

BYLAWS

PFLAG ORLANDO, INC.



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ARTICLE I – NAME OF ORGANIZATION

The name of the corporation shall be **PFLAG Orlando, Inc.** and shall hereafter be referred to as “PFLAG Orlando” or “the Chapter.” The corporation was formerly known as “Parents, Families and Friends of Lesbians and Gays of Orlando/Central Florida Chapter, Inc.”

ARTICLE II – PURPOSE

2.1 Nonprofit Purpose

This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to the organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

As a tax-exempt corporation under the Internal Revenue Code, section 501(c)(3), the Chapter shall under no circumstances fund, endorse or contribute in any way to the election campaign of any candidate for public office so as to jeopardize the tax-exempt status of the Chapter.

2.2 Specific Purpose

PFLAG Orlando’s purpose shall be to support the mission and charter of our national parent organization, PFLAG, Inc.; promoting the health and well-being of LGBTQ (lesbian, gay, bisexual, transgender, and questioning) persons, their families, friends, and allies through:

- a. Support for families, allies and people who are LGBTQ
- b. Education for ourselves and others about the unique issues and challenges facing people who are LGBTQ
- c. Advocacy in our communities to change attitudes and create policies and laws that achieve full equality for people who are LGBTQ

PFLAG Orlando envisions a world where diversity is celebrated and all people are respected, valued, and affirmed inclusive of their sexual orientation, gender identity, and gender expression.

ARTICLE III – MEMBERSHIP

3.1 Eligibility of Membership

Any person who subscribes to the purposes of the Chapter and pays annual dues can be a member and is entitled to the rights and privileges of membership.

3.2 Annual Dues

Annual dues and classes of membership are to be set by the Board of Directors. Members who have paid their dues are considered “active” and in “good standing” for the current fiscal year.

3.3 Voting

Members in “good standing” shall be eligible to vote at the annual meeting. All items to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place; this includes absentee ballots received at or before the annual meeting. Voting by proxy is not permitted. Each individual member is entitled to one vote.

3.4 Confidentiality

Membership information and mailing lists of the Chapter are confidential. Only the Board of Directors and supporting members specifically authorized by the Board shall have access to this information when required for official business.

3.5 Rights and Resignation

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

3.6 Rescinding of Membership

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

ARTICLE IV – MEETINGS OF GENERAL MEMBERSHIP

4.1 Regular Meetings

Regular meetings of the membership shall be held once a month and are open to non-members, visitors and guests.

4.2 Annual Meeting

An annual meeting of the general membership shall take place within ninety (90) days before the fiscal year's end, the specific 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.

4.3 Special Member Meetings

Special meetings of the general membership may be called by the President or a vote of one-third ($\frac{1}{3}$) of the members of the Board. A petition signed by ten percent (10%) of the active membership may also call a special meeting.

4.4 Notice of Annual Meeting

A written notice and/or email of the annual meeting must be sent to all members in good standing, as well as those who have attended a regular meeting within the last year and have not yet renewed or become members. The written notice shall include both a voting ballot of those directors who are up for nomination, and a notice of renewal for annual dues for the coming fiscal year. The written notice must be deposited in the U.S. mail and/or emailed at least 30 days before the date of the annual meeting. Such notice shall be addressed to the members and attendees at their most recent addresses, as shown on the records of the Chapter.

4.5 Quorum

A quorum for the annual meeting of the general membership shall consist of at least twenty percent (20%) of the active membership; this includes absentee ballots.

ARTICLE V – BOARD OF DIRECTORS

5.1 General Powers

The business of the Chapter shall be managed by the Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs, transactions, and property of the Chapter.

Members of the Board may conduct business in the name of the Chapter only when specifically authorized by the Board of Directors. The Board of Directors shall establish an approval process for limiting spending amounts and payment methods for such purposes.

5.2 Number, Tenure, Requirements, and Qualifications

- a) The Board of Directors shall consist of Officers and At-Large members, each of whom shall have been a general member for at least one year. The number of At-Large members is to be set by the Board of Directors. The number of Directors shall be fixed from time-to-time by the Board of Directors, but shall consist of no less than three (3), nor more than fifteen (15), and include the following officers: the President, the Vice President (optional), the Secretary, and the Treasurer.
- b) Per IRS regulations for granting 501(c)(3) status, if spouses both serve on the Board of Directors, the Board must include at least three other members who are not part of the same family.
- c) The members of the Board of Directors shall, upon election, enter into the performance of their duties on October 1st.
- d) Each member of the Board of Directors shall be a general member of the Chapter whose membership is in good standing.
- e) Board of Director terms shall be for two (2) years and staggered so that at the time of each annual meeting, no more than one-half (½) of all members of the Board of Directors terms shall expire.
- f) Each member of the Board of Directors shall attend at least sixty percent (60%) of the regular Board of Director meetings annually and not have three (3) or more consecutive unexcused absences over a twelve (12) month period.

5.3 Voting

Each member of the Board of Directors has one vote.

5.4 Regular Meetings

The Board of Directors shall hold regular meetings at such time and place that the President may designate. The Board shall meet a minimum of four (4) times per year and at least once a quarter.

5.5 Special Board Meetings

Special meetings of the Board of Directors may be called by the President, Vice President, or any two members of the Board of Directors. The person or persons calling a special meeting shall establish the date, time and location of the special meeting.

5.6 Notice of Special Board Meetings

Notice of any special meeting of the Board of Directors shall be given at least seven (7) days in advance of the meeting by telephone, electronic methods, or by written notice. Any Director may waive notice of a special meeting which will not be counted against their attendance, per Section 5.2 (f)

5.7 Quorum

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

5.8 Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 5.2 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the board of Directors who are removed for failure to meet any or all of the requirements of Section 5.2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 5.13 of this Article in these bylaws.

5.9 Vacancies

Whenever any vacancy occurs within the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors.

5.10 Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

5.11 Confidentiality

Directors shall not discuss or disclose information about the Chapter or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, the disclosure of such information is in furtherance of the Chapter's purposes, or can reasonably be expected to benefit the Chapter. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Chapter, including but not limited to accounts on deposit in the financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

5.12 Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President, by reference to Robert's Rules of Order.

5.13 Removal of a Director

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters ($\frac{3}{4}$) of the members of the Board of Directors if in their judgement, the best interest of the Chapter would be served thereby.

ARTICLE VI – BOOKS AND RECORDS

6.1 Fiscal Year

The Chapter's fiscal year shall be from October 1st through September 30th.

6.2 Record Keeping

The Chapter shall keep complete books and records of account, and minutes of the proceedings of the Board of Directors.

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 15 days of receipt.

ARTICLE VII – COMMITTEES

7.1 Committees

Committees shall be appointed as deemed necessary by the Board of Directors.

7.2 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 their 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.

7.3 Financial Review Committee

A Financial Review Committee shall be appointed by the President, which is composed of two (2) non-board members and one At-Large board member. The committee Chairperson shall be a non-board member. A written financial report shall be presented at any change of Treasurer, whenever requested by the Board or as the committee deems necessary, but no less than once a year.

Each committee member shall execute a confidentiality agreement.

ARTICLE VII – AMENDMENTS

Existing bylaws may be amended or repealed, or new bylaws may be adopted by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors.

ADOPTION OF BYLAWS

We, the undersigned, consent to, and hereby do, adopt the foregoing bylaws, consisting of the 11 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors of **PFLAG Orlando, Inc.**, on this **22** day of **June, 2017**.

(on file)

Jerry P Collins Jr, President

(on file)

Suzanne F Vendena, At-Large Member

(on file)

Robert A Kiley Jr, Treasurer

(on file)

R Todd La Flame, At-Large Member

(on file)

Gregory M Shimkaveg, Secretary

(on file)

Judith A Kiley, At-Large Member

(on file)

Judy K Wood, At-Large Member