



LGBT DEMOCRATS OF VIRGINIA

Bylaws of the Lesbian, Gay, Bisexual, Transgender and Families and Friends Stonewall Caucus of the Democratic Party of Virginia

Adopted July 2009

Amended: March 2010

Date of Most Recent Amendment: September 2010

Article I

General Provisions

Section 1. Introduction

This organization shall be known as the Lesbian, Gay, Bisexual, Transgender and Families and Friends Stonewall Caucus of the Democratic Party of Virginia, also known as the LGBT Caucus, and as the Stonewall Democrats of Virginia, (“the Caucus”).

Section 2. Authority and Incorporated Documents

These Bylaws shall govern the Caucus and shall continue in effect subject to amendment as provided below. All appropriate provisions of the Virginia Democratic Party Plan (“Party Plan”), as amended, are incorporated into these Bylaws by reference and made a part thereof.

Section 3. Purposes

1. The Caucus will present issues and act as an advocate for lesbian, gay, bisexual and transgendered (“LGBT”) persons within the Democratic Party of Virginia, (“the Party”).
2. The purpose of this organization shall be to help elect Democratic candidates by providing a centralized repository of expertise and a clearinghouse for all LGBT campaign activities. This will be accomplished by working with the various Democratic campaigns by organizing LGBT persons in Virginia to promote the values of service, competence and honor in support of the Party and its candidates. In addition, the Caucus will encourage participation of LGBT persons in the Party, encourage, educate, and finance LGBT persons who aspire to public office, and raise awareness of LGBT issues in the Commonwealth and the Party.

3. In promoting its purposes, the Caucus will use meetings, websites and other media of publicity and communication to increase knowledge of all matters pertaining to the Caucus and encourage cooperation among LGBT persons in the Party.

Article II ***Membership***

Section 1. Eligibility

1. The Caucus shall be composed of members in good standing, defined as voters registered in Virginia who support the Party, believe in the values and mission of the Caucus, and return a Caucus Membership form and proper dues to the Caucus.

2. The Executive Board ("Board") shall make reasonable provisions for verifying the applicant's commitment to the Party.

Section 2. Voting Privileges

Voting privileges for a fiscal year will be extended to all members of the Caucus in good standing, as defined in Article II, Section 1, for that fiscal year, with the following exception: Members who joined the Caucus fewer than sixty (60) days prior to an election of Officers shall not vote for those offices.

Section 3. Dues and Fiscal Year

1. The fiscal year will begin on July 1 and end on June 30 of the following calendar year.

2. Annual dues will be collected from all members. The initial amount of dues shall be twenty dollars (\$20.00) per person and thirty dollars (\$30.00) per couple. Future dues shall be determined by vote of the Board. Dues for current members shall be payable annually for the subsequent fiscal year by July 30 of the current fiscal year. If subsequent year dues are not paid by the beginning of that fiscal year, the member shall be considered "inactive" for the next year and may be restored to active membership only upon payment of a full year's dues.

3. In case of economic hardship, dues may be waived by authority of the Board.

Article III ***Executive Board and Officers***

Section 1. Elections

1. Each officer's term of office shall begin immediately upon election and shall end when replaced by a person duly elected to the office.
2. The election of officers will occur by July 1 of even-numbered years. The Nominating Committee shall provide notice of the upcoming election to members in good standing by May 1 of even-numbered years, along with a filing form for those persons desiring to run for Board positions. The filing form must be returned to the Nominating Committee at the address indicated on the filing form by May 15. Ballots will only include nominees who submit filing forms by close of business May 15. The Nominating Committee shall produce a ballot and send it to members by June 1. Members shall return the ballot by mail to the address indicated on the ballot by June 15. Voting shall only include ballots returned and received by close of business on June 15.
3. Only individual members of the Caucus in good standing shall have the right to vote, or run for office.

Section 2. Officers

1. The officers of the Caucus shall consist of a Chair, an Executive Vice-Chair, a Vice-Chair for Outreach and Membership, a Vice-Chair for Technology and Communication, a Vice-Chair for Development, a Vice-Chair for Elections, a Secretary, a Treasurer, and At-Large Officers. Officers shall communicate and share all Caucus information with each other, as requested. Within the parameters set by these Bylaws, the Party Plan, and the most recent edition of Robert's Rules of Order, the duties and powers of the officers shall be as set forth, but are not limited to the description herein included. All officers, board members, contractors, consultants, or agents thereof will act per decision of the Board, and do not have authority to act on behalf of the Board without specific authority of these bylaws or per vote of the Board or membership of the Caucus.
2. The Chair shall preside at all meetings; administer and coordinate the activities of the Caucus according to the Bylaws; represent or appoint a representative for the Caucus on the Steering and State Central Committees of the Party as provided in the Party Plan; appoint all ad-hoc Committees, subject to veto of the Board; and serve as ex-officio member of all Committees.
3. The Executive Vice-Chair shall preside at meetings in the Chair's absence, and become interim Chair if the office of Chair is vacated, until a special election can be held.
4. The Vice-Chair for Outreach and Membership shall preside at meetings in the absence of the Chair and the Executive Vice-Chair; chair the Outreach and Membership Committee, which shall maintain the official membership list; communicate with Congressional District Committees regarding their Congressional District Representative and other matters; shall be responsible for the membership

growth of the Committee; and shall identify communities of interest, existing and emerging ethnic and/or minority communities, young voters, recently naturalized citizens, and minorities as well as leaders from within those groups, and establish a dialogue with those groups, and encourage participation in the Party.

5. The Vice-Chair for Technology and Communication shall chair the Technology and Communications Committee, which shall develop and maintain an Internet presence including but not be limited to a website and one or more email distribution networks; attend Voter Activation Network ("VAN") training sessions and utilize VAN in order to further the goals of the Caucus; and assist the Vice-Chair for Elections with VAN needs.

6. The Vice-Chair for Development shall chair the Development Committee, which shall raise funds for the Caucus.

7. The Vice-Chair for Elections shall chair the Elections Committee, which shall facilitate voter registration, voter education, get out the vote efforts, and Election Day activities; and work with the Vice-Chair for Technology and Communication to utilize VAN for election activities.

8. The Secretary shall record and publish the minutes of all meetings; and conduct correspondence for the Caucus as requested by the Chair and/or the Board, which may include newsletters or mailings. The Secretary shall have authority to create and appoint a Newsletter Committee, to be chaired by the Secretary, to assist the Secretary, as needed.

9. The Treasurer shall be responsible for receipt, recording and deposit of all Caucus income and payment of all bills for the business of the Caucus. The Treasurer shall prepare an annual budget for approval by the Board; prepare a Treasurer's report for approval at each Board meeting; prepare a Treasurer's report for each full meeting of the membership; prepare the financial records for regular audits, which shall be completed by July 1 of even-numbered years; and prepare, or cause to be prepared, an annual notice of dues to all current members. The Treasurer shall have authority to create and appoint a Finance Committee, to be chaired by the Treasurer, to assist the Treasurer, as needed. Any proposed expenditures over the amounts set forth in the approved budget must be approved by the Board before funding.

10. The At-Large Officers of the Board shall number no greater than four and be elected at the time of the elections indicated in Article III Section 1 of these bylaws. At-Large officers shall be given or take on duties for the Caucus as indicated by the Chair or by the needs of the Caucus as dictated by the Board or the Membership thereof. Terms of Office shall apply as indicated in Article III Section 4 of these bylaws.

Section 3. Executive Board

1. The Board shall consist of the Officers and the Chair Emeritus of the Caucus.
2. The Board shall govern the affairs of the Caucus. The Board shall have the authority to make policy for the Caucus and to oversee managerial matters.
3. To continue in service on the Board a member of the Board, as described in Article III Section 3 of these bylaws, must be a member in good standing as discussed in Article II of these bylaws.

Section 4. Terms of Office

1. The officers shall serve until duly replaced according to the terms of these Bylaws.
2. Terms of office of members of the Board shall begin immediately following their election.
3. Any vacancy among the Officers shall be filled by the Board until the next election, unless otherwise indicated in these bylaws.

Article IV
Committees

Section 1. Standing Committees

Standing Committees shall include, but not be limited to the following: Outreach and Membership, Technology and Communication, Development, and Elections. Descriptions of the duties of these Committees are found in Article III, Section 2 of these Bylaws, but are not limited to the description there included.

Section 2. Ad Hoc Committees

1. **Audit Committee:** By May 1 of even numbered years, the Chair shall appoint an Audit Committee consisting of at least three (3) members of the Caucus. The Treasurer shall assist the Audit Committee but shall not be a voting member. The Audit Committee shall meet to review financial records, and submit to the Board a financial report, with recommendations when appropriate, by July 1.
2. **Nominating Committee:** By April 1 of even numbered years, the Chair shall appoint a Nominating Committee, consisting of at least three (3) members of the Caucus, from at least three (3) different Congressional Districts. The Nominating Committee shall perform those functions set forth in Article III, Section 1, paragraph 2.

3. Bylaws Committee: The Caucus Chair shall appoint a Bylaws Committee, consisting of at least three (3) members of the Caucus, at least one (1) of whom is a member of the Board as needed to review the bylaws and make recommendations for amendments thereto. The Bylaws Committee shall perform those functions as set forth in Article VII.

Section 3. Committee Reporting

All Committees will submit written reports to the Board, and reports shall be retained by the Secretary and made a part of the formal minutes of the Caucus.

Article V
Congressional District Representatives

1. There shall be one Congressional District Representative (“CDR”) from each congressional district. The CDR shall reside in the congressional district which they represent.

2. The Congressional District Committee shall determine how its CDR is selected, and notify the Vice-Chair for Outreach and Membership of the selection by July 31st of each year. The CDRs shall serve as the Caucus’s primary liaison with their respective Congressional District Committees, and work to recruit individual Caucus members within their congressional district.

3. The Congressional District Committee shall provide for replacement of their CDR in the case of vacancy, reporting such replacement designation to the Vice-Chair for Outreach and Membership as expeditiously as possible. In the absence of a timely designation by an individual Congressional District Committee, the Board may appoint a CDR to fill the vacancy for that Congressional District Committee.

Article VI
Meetings

Section 1. Attendance

1. All meetings of the Caucus and its Board shall be open to the public with the exception of executive sessions as noted below.

2. Minutes of the Caucus and its Board shall be made available to the membership per distribution on the website or per other means within five (5) days of a meeting, and that such minutes will be discussed, changed as needed, and voted on at the next meeting of the Caucus or its Board for final approval and distribution.

Section 2. Regular Meetings

1. The Caucus shall meet at least four (4) times per year on the same weekends at the Central Committee meetings of the Democratic Party of Virginia.
2. Meetings shall be called by the Caucus Chair with written notice by mail or other appropriate means, provided to members in good standing at least ten (10) days prior to the meeting.

Section 3. Special Meetings

1. The Chair may call Special Meetings of the Caucus with written notice, including, but not limited to electronic mail, provided to members in good standing at least thirty (30) days prior to the meeting.
2. No business may be transacted at a Special Meeting that is not specified in the call to the meeting.
3. If 65 percent (65%) of the members in good standing request a Special Meeting by written communication to the Caucus Chair sixty (60) days in advance of the requested meeting in a manner describing the purpose(s) of the meeting, the Chair shall schedule such a meeting, giving at least thirty (30) days written notice as indicated above to the full membership of the Caucus.

Section 4. Board Meetings

1. The Board shall hold at least four (4) meetings each year on the same weekends at the Central Committee meetings of the Democratic Party of Virginia.
2. Upon adequate explanation of the reason for inability to attend a Board meeting in person, a member of the Board may attend via speakerphone or other real-time electronic means.
3. The Board may take specific votes and conduct business via face-to-face meeting, conference call, electronic mail, or other means. The Secretary shall record the result of any vote in the minutes of the next meeting.
4. The Board may move to work on emergency matters by waiving the ten (10) day notice required by the Party Plan of the Democratic Party of Virginia by having unanimous agreement of the Officers named in Article III Section 2. After unanimous consent to waive the notice requirement is met, a vote on the emergency issue can be taken. The waiver and vote may be taken by any means indicated in Article VI Section 3.
5. In the case of egregious violation of rules of the Party Plan and provisions of these bylaws, the Board may enter closed executive session to consider censure or removal of any Member of the Board, any Committee chair, or Congressional District

Representative. When the subject of the executive session is a member of the Board, that member may not vote on the decision.

6. The Board may also enter closed executive session to consider competing bids from vendors.

Section 5. Quorum

1. The quorum for General and Special Meetings of the Caucus shall be ten percent (10%) of the members in good standing.

2. The quorum for meetings of the Board shall be 30 percent (30%). Such a quorum shall include members participating by electronic means.

Section 6. Proxies

Proxies shall not be accepted for any votes of the Caucus per the Party Plan.

Section 7. Procedures

Meetings of the Caucus and its Board, except as otherwise provided in these Bylaws, shall be conducted according to procedures specified in the most recent edition of Robert's Rules of Order.

Article VII ***Bylaws Amendments***

Section 1. Amendment Procedures

1. Amendments to these Bylaws may be recommended by the Board, or proposed to the Chair of the Bylaws Committee by no fewer than ten (10) individual members of the Caucus in good standing, not more than 50 percent (50%) of whom are from any single Congressional District.

2. The Bylaws Committee of the Board shall review the proposed amendment(s) and make recommendations to the Board. The text of the proposed amendment(s) and the Board's recommendation(s), together with the reasons for the recommendation(s), shall be reported to the Caucus prior to a vote on the suggested amendment(s).

3. The Chair shall inform all members of proposed amendments by mail or other appropriate notice at least ten (10) days in advance of the meeting at which a vote is to be taken.

Section 2. Formal Approval of Bylaws Amendments & Effective Date

Proposed amendments to these Bylaws shall become effective immediately upon approval by two-thirds (2/3) of those members in good standing present and voting.

Section 3. Previous Bylaws & Dates of Amendments

All previous bylaws adopted are superseded upon approval of these Bylaws. The date of approval of all amendments will be added to the heading of the Bylaws for clarity.

ARTICLE VIII

Removal

Section 1. Formal Removal Allowance

Any member of the Caucus who is found to have failed to perform a duty assigned to him or her or is found to have subverted the goals and/or Bylaws of the Caucus or the Party Plan may be removed from the Caucus.

Section 2. Notice of Pending Removal

The member must be given at least ten (10) days written notice, and an opportunity to refute such charges before the Caucus at a special meeting thereof.

Section 3. Approval of Removal

Removal shall be automatic if a two-thirds (2/3) majority of those members in good standing present and voting at such special meeting vote for removal.

Article IX

Dissolution

Upon dissolution of this organization, whether voluntary or involuntary, all of its assets sitting with the Party remaining after payment of all outstanding obligations and collection of debts owed to the organization shall be distributed to the Party. All other property, including but not limited to electronic databases, websites, and new media will revert to a LGBT Democratic group, as voted on by the Board of the Caucus, at dissolution. Membership lists may be shared with the Party.