



FY 2023/2024

## BYLAWS: PFLAG XXX

*Comment: These bylaws are a template, which will leave room for later amendments as the local organization grows and matures. Articles I, II, and III cannot be altered. If you decide to adopt these sample bylaws as they are, remove italic comments and send them with your documentation.*

### ARTICLE I NAME

1. The name of this organization shall be **PFLAG XXX**. **PFLAG XXX** shall hereinafter be referred to as "chapter."

### ARTICLE II AUTHORITY

- 2.1. Charter – The Chapter shall operate under a charter granted by the Board of Directors of PFLAG INC, hereinafter referred to as "PFLAG National."
- 2.2. Bylaws – The Chapter shall operate under the bylaws of PFLAG National, a copy of which is attached. The bylaws of PFLAG National are incorporated herein by reference.

### ARTICLE III PURPOSE AND SCOPE

- 3.1. Support PFLAG National – The purpose of the Chapter shall be to support the mission of PFLAG National, which is to create a caring, just, and affirming world for LGBTQ+ people and those who love them. The Chapter shall not engage in any activity that jeopardizes the tax-exempt status of PFLAG National under Internal Revenue Code section 501(c)3, including funding, endorsing, or contributing to the election campaign of any candidate for public office.

*Comment: Members may support political candidates as individuals, but the Chapter may not do so as an organization. If you have any questions, please contact PFLAG National staff.*

- 3.2. Limits – The chapter shall take no legal action without the approval of the Board of Directors of PFLAG National.
- 3.3. Logo – The PFLAG National 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 National's Trademark and Trade Name Licensing Agreement.

3.4. Political Activity – No substantial part of the activities of the chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office.

## **ARTICLE IV MEMBERSHIP**

4.1. Eligibility – Any individual or family who supports the mission and purpose of PFLAG National is eligible for Chapter membership.

4.2. Membership – A “member” is categorically an individual or family who is up-to-date with membership dues, actively participates in Chapter meetings and activities, and adheres to the Chapter's code of conduct.

4.3. Membership Roster – Chapter officers shall maintain an up-to-date membership roster and ensure that member information is accurately recorded in PFLAG National’s database.

4.4. Dues – In addition to the PFLAG National annual dues, the Chapter may collect additional dues from its participating members for its own use. These dues shall be collected at the same time as the annual organizational dues.

*Comment: Chapters can set their own dues amounts with the understanding that \$15 per household must come back to PFLAG National at the end of each fiscal year as a part of their annual chapter responsibilities.*

4.5. Payment – Each household must submit its portion of membership dues, set by PFLAG XXX, to the appropriately designated chapter officer, as determined by the Chapter’s governance document.

4.6. Confidentiality – Membership information and mailing lists of the Chapter shall be kept confidential. Only the Board of Directors and authorized members specifically shall have access to this information when required for official business purposes.

4.7. Resignation – Any member may voluntarily withdraw from membership upon written notice to the Secretary or Treasurer of the Chapter.

4.8. Rescinding of Membership – If given cause, any membership may be terminated by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors.

## **ARTICLE V BOARD OF DIRECTORS**

5.1. Officers – The Chapter shall be governed by a Board of Directors, consisting of the President, Secretary, Treasurer, and other officers as designated by the Chapter’s governance document.

Each officer shall be a general member of the Chapter in good standing. Chapter leadership shall hereinafter be referred to as “officers” or “board members.”

*Comment: Chapters must maintain a minimum of a President, Treasurer, and Secretary. The office of the President must be separate from the office of the Treasurer or Secretary. These officers cannot be married to each other, related, or living together. Chapters are free to designate additional officers as needed. Some will wish to have a vice president(s), honorary officers, chair or co-chairs, and other officers as they see fit.*

5.2. General Powers -- The Board of Directors shall manage the affairs, transactions, and property of the Chapter and have control over the Chapter’s business. The Board may act in the name of the Chapter only when specifically authorized by the Board of Directors.

5.3. Election of Officers – All Chapter members in good standing shall have the right to one vote at the annual election meeting. The Chapter membership may establish a nominating committee to present nominees at the annual election, held annually in August, with the intention of using September as a time of transition for new officers. Officers will start their posts on October 1st to coincide with the start of the new fiscal year.

5.4 Term Limits – No officer of the Chapter may serve more than three (3) consecutive two (2) year terms in the same position. No officer or other board member may serve on the board for more than ten (10) years.

*Comment: The term limits outlined above are consistent with our current PFLAG National policies regarding chapter boards. For further information, please review the PFLAG National and Chapter Leaders: Our Mutual Responsibilities document.*

5.5. Removal of Officers – Existing board members may be removed by a majority vote of the other officers, in accordance with the chapter’s governance document.

5.6. Resignations – Chapter officers and committee chairs may resign by providing a written statement to the remaining board members, unless it is found that they are not capable of providing a statement as in the case of death or incapacitation.

5.7. Vacancies – Remaining chapter officers will be required to nominate individuals to fill any vacancies. In the case of a vacancy in the office of the president, secretary, or treasurer, the remaining officers will notify PFLAG National staff within **thirty (30)** days of the vacancy. Appointees may fill in for the remainder of their predecessor's unexpired term.

5.8. Delegation – Board members may delegate duties to whatever committees or individuals it designates; except that such committees and individuals must serve under the authority of/and at the pleasure of the membership.

*Comment: Chapters may wish to appoint an Executive or Financial Review Committee. The executive committee role would be responsible for oversight of*

*fiduciary and strategic goals. Chapters can decide who is to be on such a committee if established.*

5.9. Communication – Board members shall maintain open communication with the PFLAG National organization, submitting such information as requested by the organization in a timely manner.

## **ARTICLE VI BOOKS AND RECORDS**

6.1. Fiscal Year – The Chapter’s fiscal year shall be from October 1st through September 30th. The Treasurer shall provide a financial report for the previous fiscal year to the Board of Directors and the general membership at the annual meeting.

6.2. Record Keeping – The Chapter shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors. These records must include a digital archive, though additional paper records may be maintained. The Secretary shall be responsible for maintaining these records and making them available to the Board of Directors upon request.

6.3. Requests – Any member in good standing may review Meeting Minutes and Financial Statements, via written notice to the Board. The Board of Directors will fulfill the request within fifteen (15) days of receipt. The Board may charge a reasonable fee for copying or mailing the requested documents. If the requested documents contain confidential or sensitive information, the Board may redact or withhold such information before providing the documents to the requesting member.

6.4. Dissolution – Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

## **ARTICLE VII CHAPTER MEETINGS**

7.1. Board Meetings – The Board of Directors shall hold regular board meetings, in person or electronically. The Board shall meet a minimum of four (4) times per year and at least once per quarter.

*Comment: Chapters designate the frequency of regular board meetings. Some will wish for more frequent meetings than quarterly.*

7.2. Special meetings – The Board of Directors may hold special meetings as needed, called by the President or any two members of the Board of Directors. The person(s) calling a special

meeting shall establish the date, time, and location of the special meeting and provide all Board members with at least five (5) business days' notice.

- 7.3. General Chapter Meetings – Regular meetings of the membership shall be held once a month and are open to non-members, visitors, and guests. Advance notice must be given if meetings are to be postponed, canceled, or held virtually.
- 7.4. Annual Meetings – An annual meeting of the general membership shall occur within ninety (90) days before the fiscal year's end, the date, time, and location of which will be designated by the Board of Directors. At the annual meeting, the membership shall elect directors and officers, receive reports on the activities of the Chapter, and determine the direction of the Chapter for the coming year.
- 7.5. Quorum – A quorum shall consist of one-third ( $\frac{1}{3}$ ) of the chapter membership. However, if ten (10) days written notice of the agenda is given to the membership, then agenda items may be acted upon at a meeting with ten (10) percent of the membership in attendance. No other business shall be acted upon unless one-third ( $\frac{1}{3}$ ) of the membership is present.
- 7.6. Stalemates — In case of a tie, the suggested item/motion is lost [not approved], and the president – if a member of the voting body – may vote to make a motion a tie, unless a vote is being made by ballot. Despite this, the president cannot vote twice — first to force a tie and then again to place the deciding vote.

## **ARTICLE VIII COMMITTEES**

- 8.1. Committees – Committees shall be appointed as deemed necessary by the Board of Directors.
- 8.2. Nominating Committee – In preparation for the annual meeting, a Nominating Committee shall be appointed by the President no later than May 31st. The Nominating Committee shall include a minimum of three (3) members and include at least one (1) member of the Board. The Nominating Committee will choose its Committee Chairperson.

The Nominating Committee will propose a slate of Officers and At-Large Board members for the two-year terms expiring at the end of the current fiscal year. Those nominated will have previously agreed to serve, if elected. The Nominating Committee will report to the Board no later than forty-five (45) days before the annual meeting.

*Comment: A nominating committee is needed to facilitate the election of new officers, as outlined in Article V, Section 5.3. If a chapter would like to have other committees, such as a financial oversight or review committee, additional language should be added to this section.*

- 8.3. Other Committees – The Board may establish and appoint other committees as deemed necessary for the operation of the Chapter. These committees may be permanent or ad hoc in nature and will serve under the authority of the Board.

8.4. Committee Membership – Committee members may be appointed by the Board, the President, or the committee chairperson. Members must be members in good standing of the Chapter. The President or Board may remove any committee member at any time.

8.5. Committee Reports – Committees shall report their activities and progress to the Board at regular intervals as established by the Board. Committee reports shall be in writing and submitted to the Board prior to each board meeting. Committee chairs may be asked to provide additional information to the Board as required.

## ARTICLE IX AMENDMENTS

9.1. Amendments – Amendments to these bylaws may be proposed by a vote of the officers, at a duly called Board meeting. Any amendment that materially affects the voting rights of the membership must be approved by the voting membership.

9.2. Periodic Review – These bylaws shall be reviewed every two (2) years at a minimum to ensure compliance with chapter operations, with updates required every six (6) years. In the event that bylaws require amendment, a new copy shall be provided to PFLAG National in accordance with current guidance.

*Comment: The periodic review timeline outlined above is consistent with our current PFLAG National policies. For further information, please review the PFLAG National and Chapter Leaders: Our Mutual Responsibilities document.*

## ADOPTION OF BYLAWS

We, the undersigned, consent to, and hereby do, adopt the foregoing bylaws, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors of **PFLAG XXX**, on **XXX**.

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Signature

\_\_\_\_\_  
Printed Name  
President

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name  
Secretary

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

Treasurer

TEMPLATE