



# REVISED AND RESTATED BYLAWS OF THE Dallas LGBT BAR ASSOCIATION

Adopted August 6, 2019  
Amended and restated September 13, 2022

## TABLE OF CONTENTS

### ARTICLE I - THE ORGANIZATION

- 1.1 Name
- 1.2 Offices

### ARTICLE II - PURPOSE & RESPONSIBILITIES

- 2.1 Purpose
- 2.2 Responsibilities

### ARTICLE III - MEMBERS

- 3.1 Classes Of Membership
  - a. Full Members
  - b. Associate Members
- 3.2 Membership Requirements
  - a. Status/ Eligibility
  - b. Dues
- 3.3 Voting Rights
- 3.4 Suspension
- 3.5 Resignation
- 3.6 Reinstatement
- 3.7 Transfer Of Membership
- 3.8 Meetings Of The Membership
  - a. Annual Meeting
  - b. Quorum
  - c. Proxies
  - d. Manner Of Acting

### ARTICLE IV - BOARD OF DIRECTORS

- 4.1 Governance
- 4.2 Composition & Tenure
  - a. Number Of Directors

- [b. Term Of Office](#)
- [c. Minimum Number Required](#)
- [d. Student Directors](#)
- [e. Resignation](#)
- [f. Vacancies](#)
- [g. Board Meeting Attendance](#)
- [h. Duty to Chair or Co-Chair Committee](#)

#### [4.3 Meetings of the Board](#)

- [a. Annual Meeting.](#)
- [b. Regular Meeting.](#)
- [c. Special Meetings](#)
- [d. Notice](#)
- [e. Open Meetings](#)
- [f. Telephone Conference](#)
- [g. Action Without Meeting](#)

#### [4.4 Voting of the Board](#)

#### [4.5 Manner of Acting](#)

#### [4.6 Fiduciary Relationship](#)

### [ARTICLE V - OFFICERS](#)

#### [5.1 Titles](#)

#### [5.2 Duties](#)

- [a. President](#)
- [b. President-Elect](#)
- [c. Secretary](#)
- [d. Treasurer](#)
- [e. Immediate Past President](#)
- [f. Members-At-Large](#)

### [ARTICLE VI - ELECTION OF DIRECTORS & OFFICERS](#)

#### [6.1 Elections](#)

#### [6.2 Elections Procedures](#)

- [a. Nominating Committee Formation](#)
- [b. Board Approval of Nominees](#)
- [c. Publication Of Candidates](#)
- [d. Voting](#)

#### [6.3 Term of Office](#)

- [a. General](#)

b. At Large Directors

c. Term Limits

6.4 Resignation

6.5 Removal

6.6 Vacancies

a. In General

b. Vacancy of President

## ARTICLE VII COMMITTEES

7.1 Authorization.

7.2 Operating Procedures.

7.3 Standing Committees.

a. Executive Committee

b. Nominating Committee

## ARTICLE VIII - PARLIAMENTARY AUTHORITY

## ARTICLE IX - FINANCE

9.1 Fiscal Year

9.2 Budget

9.3 Tax Exemption

## ARTICLE X - AMENDMENTS TO BYLAWS

10.1 Amendment by the Board

10.2 Amendment by Members

## ARTICLE XI - ADOPTION OF BYLAWS

## **ARTICLE I - THE ORGANIZATION**

### **1.1 Name**

The name of the organization is the Dallas LGBT Bar Association (the “DLGBT+ Bar”), subject to change by a majority vote of the general membership of the organization and approval by a majority of the Association Board of Directors (the “Board”).

### **1.2 Offices**

The principal office of DLGBT+ Bar is, 2101 Ross Ave, Dallas, TX 75201, or at the location hereafter established by the Board. DLGBT+ Bar may establish other offices at such other places as its Board may from time to time determine.

## **ARTICLE II - PURPOSE & RESPONSIBILITIES**

### **2.1 Purpose**

DLGBT+ Bar is a nonprofit, nonpartisan membership organization dedicated to the preservation and advancement of the welfare and full equality of LGBTQ+ persons in society, expansion of the authentic visibility and complete participation of LGBTQ+ persons in the legal profession, promotion of the professional expertise of LGBTQ+ legal professionals in the Dallas metropolitan area, establishment and maintenance of safe space for LGBTQ+ legal professionals to be in fellowship and community, and education and advocacy legal issues and legislation which impact LGBTQ+ persons.

The Association is neither an attorney nor law practice. The Association, therefore, cannot provide legal advice.

### **2.2 Responsibilities**

This organization acknowledges the historical and ongoing oppression of LGBTQ+ persons whose identities at the intersection of race, ethnicity, national origin, sex, class, income, and disability and the disparate harm which those communities are subject to. DLGBT+ Bar shall advocate for civil and human rights for all Gender and Sexual Minority persons (“GSM”); celebrate the diversity and culture of GSMs; advocate for inclusion and equality of all persons regardless of sexual orientation or gender identity; assist in research and further legal scholarship on GSM concerns; educate fellow lawyers on how to be inclusive of GSMs in the community, work place, and legal academy; and welcome allies of the GSM community. DLGBT+ Bar shall

encourage members to provide pro bono legal services; promote and cultivate fellowship with affiliates of the Dallas Bar Association and other organizations who seek the advancement of historically underrepresented communities in the legal profession; and work with the Dallas Bar Association, State Bar of Texas, and neighboring bar associations and bar sections in furtherance of common projects relating to the legal profession.

## **ARTICLE III - MEMBERS**

### **3.1 Classes Of Membership**

DLGBT+ Bar shall have two (2) classes of members with designated membership types within each class, Full Members and Associate Members. Any individual or organization interested in the purposes of DLGBT+ Bar may become a member upon payment of annual dues and satisfying the criteria of one of the membership types defined in Section 3.2:

#### ***a. Full Members***

Members of the Full Member Class have the right to attend General Membership Meetings, vote in matters presented to the general membership, and attend meetings of the Board. Members of the Full Member Class are eligible to serve as an Officer, on the Board, and as the Chair or member of a Committee. The Full Member Class are those members who join DLGBT+ Bar under the following membership types:

- Private Attorney
- Non-profit or Government Attorney
- Judge

#### ***b. Associate Members***

Members of the Associate Member Class have the right to attend General Membership Meetings, and attend meetings of the Board. Members of the Associate Member Class are eligible to serve as a member of a Committee. The Associate Member Class are those members who join DLGBT+ Bar under the following membership types:

- Non-attorney Legal Professional
- Law Student
- Organization
- Honorary

## 3.2 Membership Requirements

### *a. Status/ Eligibility*

To be eligible for membership and remain in good standing, each member must conduct themselves consistently with the purposes of DLGBT+ Bar, as defined in Section 2.1; and pay annual membership dues, as defined in Section 3.2(b).

The Board shall have the power to create such additional categories of membership as deemed desirable. The qualifications for the current membership categories are as follows:

- i. **Private Attorney** - an attorney who practices in a law firm or for-profit organization and who lives or practices in Dallas County, Texas and/or surrounding counties, including: Collin County, Cooke County, , Denton County, Ellis County, Grayson County, Hunt County, Johnson County, Kaufman County, Navarro County, Parker County, Rockwall County, Tarrant County, Wise County (collectively, “Surrounding Counties”), or who is admitted to practice at any bar or Federal Court located in Dallas County, Texas.
- ii. **Non-profit or Government Attorney** - an attorney who practices in non-profit law firm or organization, or for a government entity and who lives or practices in Dallas County, Texas or Surrounding Counties, or who is admitted to practice at any bar or Federal Court located in Dallas County, Texas.
- iii. **Judge** - a magistrate, judge, or justice who lives, practices, or presides in Dallas County, Texas or Surrounding Counties.
- iv. **Non-attorney Legal Professional** - an individual who works in the legal profession who is not an attorney or judge and lives or works in the practice of law in Dallas County, Texas and/or Surrounding Counties.
- v. **Law Student** - an individual who 1) is currently enrolled in a law school located in Dallas County, Texas or Surrounding Counties; 2) who resides or works in Dallas County, Texas or Surrounding Counties and is currently enrolled in any law school, studying for the Texas Bar Exam, or awaiting results after having taken the Texas Bar Exam; 3) or intends to reside or work in Dallas County, Texas or Surrounding Counties following graduation from law school
- vi. **Organization** - an entity that functions as a law firm, legal aid or non-profit legal organization, or government or quasi-government agency or business with in-house counsel, that has an office in Dallas County, Texas or Surrounding Counties.
- vii. **Honorary** - Members of other bars and other persons of distinction may be elected by the Board of the DLGBT+ Bar. The Board may choose whom to elect,

if anyone, in its sole discretion and may revoke any honorary membership in its sole discretion.

***b. Dues***

Members of DLGBT+ Bar shall pay annual dues as established in categories of membership by the Board. The Board shall have the authority to waive, in whole or in part, dues as it deems appropriate. Should any member fail to pay said dues for three (3) months after said date, the member is subject to suspension as a member during the period of default. The Secretary must give notice of default to each member in default within 90 days after the due date.

**3.3 Voting Rights**

Each Full Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members , providing they are a member in good standing. No member shall be entitled to vote at any meeting unless the member has paid annual dues for the current membership year. All members of DLGBT+ Bar eligible to vote shall be allowed to vote in person, or, as determined appropriate by the Board for specific measures, via online procedures (including, without limitation, electronic mail) as established by the Board.

**3.4 Suspension**

Any member of the Association who no longer meets the qualifications for membership stated above is subject to immediate suspension from membership in the Association. The Board may determine in its reasonable discretion whether a member meets the requirements of Section 2.1.

**3.5 Resignation**

Any member may resign by filing a written resignation with the Secretary.

**3.6 Reinstatement**

Upon meeting the qualifications for regular membership of Section 2.1, a former member may be reinstated as a member of the Association.

**3.7 Transfer Of Membership**

Membership in this Association is not transferable or assignable.

### **3.8 Meetings Of The Membership**

#### ***a. Annual Meeting***

The members of DLGBT+ Bar shall meet at least annually in conjunction with the annual meeting of the Board as set forth in Section 4.3(a). The date and location of the annual meeting shall be determined by the Board of Directors and announced to the members at least thirty (30) days prior to the meeting.

Failure to hold the annual meeting of the members shall not result in the dissolution of DLGBT+ Bar and the Directors shall remain in office (absent resignation or removal in accordance with these Bylaws). If the annual meeting shall not be held within three (3) months after the designated time, any Director may call, or ten percent (10%) or more of the voting members, may by written petition request that the Chair call the annual meeting at any time thereafter. If the annual meeting shall not be held within six (6) months after the designated time, any voting member may call the annual meeting at any time thereafter.

#### ***b. Quorum***

At least ten (10) percent of all current Full Members in good standing at the time of the membership meeting taking place shall constitute a quorum.

#### ***c. Proxies***

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of execution, unless otherwise provided in the proxy.

#### ***d. Manner Of Acting***

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws. Such voting may also be conducted by email or other electronic means in such a manner as the Board of Directors shall determine.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **4.1 Governance**

DLGBT+ Bar shall be governed by a Board of Directors (the "Board"), which shall manage the affairs of the organization.



The primary responsibilities of the Board shall be implementing the mission of DLGBT+ Bar and supporting and directing DLGBT+ Bar's Officers in carrying out DLGBT+ Bar's purpose and affairs. The Board of Directors shall also:

- a) review the quarterly budgets proposed by the Chair and approve or reject expenditures proposed in the quarterly budgets; and
- b) review and approve or reject any proposed Committees and any Committee Chairs.

## **4.2 Composition & Tenure**

### ***a. Number Of Directors***

The Board shall consist of nine (9) voting seats, as set forth below, subject to change in number as may be determined by the Board. The Board shall be composed of the officers of this organization, immediate past president, members-at-large, and student directors. Only the elected officers, the immediate past president, and members-at-large shall have a vote. An individual must be a Full Member of the DLGBT+ Bar to be eligible to serve on the Board in a voting seat.

- i. Chair - the elected President of the DLGBT+ Bar shall serve as the Chair of the Board.
- ii. Place 1 through Place 3 - the elected President-Elect, Secretary, and Treasurer of the DLGBT+ Bar shall serve as Directors of the Board.
- iii. Place 4 - The immediate past president of the DLGBT+ Bar shall serve as a Director.
- iv. Place 5 through Place 8 - Four (4) Directors shall be elected from the members-at-large by voting members at the annual meeting.

### ***b. Term Of Office***

Where the term "elective year" is used in these Bylaws, it refers to the period beginning January 1 of the year in question and ending December 31 of the following year. (For example, the "2022 elective year" begins January 1, 2022, and ends December 31, 2023.) Unless the Board resolves otherwise, the following provisions apply to terms of office:

- i. The term of office for each member-at-large is two years.
- ii. Upon appointment or election to the Board, each at-large director shall be designated a "class 1" director or a "class 2" director.

- iii. The term of office for class 1 directors begins in odd-numbered elective years, and for class 2 directors in even-numbered elective years.

***c. Minimum Number Required***

The Board must have a minimum of three members. In the event the number of Directors falls below three, the existing Director with the longest tenure on the Board must appoint one or two other Directors as necessary to reach a total of three Directors, after which the Directors should convene to elect additional members to bring the total number of Directors to nine (9).

***d. Student Directors***

One law student representative from each of the law schools in the North Texas area may serve as a Student Director. Student Directors serve as liaisons, in an advisory capacity, and do not have a voting seat. Student Directors must be Associate Members in good standing. The term for Student Directors is one year and begins June 1st.

***e. Resignation***

A Director may resign by providing written notice, including e-mail, of such resignation to the Board. The resignation is effective on the date of receipt of the notice, or the date specified in such notice. Acceptance of the resignation is not required to make the resignation effective.

***f. Vacancies***

A vacancy in any seat on the Board occurs upon the death, removal, or resignation of the occupant thereof, or upon the disability of any occupant rendering them permanently incapable of participating in the management and affairs of the Association. Unless the Board resolves otherwise, vacancies in all director positions are filled by a simple majority vote of the Board. The term of any successor is for the unexpired term for which the former occupant thereof was elected.

***g. Board Meeting Attendance***

It is the duty of each Director to attend the regular and special meetings of the Board. An officer or director shall be deemed to have resigned from office upon (a) three unexcused absences from regular meetings in one fiscal year or (b) upon four total absences from regular meetings in one fiscal year whether excused or unexcused. Requests for excused absences must be directed to the President prior to the meeting. The President has the sole discretion to determine whether an absence is excused or unexcused.

***h. Duty to Chair or Co-Chair Committee***

It is the duty of each Director, other than the President and Immediate Past President, to serve as either Chair or Co-chair of at least one committee for each year in which they remain on the board.

**4.3 Meetings of the Board**

***a. Annual Meeting.***

The annual meeting of the Board shall be held in Dallas or at a time and place determined by the Board. At the annual meeting, the elections to replace outgoing Directors and Officers shall take place.

***b. Regular Meeting.***

Regular meetings of the Board shall be held monthly at such times and places as the Board from time to time determines.

***c. Special Meetings***

Special meetings of the Board may be called at any time by the Chair and shall be called by the Chair promptly upon written request of a majority of the Board. No business will be transacted at any special meeting unless specified in the notice of the meeting.

***d. Notice***

Notice of the annual meeting shall be given to all members by electronic mail and posted on DLGBT+ Bar's website at least thirty (30) days prior to the annual meeting. Notice of regular meetings shall be given to Directors by electronic mail and posted on DLGBT+ Bar's website at least twenty (20) days prior to the meeting, or as soon thereafter as practical. Notice of special meetings shall be given to Directors by electronic mail at least 48 hours prior to the meeting.

***e. Open Meetings***

All meetings of the Board are open to members in good standing, unless, by a two-thirds (2/3) vote, the Board elects to have a closed meeting.

***f. Telephone Conference***

One or more Directors may participate in meetings of the Board by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other.

***g. Action Without Meeting***

Any action which may be taken at a meeting of the Board or any committee of the Board may be taken without a meeting if written consent setting forth the action so taken shall be signed by all Directors or the members of the committee. The written consent shall be maintained by the Secretary.

**4.4 Voting of the Board**

Three (3) members of the sitting, voting Board members shall constitute a quorum at all meetings of the Board. Each Board member shall have one (1) vote and a vote by a simple majority of the Directors present and voting shall constitute the formal action of DLGBT+ Bar, except where these Bylaws or the provision of applicable law require a greater majority. Voting may not be by proxy; however, attendance may be by telephone or electronic means. If a vote ends in deadlock, the Chair shall be allowed to cast one (1) additional vote.

**4.5 Manner of Acting**

The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. Any such act may be by email or other electronic means in such a manner as the Board of Directors shall determine.

**4.6 Fiduciary Relationship**

Directors shall be deemed to stand in a fiduciary relationship to DLGBT+ Bar and shall discharge the duties of their respective positions in good faith and with the diligence, care, and skill which ordinarily prudent persons would exercise under similar circumstances.

**ARTICLE V - OFFICERS**

**5.1 Titles**

The officers of this Association are a President, President-Elect, Secretary, and Treasurer.

**5.2 Duties**

***a. President***

The President shall have general supervision, on behalf of the Board of Directors, over the management of DLGBT+ Bar's affairs. They shall preside at all meetings of the members and of

the Board; and in general, they shall perform all duties as may be properly prescribed by the Board from time to time. The President shall also:

- iv. With the Treasurer, prepare a proposed quarterly budget to be presented to and approved by the Board in advance of each quarter; and
- v. Establish committees to assist with carrying out the purpose and affairs of DLGBT+ Bar, including the Executive Committee and the Nominating Committee.

***b. President-Elect***

The President-Elect shall assist the President in carrying out the management of DLGBT+ Bar's affairs. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform 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. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The President-elect is actively involved in fundraising, marketing, and public relations along with the President. The President-Elect reports directly to the President and helps the President oversee and coordinate administrative and operational functions.

The President-Elect shall serve as the Chair of the Fundraising Committee, unless the President, with the approval of the Board, resolves to appoint another eligible member. As Chair of the Fundraising Committee, the President-Elect may recruit and appoint an eligible member as Co-Chair.

The President-Elect will assume the office of the President the following term. Unless the Board resolves otherwise, the Association expects that the President-elect for any elective year will have served as a director, Secretary, or Treasurer during the previous elective year.

***c. Secretary***

The Secretary shall keep or cause to be kept the minutes of the meetings of the members and the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and discharging such other duties as the President or the Board may assign. The Secretary will provide each member a copy of these bylaws. In case of the Secretary's absence or disability, the Board may appoint an assistant secretary to perform the duties of the Secretary during such absence or disability.

The Secretary must maintain a current roster of membership, including designating honorary members, The Secretary shall certify the membership roster for purposes of conducting

membership votes and for any external inquiries regarding membership. The Secretary shall serve as the Chair of the Membership Committee, unless the President, with the approval of the Board, resolves to appoint another eligible member. As Chair of the Membership Committee, the Secretary may recruit and appoint an eligible member as Co-Chair.

Unless the Board resolves otherwise, the DLGBT+ Bar expects that the Secretary for any elective year will have served as an officer, director, committee chair, or committee co-chair during a previous elective year.

***d. Treasurer***

Whenever the President-Elect is unable to perform the duties of the President during the President's absence or disability, the Treasurer performs such duties. In general, the Treasurer performs all the duties incidental to the office of Treasurer, subject to the Board's direction, and performs such additional duties as the Board may prescribe. The Treasurer shall be responsible for all funds of DLGBT+ Bar; shall cause receipts to be given for all moneys payable to DLGBT+ Bar and received from any source whatsoever; shall cause all such moneys in the name of DLGBT+ Bar to be deposited in such banks, trust companies or other depositories as shall be selected by the Board; and, in general, perform all duties incidental to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

Unless the Board resolves otherwise, the DLGBT+ Bar expects that the Treasurer for any elective year will have served as an officer, director, committee chair, or committee co-chair during a previous elective year.

***e. Immediate Past President***

Serves one year as a designated Board Director for the year after serving as President. The Immediate Past President is an official advisor and may head special projects as needed, including managing the nomination process of new officers for the coming year. The Immediate Past President reports to the President and serves on the Board of Directors.

***f. Members-At-Large***

There shall be four (4) members-at-large who are elected by the membership. The members-at-large serve on the Board of Directors. Members-at-large shall engage as advisors in DLGBT+ Bar's various committees as directed by the President.

## **ARTICLE VI - ELECTION OF DIRECTORS & OFFICERS**

### **6.1 Elections**

The Directors and Officers shall be elected at the annual meeting of the members of DLGBT+ Bar.

### **6.2 Elections Procedures**

The procedures for the elections of Directors and Officer shall be:

#### ***a. Nominating Committee Formation***

Not less than sixty (60) days before the annual meeting, the President shall appoint members to the Nominating Committee to seek candidates for Directors and Officers.

#### ***b. Board Approval of Nominees***

At least thirty (30) days before the annual meeting, the Nominating Committee shall present to the Board the candidates for Directors and Officers. The Nominating Committee may present more than one candidate for any position. The Board must approve each nominee by a majority vote and may approve more than one nominee for any position.

#### ***c. Publication Of Candidates***

The Nominating Committee shall establish procedures for voting and at least thirty (30) days before the annual meeting, the Nominating Committee shall post the procedures for voting with a list of candidates for Directors and Officers approved by the Board on DLGBT+ Bar's website, Facebook page, other social media, and also by email to all members.

#### ***d. Voting***

Full Members in good standing may vote by returning a ballot to the Nominating Committee in accordance with the procedures for voting established by the Nominating Committee.

The Officers shall be elected by a vote of a simple majority of the members of DLGBT+ Bar eligible to vote.

The candidates for open positions as At Large Directors that receive the greatest number of votes shall be declared elected to the Board of Directors.

### **6.3 Term of Office**

#### ***a. General***

Where the term “elective year” is used in these Bylaws, it refers to the period beginning January 1 of the year in question and ending December 31 of the same calendar year. (For example, the “2022 elective year” begins January 1, 2022, and ends December 31, 2022.)

The Immediate Past President, each Officer, and Student Directors shall hold office for a one (1) year term. The term for At Large Directors shall be two years.

#### ***b. At Large Directors***

Upon appointment or election to the Board, each At Large Director shall be designated a “Class 1 Director” or a “Class 2 Director”. The term of office for Class 1 Directors begins in odd-numbered elective years, and for class 2 directors in even-numbered elective years.

#### ***c. Term Limits***

No person elected to the Board may serve for more than six consecutive years on the Board, and such person shall not be eligible for re-election to the Board following the annual meeting at which such person’s fifth consecutive year on the Board expired. The term of office of the Immediate Past President Director and the Student Directors shall not constitute a term of office for purposes of this Section 6.3(c).

### **6.4 Resignation**

Any Director or Officer may resign at any time by sending written notice to the Board. Resignation shall take effect upon the date specified therein and, if no date is specified, then resignation shall be effective upon receipt by the Board.

### **6.5 Removal**

Any Director or Officer may be relieved of their duties for good cause at any time upon the affirmative vote of two thirds (2/3) of the Directors then in office. Removal proceedings may be initiated by any member upon submitting charges to the Board in a sworn, written affidavit against such Director or Officer. The subject Director or Officer shall receive due notice within 48 hours of such charges and of the date, time, and place such charges will be brought before the Board.



## **6.6 Vacancies**

### ***a. In General***

A vacancy in any Director or Officer position occurs upon the death, removal, or resignation of the occupant thereof, or upon the disability of any occupant rendering them permanently incapable of participating in the management and affairs of DLGBT+ Bar. Unless the Board resolves otherwise, vacancies in any Director or Officer position, except President, are filled by a simple majority vote of the Board. The term of any successor is for the unexpired term for which the former occupant thereof was elected.

### ***b. Vacancy of President***

In the event of the vacancy of the President, the President-elect shall assume the office of President by invoking this provision of these By Laws, Article VI § 6(b).

## **ARTICLE VII COMMITTEES**

### **7.1 Authorization.**

Committees shall undertake the substantive activities of DLGBT+ Bar. Committees shall be authorized by the Board, which also has the power to revoke such authorization. Requests for creation of a committee may be initiated directly by any member of the Board or by written petition, including by electronic mail, of members seeking to create a committee. The President may create any committee as deemed necessary to accomplish the regular business and mission of DLGBT+ Bar. The President shall appoint the chair of any committee, unless designated otherwise in these By-laws.

### **7.2 Operating Procedures.**

Each committee may devise its own operating procedures, including provision for membership on the committee, quorum and notice requirements. Such procedures shall be consistent with these Bylaws.

### **7.3 Standing Committees.**

#### ***a. Executive Committee***

There shall be an Executive Committee chaired by the President and composed of the other Officers. The Executive Committee shall have the power to act on behalf of the Board between meetings of the Board when such action is necessary or appropriate. Such action shall constitute

the action of the Board, subject to the Board's power to rescind such action at its next meeting. Under no circumstances may the Executive Committee fill vacancies on the Board or among the Officers, amend the Bylaws or the Articles of Incorporation, amend or repeal any Board resolution, or act on matters not previously approved by the Board which would involve an expenditure in excess of \$1,000.

***b. Nominating Committee***

There shall be a Nominating Committee chaired by the President, or the President's designee, and composed of the Secretary and members appointed by the President. The Nominating Committee shall solicit candidates for Directors and Officers and upon determining that a candidate meets the applicable requirements, present the candidate to the Board as set forth in Section 6.2(b).

**ARTICLE VIII - PARLIAMENTARY AUTHORITY**

The rules contained in Roberts Rules of Order, Newly Revised, 12th Edition, shall govern the meetings of DLGBT+ Bar.

**ARTICLE IX - FINANCE**

**9.1 Fiscal Year**

The Board of Directors may determine the fiscal year of the Association; in the event they make no such election, the fiscal year is the calendar year.

**9.2 Budget**

The President and Treasurer shall prepare a budget covering the proposed expenses for the coming quarter, as determined by the Board. That budget will be presented to the Board, which will adopt a budget for the quarter, subject to modification during that period as may be necessary or desirable.

**9.3 Tax Exemption**

DLGBT+ Bar is exempt from federal income tax under Internal Revenue Code Section 501(c)(6) and is required to file Form 1024 in order to maintain the tax exempt status. DLGBT+ Bar's accounting period ends on August 31 and the Treasurer shall ensure that all required forms required for maintaining DLGBT+ Bar's tax exempt status are filed timely.

## **ARTICLE X - AMENDMENTS TO BYLAWS**

### **10.1 Amendment by the Board**

These Bylaws may be amended by a two-thirds (2/3) vote of all members of the Board present and voting. Ratification of the Bylaws by the members of DLGBT+ Bar is not required.

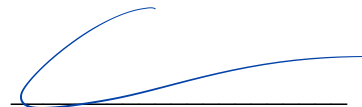
### **10.2 Amendment by Members**

These Bylaws may be amended or repealed upon petition of the members in accordance with the procedures set forth in this subsection. The petition to amend the Bylaws must identify with specificity the language to be added, deleted or altered and shall be signed by at least ten percent (10%) of the full members in good standing, as determined by reference to the current membership roster. Each member on the petition must list his or her name, address used for DLGBT+ Bar membership and current phone number or email address. Upon verification of the petition's signatures and satisfaction of the ten percent (10%) requirement, a meeting of the members shall be convened with at least sixty days' notice to members of the meeting's location, time, and purpose.

## **ARTICLE XI - ADOPTION OF BYLAWS**

The foregoing amended by-laws of this Organization were adopted by a two-thirds (2/3) vote of all members of the Board present and voting.

Signed on this 13th day of September, 2022.



Callie Butcher  
President



Elissa Wev  
Secretary