

**BYLAWS
of the
LGBT Caucus
of the
DEMOCRATIC PARTY OF VIRGINIA**

Adopted July 2009

Amended: March 2010, September 2010

Date of Most Recent Amendment: September 2012

Article I

General Provisions

Section 1. Introduction

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

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. The Caucus is organized under the authority of and in accordance with the Code of Virginia (“Code”) and the Party Plan. Nothing contained in these bylaws is intended to conflict with either the Code or the Party Plan. If such a conflict should occur, the Code or the Party Plan shall have precedence. All activities of the Caucus, including fundraising shall be conducted in accordance with the relevant provisions of the Party Plan and the Code.

Section 3. Purposes

1. The Caucus will present issues and act as an advocate for lesbian, gay, bisexual, transgendered, and questioning/queer (“LGBTQ”) 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 LGBTQ campaign activities. This will be accomplished by working with the various Democratic campaigns by organizing LGBTQ 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 LGBTQ persons in the Party, encourage, educate, and finance LGBTQ persons who aspire to public office, and raise awareness of LGBTQ 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 LGBTQ 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 who 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, with the following exception: Members who joined the Caucus fewer than sixty (60) days prior to an election of Officers shall not vote for or be allowed to run for those offices.

Section 3. Dues and Fiscal Year

1. The fiscal year will begin on January 1 and end on December 31.

2. Annual dues will be collected from all members. Dues shall be determined by vote of the Board. Dues for current members shall be payable annually on the anniversary of their membership. If dues are not paid by the anniversary date of their membership, the member shall be considered “inactive” and may be restored to active membership only upon payment of a full year’s dues. The anniversary date of membership shall be that date that the member fulfilled all requirements of membership as outlined in these Bylaws.

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 April 1 of odd-numbered years beginning in 2015. The Nominating Committee shall provide notice of the upcoming election to members in good standing by January 1 of odd-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 as instructed on the filing form by February 15. Ballots will only include nominees who submit filing forms by close of business February 15. The

Nominating Committee shall produce a ballot and send and/or make one available to, members by March 1. Members shall complete and/or return the ballot as instructed on the ballot by March 15. Voting shall only include ballots returned and received by close of business on March 15.

3. Only individual members of the Caucus in good standing, as defined in Article II, 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 permanent Chair if the office of Chair is vacated. If the Executive Vice-Chair cannot fill the position of Chair, the position of Chair will be filled as indicated in Article III Section IV. The Executive Vice-Chair shall lead special projects as designated by the Chair.

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, Caucuses, and Constituency Groups regarding their representatives 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. The Vice-Chair of Outreach and Membership will also work with the Vice-Chair of Technology and Communication to utilize VAN for membership activities.

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, Vice-Chair of Outreach and Membership, and the Vice-Chair of Development with VAN needs.

6. The Vice-Chair for Development shall chair the Development Committee, which shall raise funds for the Caucus. The Vice-Chair of Development will also work with stakeholders to identify opportunities for collaboration and to raise funds for the Caucus. The Vice-Chair of Development will work with the Vice-Chair of Technology and Communication to utilize VAN for fundraising activities.

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 odd-numbered years; and prepare, or cause to be prepared, an annual notice of dues to all current members by their anniversary date of membership. 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 Immediate Past Chair of the Caucus, unless the Immediate Past Chair chooses not to participate and formally states so to the newly elected Chair and the Board. The Immediate Past Chair shall advise the Chair and other officers regarding past practices, general administration, and other matters to assist in the effective operation of the Caucus. The participation of the Immediate Past Chair will not influence Quorum.

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 (except for Chair) shall be filled by the Board until the next election, unless otherwise indicated in these bylaws, or unless the vacancy occurs no more than six (6) months before the next scheduled election. If the vacancy occurs within six (6) months of a regularly scheduled election, the Board may then choose to not fill the position until that election.
4. If the Chair position is vacated, then the Executive Vice-Chair will automatically permanently fill the position unless for some reason they cannot fulfill the duties permanently. If they cannot, a special election must be held to permanently fill the position. A Nominating Committee will be appointed so as to establish rules for the election. The Nominating Committee shall adhere to Article III, Section 1 when establishing the rules of the special election, allowing for an adjustment to date requirements.

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

Ad Hoc Committees shall include, but not be limited to the following: **Audit, Nominating, and Bylaws**. Descriptions of the duties of these Committees are found in Article IV, Section 2 of these Bylaws, but are not limited to the description there included.

1. **Audit Committee:** By April 1 of odd 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 December 1 of even numbered years beginning in 2014, 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.

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 VIII.

Section 3. Committee Reporting

Each Committee shall choose their own chair and secretary from among the committee members, unless otherwise designated by these bylaws. The committee chair will report to the Caucus and Board, and the committee secretary will submit written reports to the Board. The reports shall be retained by the Caucus Secretary and made a part of the formal minutes of the Caucus.

Article V

Congressional District Representatives and Caucus & Constituency Group Representatives

1. There shall be one Congressional District Representative from each congressional district, and from each caucus or constituency group of the Party (“CR”). The CR shall reside in the congressional district which they represent, or be a member of the caucus or constituency group which they represent.
2. The Congressional District Committee, Caucus Committee, or the Constituency Group Committee shall determine how its CR is selected, and notify the Vice-Chair for Outreach and Membership of the selection. The CRs shall serve as the Caucus’s primary liaison with their respective committees, caucuses or groups, and work to recruit individual Caucus members within their congressional districts, caucuses, or constituency groups. CRs will be invited to all Board meetings, but have no voting privileges on the Board. CRs must maintain membership in the Caucus.
3. The Congressional District Committee, Caucus Committee, or Constituency Group Committee shall provide for replacement of their CR 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, Caucus Committee or Constituency Group, the Board may appoint a CR to fill the vacancy.
4. Any CR found to have committed an egregious violation of rules of the Party Plan and provisions of these Bylaws, may be censured or removed by vote of the Board in executive session. The CR must be given ten (10) days notice of the reasons for the proceedings.

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 General Membership meetings shall be made available to the membership by distribution on the website or by other means within five (5) days of a meeting. Such minutes will be discussed, changed as needed, and voted on at the next meeting of the Caucus for final approval and distribution.
3. Minutes of the Board of the Caucus shall be made available to the Board of the Caucus by e-mail or other means within five (5) days of the meeting. Such minutes will be discussed, changed as needed, and voted on at the next meeting of the Board of the Caucus for final approval and distribution. Minutes of the Board of the Caucus shall be available to the general membership of the Caucus upon request.

Section 2. Regular Meetings

1. The Caucus shall meet at least four (4) times per year on the same weekends as the Central Committee meetings of the Democratic Party of Virginia.
2. Meetings shall be called by the Caucus Chair with written notice, including, but not limited to electronic mail, 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 in Article VI, Section 3 to the full membership of the Caucus.

Section 4. Board Meetings

1. The Board shall hold at least ten (10) meetings each year in person, by phone conference, or by other means available that is to the agreement of the majority of the board.

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. Attendance for Board meetings will be taken, and failure to attend without due notice to the Chair will result in an unexcused absence. The Board may choose to remove a Board member with excessive unexcused absences.

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 4.

6. The Board may enter closed executive session to consider competing bids from vendors or disciplinary action of Board members or CRs.

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

Censure or Removal of Board Members

Section 1. Formal Removal Allowance

Any member of the Caucus Board 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 censured or removed from the Caucus Board.

Section 2. Notice of Pending Removal

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

Section 3. Approval of Censure or Removal

Censure or removal shall be automatic if a two-thirds (2/3) majority of a quorum of Caucus Board members, present and voting at such meeting, vote for censure or removal from the Caucus Board. The member of the Board, who is the subject of the proceedings, may not vote on the decision.

Article VIII

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 IX

Censure or Removal of General Membership

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 censured, or 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

Censure or 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 X

Dissolution

Upon dissolution of this organization, whether voluntary or involuntary, all of its assets remaining after payment of all outstanding obligations and collection of debts owed to the organization as well as all other property, including but not limited to electronic databases, websites, and new media will be given to a LGBTQ Democratic group. The Board of the Caucus will vote as to which LGBTQ Democratic group receives these assets. At dissolution a membership list may be shared with the Party.