

Project Tyler Area Gays (TAG) Board Bylaws

ARTICLE 1: NAME AND ORGANIZATION

1. The name of this organization shall be Tyler Area Gays or TAG, hereinafter referred to as TAG.

2. Definitions:

Gay: used in its broadest and most inclusive sense, and means Lesbian, Gay, Bisexual, Transgender, Queer and Straight Allies (LGBTQ&SA).

In person/present: physically or virtually, via technological means.

3. The organization shall have its principal mailing address as:

Post Office Box 6331
Tyler, Texas 75711

4. The organization shall have no capital stock and shall not be operated for profit. Further, it is expressly understood that the purpose of the organization is primarily charitable and educational; that is, it:

a. Exists to educate the public on issues specifically affecting the LGBTQ community, as well as their families and friends;

b. Intends to conduct activities aimed at the elimination of prejudice, discrimination, isolation, and bullying of such persons; and

c. Promotes awareness of injustices perpetrated against and the need for the defense of human and civil rights of such persons.

5. No one shall, on the grounds of race, color, national origin, age, sex, creed, marital status, sexual orientation, gender identity, or physical or mental disability, be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program or activity conducted by this organization.

6. This organization shall be perpetual as long as it remains financially solvent. In the event, however, that TAG ceases operation, any remaining assets of whatever type shall be distributed to a 501(c)3 nonprofit organization which has goals and purposes similar to TAG.

7. The fiscal calendar shall be the calendar year, January 1 through December 31.

ARTICLE II: SERVICE AREA

The principal service area of TAG shall be Tyler and the surrounding area.

ARTICLE III: VISION, MISSION, AND VALUES

SECTION A. VISION

TAG, firmly planted in the spirit of true community, embraces the concept of strength in numbers, believing we can accomplish more together than we could ever hope to achieve alone. TAG is fed and energized by selfless love and compassion, understanding that there are times when each of us may need a helping hand or a sympathetic ear. TAG promotes an environment where all may feel free to be themselves without fear of repression or repercussion and where all are encouraged to share their knowledge and support with others. TAG seeks inclusion and understanding as it stands against hate and violence, whether physical or emotional. As we celebrate our own immensely diverse community of LGBTQ&SA, we strive to comfort and assist those affected by negative forces in our society and families.

SECTION B: MISSION

TAG promotes community wellness and celebrates our diversity through support, education, outreach, and advocacy.

SECTION C: VALUES

1. We believe in the inherent dignity of and have respect for all people.
2. We believe we must work together with mutual trust to build a community.
3. We believe community should provide comfort through courtesy and hospitality.
4. We believe honest, unbiased communication is the basis for understanding.
5. We respect the diversity of cultures.
6. We believe in educating ourselves, our families, and our community.
7. We believe each individual's opinions are valuable.

ARTICLE IV: GOVERNING BOARD

SECTION A: PURPOSE

1. The purpose of the TAG governing board (hereinafter called board) is to develop the strategic direction of the organization, focusing on the mission, vision, and values, and oversee the development and implementation of programs and service offerings. The board shall have the powers and duties described below in Section B.

2. The board of directors shall be representative of the community being served, and shall have full authority and responsibility for policies and program expectations. The board shall ensure that TAG is operated in accordance with applicable federal, state, and local laws, regulations, and policies. The board shall carry out its legal and fiduciary responsibility by providing policy level leadership and by monitoring and evaluating all elements of TAG.

3. The board shall be responsible for adopting policies and overall guidance for TAG programs.

SECTION B: AUTHORITIES AND DUTIES

1. Authorities

The board shall meet at least once a month and has the following authorities:

- a. Select new projects and programs, as deemed necessary;
- b. Select the services to be provided;
- c. Approve the annual budget;
- d. Adopt organizational policies;
- e. Assure that TAG programs and activities are operated in compliance with applicable laws, regulations, and policies; and
- f. Evaluate TAG programs and activities annually.

2. General Board Duties

The general board duties include, but are not limited to, the following:

- a. Monitor research and propose new projects and programs;
- b. Establish and monitor plans to improve the quality of life for the LGBTQ&SA community in the service area;
- c. Annually review all existing policies;
- d. Determine and/or approve dues or fees, if any;
- e. Consider adopting new policies or changes in existing federal and/or state policies when there is a local option on whether or not to adopt. New and revised policies (may be federally or state mandated policies) will be communicated to the board, but shall not necessarily require board action;

f. Review and act as appropriate upon issues raised by board members, issues which are politically sensitive, and issues which have a potential fiscal impact on the LGBTQ&SA community; and

g. Review and approve the operational budget for TAG.

3. Specific Duties of the Board

The specific duties of the board include, but are not limited to, the following:

a. Review and approve unbudgeted expenditures that are not already designated under the regular budget process and consider, recommend, and approve allocations of unexpected increases in revenues (i.e. unbudgeted funds not tied to a specific use). Once the appropriate budgets are approved, the board will review any unbudgeted revenue for appropriate allocation;

b. Perform an annual self-assessment of the board's effectiveness;

c. Develop, approve, and regularly update a Community Needs Assessment, incorporating both long-term and short-term strategic planning. Such planning shall take place in December. The plans shall be developed using an inclusive participatory process that involves public feedback and comment. The plan shall also identify key partners who contribute to achieving the goals and objectives of TAG;

d. Review and approve any proposed capital expenditures of \$25 or greater, which have not been budgeted and previously approved by the board;

e. Elect officers (see Governing Board Operational Procedures);

f. Approve and/or amend contracts;

g. Review and adopt policies for financial practices, including a system to assure accountability for resources, approval of the annual budget, and identification of community priorities; and

h. Approve all federal, state, local, and private grant applications.

SECTION C: BOARD COMPOSITION

1. The board shall consist of at least four (4) and no more than nine (9) regular members who reside or work in the service area.

2. At least fifty-one percent (51%) of the board's members shall be members of the LGBTQ community and shall be reasonably representative of the community in terms of such factors as race, ethnicity, gender, and others. These factors shall not, however, impose a quota.

3. The remaining forty-nine percent (49%) of the board shall be representative of the community in which the organization's service area is located and shall be selected for their expertise in community affairs, local government, finance, and banking, legal affairs, and other commercial and industrial concerns, or social services within the community.

4. No member of the board shall be a family member, spouse, partner, significant other or member of the household of any other current board member.

5. The board, as a body, may offer the position of "Director Emeritus" to resigned/retired board members with exceptional records of service. This position is an honorary position and does not entitle these persons a vote on any board matter.

SECTION D: OFFICERS

1. Election of Officers

a. At the regular October monthly meeting, the board shall elect officers from within their ranks by majority vote of those present.

b. The officers of the board shall be the Chair, Vice-Chair, Secretary, and Treasurer. Each officer may serve a maximum of three (3) consecutive one (1) year terms in one position. These officers shall comprise the Executive Committee of the board.

c. The Executive Committee shall have the power to act for the board, although actions taken by that committee shall be subject to review and approval by the board at its next meeting.

2. Duties and Responsibilities of the Chair

The duties and responsibilities of the Chair include:

a. Conducting all meetings of the board;

b. Having the authority to call "special Meetings," "Emergency Meetings," and closed executive sessions. The Chair shall call all executive sessions for the board. The Chair, with the advice and consent of the board, shall decide who may attend the executive sessions in addition to regularly elected members;

c. Having the authority to act. It is understood that the powers of the board are limited to decisions made during official board meetings and that no individual member has any power pro se;

d. Guiding the organization in the direction adherent to the mission, vision, and purpose of the organization; and

e. The Chair shall not serve as either Secretary or Treasurer.

3. Duties and Responsibilities of the Vice-Chair

The duties and responsibilities of the Vice-Chair shall be to assume all of the duties and responsibilities of the Chair, in the absence of the Chair.

4. Duties and Responsibilities of the Secretary

The duties and responsibilities of the Secretary include:

a. Maintaining the minutes of all board meetings. At his/her discretion, the actual recording of the minutes may be delegated, however, the Secretary shall approve all minutes by affixing his/her signature;

b. Attesting all formal documents approved by the board by affixing his/her signature;

c. Maintaining all form templates used by the organization and resignation letters from board members;

d. Notifying board members regarding special and emergency meetings, as outlined in Article V; and

e. Recording the cancellation of meetings.

4. Duties and Responsibilities of the Treasurer

The duties and responsibilities of the Treasurer include:

a. Serving as the chairperson of the Finance Committee; and

b. Maintaining all financial records of TAG, including, but not limited to, income, expense, budgeting, receipts, and other financial documents.

c. Authorized signers of the organization's bank accounts shall be the Vice-Chair, Secretary, and Treasurer.

SECTION E: TERMS OF GOVERNING BOARD MEMBERS

1. Once elected for board membership, the term of office is one (1) full year beginning January 1 and ending December 31. Members may serve three (3) full consecutive terms of office provided they receive a majority vote of members present at election time. After a one (1) year period off the board, the former board member may be reconsidered.

2. The board shall elect, by majority vote of members present, individuals to fill unexpired terms of vacancies. Serving the unexpired term of a position due to a vacancy of another member does not constitute a full term.

SECTION F: SELECTION OF THE GOVERNING BOARD

1. Selection of Board Members

a. In order for the board to assure its members represent the population served, the board shall ascertain the demographics of the service area and its consumers to establish selection criteria. Screening for all prospective board members will be based on this criterion, and will be carried out by the Nominating Committee annually or as needed. The Nominating Committee shall make its recommendations for new board members to the board. Consumer and community members shall be selected by a majority vote of those present.

b. The Nominating Committee shall solicit nominations for prospective board members from various sources, such as current board members and members of the LGBTQ&SA community at large.

c. Each person appointed shall signify in writing to the board that he/she will accept appointment and will agree to attend all regular meetings.

d. Elections to the board shall take place in October with the term of office to commence on January 1. This shall allow the shadowing of the newly elected member of the incumbent for the remainder of the calendar year.

SECTION G: REMOVAL, DISQUALIFICATION, AND RESIGNATION OF A BOARD MEMBER

1. Removal or Disqualification

The following may be deemed grounds for removal:

a. Any member having three (3) consecutive absences of the regularly scheduled monthly meeting;

b. Any member having four (4) total absences of the regular monthly meeting within any twelve-month period;

c. When a member exhibits behavior which, in the opinion of the board, may be adverse to TAG. For example: neglect of duty, malfeasance, unethical or immoral actions, or conviction of a crime;

d. Interfering with implementation of board approved policies and program operating procedures;

e. Individually acting, representing, or making commitments on behalf of the board, without prior approval of the board;

f. Acting in any manner inconsistent with these bylaws; and

g. Violation of the Conflict of Interest provisions.

2. For the removal of a board member, a simple majority vote of the members present at any legally constituted meeting shall be necessary for expulsion.

In all cases, the Chair shall provide a written warning to the member that removal shall be considered at the next meeting. Such written warning shall be given no less than (10) days prior to the meeting in which the matter is to be heard. Written warnings may be made via USPS, text, email, instant message or any other written means. A physical copy of the written warning shall be attached to the meeting minutes in which the matter is heard.

3. Board member resignations shall be submitted in writing, the acceptance of which shall be determined by a simple majority of members present. Resignations shall be attached to the meeting meetings in which the matter is heard.

4. Upon declaration of a vacancy or removal of a board member, the remaining board members shall elect a new board member through the standard procedure of nomination and election.

SECTION H: DECLARATION OF A VACANCY OR REMOVAL OF AN OFFICER

1. Procedure for removal of an officer shall be identical to procedures for removal of board members as set forth above.

2. Upon declaration of a vacancy or removal of an officer, the remaining board members shall elect a new officer through the standard procedure of nomination and election.

3. The term "Removal of an Officer," as used herein, is inclusive of the removal from the board.

SECTION I: POWERS AND AUTHORITY

1. Subject to the limitations of the Articles of Incorporation, of these bylaws, or of rules and regulations governing any grant, contract, or other bequest accepted by the board, all corporate powers shall be vested in, and exercised by, or under authority of the board; however, it is understood that the powers of the board are limited to decisions made during official board meetings, and that no individual member has any power pro se.

2. By way of definition, all business and affairs of TAG shall include, but is not limited to:

- a. Affiliation agreements;
- b. Building leases, purchases, or sales;
- c. Construction/renovations contracts;
- d. Consultant contracts;
- e. Land purchases or sales;
- f. Major purchases or sales;
- g. Management contracts;
- h. Marketing contracts;
- i. Service contracts; and
- j. Site additions or deletions.

3. For the purpose of grant submissions, board approval shall be required for all federal, state, local, or private applications.

SECTION J: CONFLICT OF INTEREST

1. A board member who is or becomes aware of any possible conflict of interest concerning any act or transaction shall announce that interest to the board as soon as such conflict is suspected and voluntarily withdraw from voting on motions involving such matter or related matters. The member shall be excluded from participating in any consideration of possible conflicts of interest as well.

2. Violation of this section shall result in the immediate removal of the member from the board. After removal and replacement of such member, the board shall reconsider all decisions involving the matter in which the board member had an interest to assure that a prudent and unbiased decision was made. If a member is suspected of having a conflict of interest, the board shall, in an executive session, determine whether a conflict of interest exists prior to a vote concerning removal of the interested member or reconsideration of affected decisions. Board members may not vote concerning their own conflict of interest situations. Once a potential conflict of interest has been resolved, business may proceed as usual.

3. Gifts

a. Subject to the exceptions below, board members may not solicit or knowingly accept, directly or indirectly, a gift from any person or business that is, or seeks to be, a vendor to TAG.

- b. Board members and employees may accept the following unsolicited gifts:
 - i. Meals and beverages;
 - ii. Gifts of nominal value;
 - iii. Purely private and personal gifts;
 - iv. Ceremonial gifts or awards which have insignificant monetary value;
 - v. Trivial items of informational value, including unsolicited trade journals;
 - vi. Reasonable expenses for travel and lodging of personnel who participates as panelists or speakers at a professional meeting; and
 - vii. Products or services given to TAG to carry out the goals and objectives of the organization.

4. Private Interests in Contracts

Board members may not have a direct or indirect financial interest in any contract, purchase or sale over which their position with TAG gives them authority or control. This ban applies to the members of the family, spouse, partner, significant other, or member of the household of any current board member. Board members who are business owners or have a stake in a company, other than as employee, may submit a bid of services.

ARTICLE V: MEETINGS

SECTION A: REGULAR MEETINGS

1. The board shall hold regular meetings at least once each month, for which minutes shall be kept. In extreme circumstances, this requirement for monthly meetings may be waived upon a majority vote of those present.
2. Full Governing Board, as used in other sections of these bylaws, is defined as a quorum.
3. A quorum is defined as a majority of the total authorized members of the board.
4. A quorum shall be present to transact business at any meeting, present meaning physically or virtually via technological means.
5. Voting matters shall be determined by a majority of the voting members present.
6. In executive session, only matters concerning finance, personnel, land purchase, or security may be discussed. Minutes shall be kept of all executive sessions.

7. The only individuals privileged to sit in a closed executive session are members of the board. The Chair may, with the advice and consent of the board, extend an invitation to ex-officio members or others.

8. Meetings may be tape recorded and kept as a part of the board records.

9. Meetings shall be conducted according to Robert's Rules of Order, for the interpretation of which the Chair may appoint a parliamentarian. The parliamentarian shall have no vote in board matters.

SECTION B: SPECIAL MEETINGS

1. Special meetings shall be called at the discretion of the Chair or majority of the board.

2. Special meetings shall abide by all of the rules of a regularly scheduled meeting.

3. The Secretary shall notify members by telephone, email or other technological means not less than three (3) days prior to the special meeting date and time.

SECTION C: EMERGENCY MEETINGS

1. Emergency meetings shall be called at the discretion of the Chair or majority of the board and shall abide by all of the rules of a regularly scheduled meeting.

2. Emergency meetings shall be called only in a case of emergency situation, such as:

a. An imminent threat to safety or organizational survival; or

b. A reasonably unforeseeable situation.

3. Emergency meetings may be called no less than twenty-four (24) hours prior to a scheduled meeting time.

4. Discussion shall be limited to the issues for which the meeting was called.

5. The Secretary shall notify members by telephone, email or other technological means not less than three (3) hours prior to the emergency meeting date and time.

SECTION D: GOVERNANCE OF MEETINGS

Secret ballot may be used in voting on all motions at the request of any board member:

1. To remove members for cause;

2. To elect any officers of the board when more than one person is nominated for a given office; and

3. That the board may deem necessary from time to time.

SECTION E: CANCELLATION OF MEETINGS

Meetings shall be cancelled or postponed in the following manner:

1. Only upon majority vote of the board present via email poll or other technological means;

2. Not less than twenty-four (24) hours prior to the scheduled meeting time; and

3. Record of the poll shall be kept by the Secretary or designee.

SECTION F: ADMINISTRATION OF MEETINGS

1. Location and time

The monthly board meetings shall be held at a public location to be chosen in advance by the board, and notice posted to the membership through regular means.

2. Parliamentary rules

Meetings of the board shall be conducted under Roberts' Rules of Order unless otherwise specified in this document.

3. Agenda

The agenda of any meeting shall be distributed to board members and published on the internet. The agenda of the meetings will include routine items, new business, old business, and open discussion. With the exception of emergency meetings, all board agendas shall be posted seventy-two (72) hours before the scheduled meeting.

4. Minutes

The minutes of the TAG board shall be summary type minutes. The minutes of the preceding meeting shall be approved at the next regular monthly meeting and, at that time, shall be signed by the Secretary, or his/her designee, as determined by the Chair.

5. Persons appearing before the board

Persons wishing to appear before the board may have, as their objective, any of the following or combinations thereof:

- a. To request information on TAG business matters;
 - b. To comment on issues important to the community; and/or
 - c. To ask for specific action within, or propose a change of, existing policy.
6. Day-to-day citizen inquiries received by whatever means will be addressed in a timely manner by the board. Any citizen, whether or not a member of TAG, shall be assured of the right to speak before the board, if so desired.

A citizen desiring to make comment to the board shall submit a written request prior to the commencement of the scheduled board meeting, which shall include a statement of the nature of the matter to be considered and the name and organizational affiliation, if any, of the person wishing to speak.

7. At the discretion of the board chairperson, persons who have not submitted a written request may be permitted to comment on posted agenda items.
8. Comments and questions of guests shall be documented in the minutes of the meeting.

ARTICLE VI: AMENDMENTS

1. These bylaws may be amended by majority vote of the board present at a regularly scheduled meeting as described below.
2. The board chairman may appoint an Ad Hoc Bylaws Committee comprised of selected board members. Unless otherwise stated, upon board adoption, new bylaws shall become effective immediately.
3. The bylaws will be enacted upon affirmative vote of the majority of the board members present, at a regular meeting of the board, each member having received a copy of the proposed amended bylaws ten (10) days prior to the meeting at which they will be considered.

ARTICLE VII: COMMITTEES

1. The Chair of the board shall select from its membership all committee chairpersons with the exception of the Finance Committee Chairperson.
 - a. All committee chairpersons shall serve at the pleasure of the Chair.
 - b. In the event a committee chairperson is unable to complete his/her term, a new committee chairperson shall be approved to fill his/her vacated position by the Chair of the board.

c. Should the Chair of the board desire to remove a sitting committee chairperson for the purpose of appointing a new committee chairperson or any other reason, she/he may do so with the advice and majority consent of the board present.

2. Each committee chairperson shall select from the membership of the board, and/or the local community, individuals to serve on the committee over which he/she presides.

3. Standing Committees

There are four (4) standing committees. Member size may be contingent on participation.

a. Finance Committee

i. Size: not less than three (3) members. Treasurer for the board shall automatically receive appointment as chairperson.

ii. Functions: act as advisor to the board in all financial affairs including the annual operating budget, which includes all anticipated income and expenses; review monthly financial report of the appropriate budgets and recommend action at the board meeting; review and adopt or develop and propose financial management policies for adoption at board meetings; and propose other policies which may improve the financial viability for board action.

b. Executive Committee

i. Size: not less than four (4) members, composed of elected officers (Chair, Vice-Chair, Treasurer, and Secretary)

ii. Functions: serves in place of the full board in emergency situations when the full board of a quorum at an emergency meeting cannot be present; and review prospective major business transactions listed earlier under Powers and Authority and make recommendations to the board on such matters deemed necessary by the board.

c. Strategic Planning, Development and Volunteer Committee

i. Size: not less than two (2) members

ii. Functions: development and approval of goals for planning and implementation of programs and activities which enhance overall mission and performance; and develop long-term and short-term strategic plans and refer them to the board for review and approval.

4. Ad Hoc Committees

a. Nominating Committee

- i. Size: not less than two (2) members
 - ii. Function: prepare a slate of nominees for the board, to be elected annually, and at other meetings when vacancies occur.
- b. Bylaws Committee
- i. Size: not less than three (3) members
 - ii. Function: draft and review the board bylaws to ensure both efficient organization and compliance with all applicable federal, state, and local regulations and policies.
5. All committees shall meet at such time and place as they may designate, make their own rules for the conduct of their business, and shall keep a record of their own proceedings.
6. A current list of committee chairpersons and the members of each committee shall be kept by the Secretary of the board or other designee. A copy shall be distributed to board members when changes occur and annually in December.

These bylaws are approved by at least three-fourths affirmative vote of TAG board members present and signed this _____ day of _____, 20_____.

Caroline Sanchez, Interim Chair

Lisa Baker-Boyle, Secretary

Interim Chair: Caroline Sanchez
Vice-Chair: vacant
Treasurer: Jay Hillburn
Secretary: Lisa Baker-Boyle
Board member: Christa Stare
Board member: Jayden Chapman
Board member: James Cave
Board member: Summer Adams