by submitting those proposed changes to the Chair of the By-Laws Committee during the review and comment period. In the event such proposed changes are minor, non-substantive, and do not change the meaning or purpose of the proposed amendment, the By-laws Committee may incorporate them directly into the proposed amendment for consideration. If such proposed changes are major, substantive, change the meaning or purpose, or are otherwise in conflict with the proposed amendment, the competing proposals may be presented to the membership concurrently.

14.02 EXCEPTIONS: The titles of articles and sections, and the numerical order of each article and section shall be deemed information of reference and shall not be considered part of the Bylaws subject to Section 14.01. The Bylaws Committee shall reserve the right to edit titles and numerical order, and to correct simple, non-substantive spelling or punctuation errors that do not change the meaning or intent of these Bylaws.

ARTICLE XV STANDING RULES

15.01 STANDING RULES: The Caucus may, from time to time, adopt standing rules governing certain business of the Board. These standing rules may be changed by a two-thirds majority of the Board or a majority vote of the membership. Where standing rules and by-laws are in conflict, the by-laws shall govern.

ARTICLE XVI POLITICAL ACTION COMMITTEE

16.01 ESTABLISHMENT: Consistent with the laws of the State of Texas and Rules of the Texas Ethics Commission governing Political Action Committees, the Caucus may maintain a Political Action Committee (PAC) for the endorsement and promotion of candidates or any other direct political advocacy permitted by Section 527 of the Internal Revenue Code. The name of this organization is the "Houston GLBT Political Caucus PAC." The treasurer of the PAC shall be appointed by the president with the consent of the Board of Trustees and shall maintain a designation of treasurer with the Texas Ethics Commission. The board members shall serve as officers of the PAC. All members of the Caucus are members of its PAC. All by-laws of the Caucus shall govern the business and activities of its PAC.

16.02 SEPARATE MEETINGS REQUIRED TO CONDUCT PAC BUSINESS: PAC meetings shall be held on the same day as membership meetings. Endorsements and other votes on direct political activity must take place at a meeting of the PAC. When required, the general membership meeting must be suspended or adjourned and a PAC meeting must be called to conduct PAC business. A special meeting of the PAC may be held with a minimum of 28 days notice to the Membership and need not occur on the same day as a general membership meeting.