

**BYLAWS**  
**OF**  
**THE CAPITOL LESBIAN, GAY, BISEXUAL, TRANSGENDER, AND QUEER ASSOCIATION**

**ARTICLE I. NAME AND PURPOSE**

Section 1. Name. The name of this association shall be THE CAPITOL LESBIAN, GAY, BISEXUAL, TRANSGENDER, AND QUEER ASSOCIATION (hereafter referred to as the “association”).

Section 2. Principal Office. The Board of Directors (hereafter referred to as the “board”) shall establish the association’s principal office. The board may change the principal office from one location to another.

Section 3. Purposes of the Association. The purposes of the association are:

- (a) To facilitate the professional development of employees of the California State Capitol who identify on the Lesbian, Gay, Bisexual, Transgender, and Queer (LGBTQ) spectrum.
- (b) To recruit LGBTQ Capitol staff, provide for means of their retention, and offer professional mentorship.
- (c) To educate other California State Capitol employees on issues affecting or related to the LGBTQ Capitol staff.
- (d) To provide for networking opportunities for LGBTQ and allied Capitol staff.

Section 4. Non-Partisan Affiliation. The association shall be a non-partisan organization and shall not make any public statements about or take official positions on policy issues except in cases where a policy would have a direct and exclusive impact on the membership of the association.

**ARTICLE II. MEMBERSHIP**

Section 1. Members. Any individual shall be eligible to become a member of the association if that individual meets these requirements:

- (a) An individual has an expressed interest in public policy within the California State Capitol and is, or desires to be, engaged in the statewide public-policymaking process.
- (b) An individual supports the association’s mission and purpose as defined by Section 3 of Article I.

(c) An individual submits an application for membership and submits any applicable fees.

Notwithstanding the aforementioned requirements, on a case-by-case basis the board may grant membership by two-thirds vote to an individual that may otherwise not meet the requirements of subsection (a) of this section.

Section 2. Membership Dues. The board may levy annual mandatory membership dues, which may be renewed annually. No political campaign or lobbyist employer may pay for any membership dues.

Section 3. Voting Rights of the Members. Each individual that meets the qualifications of Section 1 of this Article and has submitted all required annual membership fees shall be considered a member in good standing and eligible to vote in any elections of the association. Each member in good standing shall have one vote.

Section 4. Removal and Resignation. Any member may be removed for cause by two-thirds vote of the board at any time.

Any member may resign at any time by giving written notice to the board. The resignation shall take effect at the date of the receipt of the notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Nondiscrimination of Membership. No individual shall be prohibited from being eligible to become a member on the basis of age, race, sex, religion, national origin, political party affiliation, ability, economic status, sexual orientation, gender identity, or any other protected class as defined by California Law.

### **ARTICLE III. BOARD OF DIRECTORS**

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the association shall be conducted and all corporate power shall be exercised by or under the direction of the board. The board may delegate the management of the activities of the association to any committees however composed, provided that the activities and affairs of the association shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

Section 2. Number of Directors. The authorized number of directors shall be determined by the board and shall be no fewer than four (4) and no more than ten (10).

Section 3. Qualifications of Directors. An individual shall be determined to be eligible to be a director if that individual is a member in good standing pursuant to the requirements of Section 1 of Article II, has attended three (3) meetings of the association or been a member in good standing for 30 days, whichever comes first, and has not previously been removed from the

board pursuant to Section 6 of this Article. The three meeting or 30-day requirement shall not apply to interns and Fellows working in the Capitol community.

Section 4. Election and Term of Office of Directors. The board of directors shall be elected during an annual meeting of the membership by a vote of the membership pursuant to provisions of Article VII. The newly elected directors shall immediately begin their respective terms of offices until the expiration of their terms, resignation, removal, or other disqualification from service and until a successor has been elected and qualified.

Section 5. Resignation. Any director may resign effective upon giving written notice to any officer of the board, unless the notice specifies a later time for the effective date of the resignation. No director may resign where the association would then be left without a duly elected director or directors in charge of its affairs.

Section 6. Removal. Any director may be removed for cause by two-thirds vote of the board at any time. Any such removal may be due a violation of California law, these bylaws, a resolution of the board, or for excessive absences from mandatory meetings or events as determined by the board.

Section 7. Vacancies. A vacancy on the board because of death, resignation, removal, disqualification, or any other cause shall be filled by a special election to be held no later than thirty (30) days after the creation of the vacancy. If a special election fails to fill a vacancy, then the board may, by two-thirds vote, appoint a successor provided that such successor meets all the qualifications to serve as a director.

Section 8. Compensation. Subjected to the limitation set forth at Section 2 of Article VI, directors shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 1 of this Article.

Section 9. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the association.

#### **ARTICLE IV. OFFICERS OF THE BOARD OF DIRECTORS**

Section 1. Officers. The officers of the board shall be a President, a Vice President, a Treasurer, an Operations Director, a Membership Director, a Communications Director, an Events Director, a Community Outreach Director, an External Affairs Director, and an Intern/Fellows Liaison.

Section 2. President of the Board of Directors. Subject to such supervisory powers, if any, as may be given by the board, the President shall be the general manager and chief executive officer of the association and has, subject to the control of the board, general supervision, direction, and control of the business and officers of the association. The President shall preside at all meetings of the board and exercise and perform any other powers and duties as assigned by the board.

Section 3. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

Section 4. Treasurer. The Treasurer shall keep and maintain adequate and correct accounts of the financial transactions of the association. The books of account shall at all times be open to inspection by any director. The Treasurer shall deposit all moneys in the name and to the credit of the association with such depositories as may be designated by the board. The Treasurer shall disburse the funds of the association as may be ordered by the board, shall render to the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the association, and shall have any other powers and perform any other duties prescribed by the board.

Section 5. Operations Director. The Operations Director shall keep a book of minutes of all meetings of the board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at board and committee meetings, and the proceedings thereof. The Operations Director shall keep at the principal office of the association the original or a copy of the association's Articles of Incorporation and Bylaws, as amended to date. The Operations Director shall give notice of all meetings of the board and any committees thereof required by these Bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by the board. The Operations Director shall fulfill the role of Secretary for any purpose or document requiring a designated Secretary.

Section 6. Membership Director. The Membership Director shall lead efforts to recruit, collect, and retain as many members in good standing as possible, and shall maintain the association's membership roster at all times.

Section 7. Communications Director. The Communications Director shall oversee the website, social media accounts, and other online communication tools of the association. The Communications Director shall also perform media relations and coordinate all press-related matters.

Section 8. Events Director. The Events Director shall coordinate and facilitate all association events, including, but not limited to, professional development events, social events, and events in conjunction with the California Legislative LGBT Caucus.

Section 9. Community Outreach Director. The Community Outreach Director shall seek out community and volunteer activities for members, and maintain a relationship and exchange information with community organizations.

Section 10. External Affairs Director. The External Affairs Director shall serve as liaison between the association and advocates from stakeholder organizations, registered lobbyists, or employees of registered lobbyists.

Section 11. Intern/Fellows Liaison. The Intern/Fellows Liaison shall serve as liaison between the association and interns and Fellows working in the Capitol community.

Section 12. Other Duties of Directors. Any Director shall have such other powers and perform such other duties as from time to time may be prescribed for them by the board.

Section 13. Term of Office. The terms of office for directors shall begin immediately after a duly held election pursuant to Article VII and continue for one year until the expiration of their term, resignation, removal, or other disqualification from service and until a successor has been elected and qualified. The inaugural board of directors of the association shall sit as appointed until the first annual meeting of the association in January 2018.

## **ARTICLE V. MEETINGS**

Section 1. Regular Meetings. The board shall hold regular meetings. Regular meetings shall be open to all members and shall be held in, or within a reasonably close proximity to, the County of Sacramento, State of California, at a time and place designated by the board and shall be held no sooner than one week after electronic notification to all members of the time and place of the regular meeting.

Section 2. Annual Meetings. An annual meeting of the board and membership shall take place on the second Friday in January of each year with the specific purpose of electing the board of directors, pursuant to Article VII. The annual meeting shall be held in, or within a reasonably close proximity to, the County of Sacramento, State of California, at a time and place designated by the board. The annual meeting shall be held no sooner than one week after electronic notification to all members of the time and place of the meeting.

Section 3. Special Meetings. Special meetings of the members for any purpose may be called at any time by either the President or the board. Special meetings of the members shall be held upon twenty-four (24) hours' notice by electronic notification to all members of the time and place of the meeting.

Section 4. Quorum Requirements. A majority of the board constitutes a quorum for the transaction of business, except to adjourn as provided in Section 4 of this Article. Every act or decision done or made by a majority of the board present at a meeting duly held at which a quorum is present shall be regarded as the act of the board, unless a greater number is required by law or by the Articles of Incorporation, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for the meeting.

One-fourth of the members and a majority of the board constitute a quorum for the transaction of any business in which a vote of the members is required.

Section 5. Adjournment. A majority of the board present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 6. Voting. Unless otherwise required by law or these Bylaws, all items subject to a vote by the board shall be decided by a simple majority of those present.

## **ARTICLE VI. COMMITTEES**

Section 1. Creation and Power of Committees. The board may appoint one or more committees and delegate to the committee any authority of the board.

Any such committee shall be created, and the members thereof appointed, by resolution adopted by a majority of the number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or such other name as the board shall specify. The board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The board may prescribe the manner in which proceedings of any such committee shall be conducted. Unless the board or committee provides otherwise, the regular and special meetings and other actions of the committee shall be governed by the provisions of this Article applicable to meetings and actions of the board. Minutes shall be kept of each meeting of each committee.

## **ARTICLE VII. ELECTIONS**

Section 1. Elections Committee. The Board shall, before the first Friday of October of every year, create an Elections Committee pursuant to the provisions of Article VI, and appoint to that no fewer than three (3) committee members to conduct the process of holding an annual election of the board. No member of the Elections Committee may be a candidate for an office on the board. The Elections Committee shall be responsible for all communications related to the election. The inaugural Elections Committee shall create an elections procedure and present the procedure to the board, to be ratified by two-thirds vote. The procedure shall be subject to review each year by the Elections Committee, with any future amendments subject to a two-thirds vote of the board.

Any meetings of the Elections Committee shall be open to the members and shall be held in, or within a reasonably close proximity to, the County of Sacramento, State of California, at a time and place designated by the Elections Committee, and shall be held no sooner than one day after electronic notification to all members of the time and place of the meeting.

Section 2. Notice of Elections. The Elections Committee shall, on or before the second Friday of November, transmit to the members a notice of election. Any notice shall include the offices that are available for elections, procedures for candidates to run for office, and the date of the election.

Section 3. Candidates. Any member that is eligible to serve as a director and intends to be a candidate for a position on the board shall, no later than the first Friday in December, submit to the Elections Committee a written Declaration of Candidacy of no more than 200 words. The Elections Committee shall review each declaration and determine the eligibility of each candidate. After determining the eligibility of all candidates, the Elections Committee shall, no

later than the first Friday of December, transmit to the members all declarations of candidacy for public review.

Section 4. Election. The election shall be held on the second Friday of January at the annual meeting, pursuant to Section 2 of Article V. The Elections Committee shall be authorized to conduct all aspects of the election, including counting all ballots and reporting all results to the members.

Section 5. Voting. Each member is entitled to one vote for one candidate for each office. All votes are to be conducted by secret ballot and must be returned to the Elections Committee by the close of the annual meeting. The vote of the plurality of those present shall decide any election or any question properly brought before a meeting. No votes shall be counted until after the close of voting. Results are to be announced after the close of voting.

## **ARTICLE VIII. OTHER PROVISIONS**

Section 1. Endorsement of Documents: Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the association and any other person, when signed by the President of the board, shall be valid and binding on the association in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the board, and unless so authorized by the board, no officer, agent, or employee shall have any power of authority to bind the association by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Amendments. These Bylaws may be amended or repealed by a two-thirds vote of the board and a majority vote of the members present.

## **ARTICLE IX. FINANCES**

Section 1. Fiduciary Duty. The board shall maintain a fiduciary duty to the membership and be responsible for ensuring the fiscal solvency of the association. The Treasurer shall be principally responsible for oversight of the association's budget and finances but act collegially in conjunction with the board in the execution of these duties.

Section 2. Budget Development and Approval. The Treasurer shall submit a draft balanced budget for review by the board at the June meeting each fiscal year. Such a draft budget shall include, at minimum, a list of anticipated revenues and expenditures based on trends from the previous fiscal year(s). The board shall make a reasonable attempt to solicit feedback from the membership of the association and incorporate such feedback in the development of the association's annual budget. The board shall approve a budget for the following fiscal year at the July meeting each year. In the event no budget for the new fiscal year is approved, the board shall continue to operate on the budget of the previous fiscal year until a new budget is adopted.

Section 3. Disbursement Authority. Any disbursement of association funds above the threshold established in the annual budget shall be authorized by the Treasurer or President. All orders for the payment of money in the name of the association shall be signed by the Treasurer or President. The Treasurer shall be responsible for ensuring the timely payment of authorized disbursements.

Section 4. Financial Reporting. The Treasurer shall be responsible for providing monthly written reports of the association's finances to the board. Such reports shall include all disbursement requests, the status of approved disbursements, and balances of association accounts. The Treasurer shall be responsible for ensuring all financial records of the association are submitted to the Operations Director in a timely manner for archival and legal compliance purposes.

Section 5. Limitation on Loans. The association shall not borrow money, whether by issuing notes, bonds or otherwise.

## **ARTICLE X. INDEMNIFICATION**

The association is authorized to indemnify the directors, officers, and agents of the association to the fullest extent permissible under California law. Unless the context otherwise requires, the general provisions and definitions contained in Section 5238 of the Associations Code, as that section may be amended from time to time, govern the indemnification of the corporate agents.