

# **ARLINGTON GAY AND LESBIAN ALLIANCE**

## **BYLAWS**

### **MEMBERSHIP**

#### **SECTION 1. MEMBERSHIP**

Membership is open to those people who support the goals of the organization and who pay annual dues, the amount of which shall be set by the directors. The directors may change the amount of the annual dues from time to time.

#### **SECTION 2. ANNUAL MEMBERSHIP MEETING**

The annual membership meeting of the corporation shall be held at such place as the directors designate by proper notice to the members during the fourth quarter of each year.

#### **SECTION 3. SPECIAL MEMBERSHIP MEETINGS**

Special meetings of the members for any purpose or purposes may be called by the President, and must be called by him or her on receipt of a written request from twenty-five percent of the members entitled to vote.

#### **SECTION 4. NOTICE OF ANNUAL OR SPECIAL MEMBERSHIP MEETING**

Notice of the annual membership meeting or of a special membership meeting, stating the time, place and purpose or purposes thereof shall be given to each member not less than ten nor more than 60 days prior to the meeting, but such notice may be waived in writing at any time.

#### **SECTION 5. QUORUM FOR MEMBERSHIP MEETINGS**

There will not be any quorum requirement for membership meetings.

#### **SECTION 6. VOTING AT ANNUAL MEMBERSHIP MEETING**

At each meeting of the membership, every member whose annual dues are paid is entitled to vote in person. A member may not vote by proxy.

#### **SECTION 7. EMERGENCY MEETINGS OF THE BOARD**

The President, with 24 hours notice by the email of record of the board members, may call an emergency electronic meeting to vote on time sensitive matters that need to be addressed prior to the next regular board meeting. Once the meeting is called, the motion is seconded, and the question called the floor shall remain open for voting for 24 or until all board members have voted.

### **BOARD OF DIRECTORS**

#### **SECTION 7. NUMBER OF DIRECTORS, TENURE, VACANCIES**

The business and affairs of the corporation shall be managed and controlled by a Board of Directors of not more than nine directors, who shall be elected by the members at the annual meeting. Each director shall hold office until the election of his or her successor. Any director may resign at any time. Vacancies

occurring among the directors may be filled by the directors. If a director misses two regular meetings of the board, without excuse granted by the President (they did not notify the President in advance with reason for absence). The board, at its next meeting, shall discuss a motion on whether to remove the member. If a majority of the board votes to remove the board member their seat on the board shall be vacated.

#### SECTION 8. REGULAR MEETINGS OF THE BOARD

Immediately after each annual election of directors, the newly elected directors may meet forthwith for the purpose of organization and the transaction of other business; if a quorum of the directors be then present no prior notice of such meeting shall be required. Other regular meetings of the board may be held without notice at such times and places as the directors may determine.

#### SECTION 9. SPECIAL MEETINGS

Special meetings of the directors may be called by the President and must be called at the written request of any member of the Board. The President may take action without a meeting of the board of directors if all the directors consent to the action taken and the action is subsequently ratified at the next regular meeting of the board.

#### SECTION 10. NOTICE OF SPECIAL MEETINGS

Notice of a special meeting shall be given to each director at least five days prior to meeting, but such notice may be waived in writing at any time.

#### SECTION 11. QUORUM

A majority of the Board of Directors shall constitute a quorum at all meetings of the Board.

### **OFFICERS**

#### SECTION 12. OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, who shall be elected annually by the directors and who shall hold office during the pleasure of the directors, and any other officers or assistants the Board of Directors may determine to elect at any time. All vacancies occurring among any of the above officers shall be filled by the directors. Any officer may be removed at any time by the affirmative vote of a two-thirds majority of the membership at a special meeting of the membership called for the purpose.

#### SECTION 13. SUBORDINATE OFFICERS

The board may appoint such other officers and agents with such powers and duties as it shall deem necessary.

#### SECTION 14. THE PRESIDENT

The President shall preside at all meetings of the membership and directors. The President shall have general management and control of the business and affairs of the corporation.

#### SECTION 15. THE VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.

#### SECTION 16. THE TREASURER

The Treasurer shall have the custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in such bank as shall be designated by the directors. The Treasurer shall receive and give receipts and acquaintance for monies paid in on account of the corporation and shall pay out of the funds on hand all bills, and other just debts of the corporation of whatever nature upon maturity of the same; he or she shall enter regularly in books of the corporation to be kept by him or her for that purpose full and accurate accounts of all monies received and paid out by him or her on account of the corporation, and he or she shall perform all other duties incident to the office of Treasurer.

#### SECTION 17. THE SECRETARY

The Secretary shall keep the minutes of all proceedings of the directors and the membership; he or she shall attend to the giving and serving of all notices to the members and directors, or other notices required by law or these Bylaws; he or she shall have charge of the minutes—books and such other books and papers as the Board may direct, and he or she shall perform all other duties incident to the office of Secretary.

#### **MISCELLANEOUS**

#### SECTION 19. DEPOSITORIES

The funds of the corporation shall be deposited in such bank or credit union, and checks drawn against such funds shall be signed in such a manner, as may be determined from time to time by the directors.

#### SECTION 20. NOTICE AND WAIVER OF NOTICE

Any notice required to be given by these Bylaws may be given by mailing the same to the person entitled thereto at his or her address as shown on the corporation's books and such notice shall be deemed to have been given at the time of such mailing. Any notice, required by these Bylaws, to be given may be waived by the person entitled to such notice.

#### SECTION 21. POWER OF DIRECTORS TO AMEND, ETC.

The Board of Directors shall have power to make, amend and repeal the Bylaws of the corporation by a vote of the majority of all the directors at any regular or special meeting of the Board. A vote of the board of directors on any proposed change to the bylaws of the corporation cannot be taken unless the proposed change was described orally (and recorded in the minutes) or in writing at the previous meeting of the board of directors.

#### SECTION 22. POWER OF MEMBERS TO AMEND, ETC.

The members may make, alter, amend and repeal the Bylaws of the corporation at any annual meeting or at a special meeting called for the purpose and all Bylaws made by the directors may be altered or repealed by the members.