

Virginia Partisans: The Voice of LGBT Democrats in Virginia
By-Laws
Revised December 2010

Article I – Name

The name of the organization shall be "Virginia Partisans: The Voice of LGBT Democrats in Virginia" (hereinafter referred to as "the Board"). This name shall replace all past names and references, including the "Virginia Partisans Gay and Lesbian Democratic Club" and "the Club."

Article II – Purpose

The Board is a political action committee that will serve as a political campaign resource for LGBT and ally Democrats within the Commonwealth of Virginia. The primary purpose of the Board is to advance LGBT concerns in party platforms and policies by supporting pro-equality candidates of the Democratic Party, and candidates who are not affiliated with other political parties and have no Democratic Party opponent, through endorsement and financial assistance within applicable Federal, State, and local laws.

Article III – Structure

The Board is a political action committee. The Board will consist of elected officers, the Immediate Past President, and appointed At-Large Board Members. All paid members of the Board, previously known as the "Club", will be transferred to the Lesbian, Gay, Bisexual, Transgender and Families and Friends Stonewall Caucus of the Democratic Party of Virginia, also known as the LGBT Caucus and as the Stonewall Democrats of Virginia, as it resides within the Democratic Party of Virginia.

Article IV – Officers

The officers of the Board shall be the President, Vice President, Treasurer, and Immediate Past President. Only those individuals who reside in the Commonwealth of Virginia and support the Democratic Party of Virginia (DPVA) shall be eligible for election as an Officer.

The President shall be the chief executive officer of the Board, having general charge of the Board's affairs and its agents. He/she will be authorized to co-sign checks and sign agreements and other legal documents for the Board. He/she shall chair all Board meetings and shall perform all duties incident to the office of the President. The President will appoint all committee chairs, project teams and other agents of the Board, and will assign duties appropriately. The President will designate Board spokespersons.

The Vice President shall have general charge of the Board's affairs and its agents and shall chair Board meetings in the absence of the President. He/she shall serve as chair of special committees or project teams or serve as Board spokesperson as deemed appropriate by the President. The Vice President will be authorized to co-sign checks.

The Treasurer shall have custody of the Board's funds and shall properly maintain the Board's financial records. He/she shall keep an accurate account of all receipts and expenditures and shall deposit funds designated by the Board. He/she shall draft and present an annual budget and fundraising strategy no later than July 31 of each year, provide in writing financial status reports at all Board meetings, prepare all financial reports as may be required by law or regulation. The Treasurer will be authorized to co-sign checks.

The Immediate Past President shall take responsibility for other Board business as deemed appropriate by the President. The Immediate Past President may be authorized to co-sign checks.

At the request of any other officer, the President may delegate one or more of the duties assigned to such officer to any Board member, who shall report to such officer.

Article V – At-Large Board Members

The President, with advice and counsel of the other officers, will appoint up to nine (9) At-Large Board Members. In making appointments, the President shall strive to assemble a geographically diverse Board with representation from the lesbian, gay, bisexual, transgender and ally communities. Only those individuals who reside in the Commonwealth of Virginia and support the Democratic Party of Virginia (DPVA) shall be eligible for appointment as an At-Large Board Member.

Article VI – Terms of Office

The term of office for all Board Members shall be two years, from July 1 through the next following June 30. The term of office shall begin on even numbered years.

Article VII – Election, Removal and Resignation of Officers

Election of the President, Vice President and Treasurer shall be by plurality vote of eligible voters in June of each even numbered year. Eligible voters shall consist of (1) members of the Board and (2) members in good standing of the LGBT Stonewall Democratic Caucus of Virginia.

The Officers shall appoint, by majority vote, one At-Large Board Member to serve as the Election Director. The Election Director will execute the election in accord with these Bylaws and ensure the integrity of the election process. Specifically, the Election Director will:

- (1) Announce the date of elections to all eligible voters electronically and/or by mail at least fifteen days prior to the election;
- (2) Send the ballot to all eligible voters electronically and/or by mail in June of each even numbered year;
- (3) Clearly state the deadline for receipt of all votes on the ballot;
- (4) Validate and tabulate all votes; and
- (5) Announce the results to all eligible voters and the public.

In addition, the Election Director may coordinate election activities with the leadership of the LGBT Stonewall Democratic Caucus of Virginia as necessary.

Any Board member may petition for the removal of an Officer from office. Any such petition shall include a short statement of reasons for removal and be provided to the entire Board at least seven days before any vote on removal. After such time, the Board must vote on whether to consider the petition for removal. If a majority of all Board members vote in favor of consideration, then the Board must proceed to a vote for removal within seven days. An Officer can only be removed by a two-thirds vote of all Board members.

In the case of removal of or resignation by any Officers, the remaining members of the Board shall appoint any other Board member to fill the vacancy through the end of the current two-year term. In the case of removal of the President, that person shall not serve on the Board as Immediate-Past President.

For the purposes of this article, Board vacancies shall neither count for nor against the total when calculating votes.

Article VIII – Meetings

The Board shall hold quarterly meetings with the dates, times, and locations to be set by the Officers. Board Members are required to attend at least three of the quarterly meetings annually either in person or by telephone. The Officers shall make reasonable attempts to accommodate Board member schedules and may excuse legitimate absences. Special meetings may be called by the President with at least seven days notice.

Article IX – Voting

Decisions of the Board shall be made by majority vote. A quorum for the Board shall be a majority of the Board, not counting any vacancies. Votes may be in-person, telephonic, electronic, or by proxy. The Officers may waive quorum requirements by unanimous vote.

The provisions of the foregoing paragraph shall apply to all provisions of these bylaws, unless stated otherwise, except to the removal procedures outlined in Article VII above.

Article X – Fiscal Year

The Board's fiscal year shall be from January 1 through December 31.

Article XI – Expenditures

In accord with the provisions of this article, the President may make and/or approve expenditures on behalf of the Board. Expenditures over two hundred dollars must be approved by the Board. Any expenditure that is, or reasonably could be perceived as, a campaign contribution must be approved by the Board.

Article XII – Political Action Committees

The Board shall maintain both a Federal Political Action Committee and a State Political Action Committee (PAC) account. The primary purpose of the Federal PAC shall be to raise funds for and make contributions to candidates in Federal elections. The Federal PAC also may be used to support the State PAC. The primary purpose of the State PAC shall be to raise funds for and make contributions to candidates in non-Federal elections. All Federal and State PAC expenditures shall be governed by procedures adopted under Article XIII below.

Article XIII – Endorsement and Contribution Procedures

Within three months of assuming office, the President must present the Board with a set of procedures for endorsements and contributions. The Board shall vote to accept, amend, or reject these procedures. If approved, the procedures shall remain in effect during the respective Board's term and govern all decisions regarding endorsements and campaign contributions. These procedures shall be published to the general public in electronic form.

Article XIV – Advisory Bodies

Upon request by the President and by a majority vote, the Board may create an advisory body to serve as counsel to the Board. The President is authorized to determine the size, membership and purpose of the advisory body. The Board may dissolve the advisory body by a majority vote if requested by the President or by a two-thirds vote otherwise.

Article XV – Bylaw Amendments

Amendments to these bylaws may be made by a two-thirds vote of the entire Board, provided the text of the proposed amendments has been distributed electronically or by mail at least fourteen days in advance of such vote.

For the purposes of this article, Board vacancies shall neither count for nor against the total when calculating votes.