

ARTICLE I: NAME

The name of the organization shall be **People Acting for Change and Equality**, hereinafter referred to as "**PACE**".

ARTICLE II: MISSION STATEMENT

PACE is a nonpartisan organization that works to advance equality in Northwest Louisiana so that the Lesbian, Gay, Bisexual, and Transgender (LGBT) community can lead open, honest, responsible, and safe lives at home and in the workplace.

ARTICLE III: MEMBERSHIPSection 1: Eligibility

In order for an individual to become a member of PACE he or she must:

- a) be a resident of the United States;
- b) be at least eighteen (18) years of age;
- c) complete a membership application;
- d) pay membership dues in full, as applicable;
- e) be approved through the PACE membership approval process; and
- f) not have had a previous PACE membership terminated for any reason other than lapsed dues.

Section 2: Class of Membership

- a) Regular member: Regular members are entitled to one (1) vote at all PACE membership meetings and shall be eligible to run for office.
- b) Honorary Members: There may be those people who having given significantly and/or with merit to PACE that will be so designated Honorary Members by a vote of $\frac{3}{4}$ of the members present at any meeting of PACE. Honorary Members are not eligible to run for office within PACE and do not vote.
- c) Life Members: Life Membership may be bestowed on any regular member in good standing, who has furthered the objectives of PACE through documented extraordinary service, contribution of volunteer time or financial support. The awarding of Life Membership requires an affirmative vote of $\frac{3}{4}$ of the members present at any meeting.
- d) Student Members: Student Membership is offered to full time students who are entitled to one (1) vote at all PACE membership meetings and shall be eligible to run for office. In lieu of paying cash dues student members may count PACE volunteer hours towards their dues at a rate of one (1) hour of volunteer time = one dollar (\$1) of dues (e.g. \$25 dues = 25 hours in volunteer time). The Student Member is responsible for notifying the Treasurer of their volunteer hours with a selected focus group. In order to qualify for Student Membership the
 1. student must be registered as a full-time student (12 hours per semester) and working on their undergraduate degree. Master's level and above are not eligible,
 2. provides proof of enrollment and full-time status at their university. (This will be reassessed per semester.), and
 3. identifies a focus group chair to work with. (The focus group chair will need to verify their hours.)

Section 3: Membership Application

Anyone desiring membership in PACE must complete a membership application and include at least one PACE member as a reference. The application is submitted to the Treasurer for review, verification of paid dues, and a reference check with the PACE member listed. Following the Treasurer's review and approval.

Section 4: Dues

In order to remain in good standing, a member must pay nonrefundable annual dues by the first day of

their anniversary date of membership each fiscal year in amounts to be fixed by the Executive Team. Dues are in arrears as of 30 days after their anniversary date of membership. The Executive Team shall not increase or decrease membership dues more than ten percent (10%) without a majority vote of the membership at any meetings or by email referendum. Notification of any changes in dues structure, fees, or assessments must be emailed at least ninety (90) days prior to the anticipated implementation. Furthermore the Executive Team may determine and assign the payment of a reasonable late fee and/or reinstatement fee.

Section 5: Expulsion of Members

A member may be expelled from PACE for any act or deed inappropriate for a PACE member by a two-thirds (2/3) vote of those active members present at any meeting. The membership dues of any member being expelled are not refundable.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1: Annual Meeting

The Annual Meeting will take place in November of each year. Notice of the Annual meeting is to include the date, time, location, and an agenda of those items to be discussed. Additional items may be added during the Annual Meeting.

Section 2: Regular Meetings

The membership shall meet a minimum of once per quarter. The meetings are held at such times and places as the President shall decide, and each member shall receive at least seven (7) days email notice and agenda from the Technology Officer.

Section 3: Special Meetings

Special Meetings of PACE may be called at any time by ten-percent (10%) of the voting membership or a majority vote of the Executive Team provided email notice is given to the membership of PACE at least seven (7) days in advance of a Special Meeting. Such email notice shall contain the date, time, location, and an agenda of the matters to be considered, and only such matters shall be put to a vote.

Section 4: Quorum

A quorum shall consist of those regular members present and voting.

Section 5: Proxy Voting

Proxies shall be allowed; however, no member shall be allowed to hold more than ten (10) proxies. The assignment of proxy votes must be emailed to the Secretary prior to the meeting in which said proxy vote is valid.

ARTICLE V: EMAIL REFERENDUM

Section 1: Establishment

Email referenda may be drafted and submitted by the Executive Team, by a Focus Group, or by written petition of at least five percent (5%) of the voting members of PACE and sent to the President. The membership may also elect to hold an Email Referendum concerning any issue or issues of PACE.

Section 2: Notification of Membership

Emailed notice of the referendum, stating and describing all motions, procedures and deadlines for voting, shall be provided to all voting members at least seven (7) days prior to the referendum deadline.

Section 3: Passage

Results of all email referenda shall be determined by a majority of the valid ballots returned except when a higher percentage is required by these Bylaws or by Robert's Rules of Order, Newly Revised.

Section 4: Results

Results of email referenda shall be disseminated to the membership within seven (7) days after the

referenda deadline.

ARTICLE VI: OFFICERS

Section 1: Terms

The officers of PACE shall be the President, Vice President, Treasurer, Secretary and Technology Officer all of which shall serve a one (1) year term. All officers shall hold office from January 1 until their duly elected successor takes office.

Section 2: Vacancy

The Executive Team shall fill a vacancy in an elected office. Until a replacement is elected, the President shall appoint an interim officer. The Vice President shall fill a vacancy in the position of President.

Section 3: Eligibility

All Regular and Life Members of PACE shall be eligible to run for office.

ARTICLE VII: POWERS AND DUTIES OF OFFICERS

Section 1: President

The duties of the President shall include:

- a) being the chief executive officer of PACE;
- b) presiding at all meetings of PACE and of the Executive Team;
- c) appointing the Directors of all Standing and Ad Hoc Focus Groups, and any other positions deemed appropriate with ratification by the Executive Team;
- d) working with the Secretary in compiling an agenda for any Annual Meeting, Special or Executive Team meetings; and
- e) performing any other duties assigned by the membership and/or Executive Team.

Section 2: Vice President

The duties of the Vice President shall include:

- a) succeeding to the office of the President at the end of the President's elected term in office or at the time of the President's resignation;
- b) in the absence of the President, performing the duties of the President;
- c) assisting the President in the coordination of the Standing and Ad Hoc Focus Groups, as designated by the President; and
- d) performing other duties as assigned by the President, membership, or Executive Team.

Section 3: Treasurer

The duties of the Treasurer shall include:

- a) collecting and distributing all PACE funds as directed by the Executive Team;
- b) depositing such funds in a depository designated by the Executive Team;
- c) keeping accounts open to inspection;
- d) rendering accounts of all transactions and of the financial condition of PACE at each membership meeting;
- e) submitting applications to the Executive Team for approval,
- f) reviewing, verify payment of dues and reference checks on new membership applications;
- g) being bonded for the sum as may be required by the Executive Team (the costs of such a bond to be borne by PACE);
- h) filing all government forms or documents related to the finances of PACE;
- i) being a member of the Fund Raising Focus Group; and
- e) performing other duties as assigned by the President, membership, or Executive Team.

Section 4: Secretary

The duties of the Secretary shall include:

- a) taking the minutes at any Annual and Special meetings and Executive Team meetings;

- b) working with the President in compiling an agenda for any Annual, Special or Executive Team meetings; and
- c) performing other duties as assigned by the President, membership, or Executive Team.

Section 5: Technology Officer

The President shall appoint the Technology Officer. The duties of the Technology Officer shall include:

- a) being responsible for the maintenance of all PACE websites and also the E-Newsletter;
- b) emailing of all PACE announcements, meeting notices and general notices;
- c) posting announcements, meeting notices, minutes of meetings, and general notices on the PACE website; and
- d) performing other duties as designated by the President, membership, or Executive Team.

Section 6: Resignation

Any officer may resign at any time by giving written notice to the Executive Team or the President. Any such resignation shall take effect on the date of the receipt of such notice or unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VIII: ELECTIONS

Section 1: Month of Election

The election of officers of PACE shall be held at the Annual Meeting, and officers elected shall take office January 1.

Section 2: Nominations

Any person wishing to run for a position (officer or member-at-large) on the Executive Team shall so inform the Technology Officer, via email, by October 31. The Technology Officer shall include a list of nominees in the emailed Annual Meeting Announcement. This meeting notice shall be emailed to all members no fewer than seven (7) days prior to the Annual Meeting date. Regular and Life Members in good standing may make nominations from the floor.

Section 3: Contested Races

Voting in all contested races shall be by secret ballot. Proxies shall be allowed. Fifty percent (50%) plus one (1) of the votes cast shall constitute a majority for election. If a majority is not obtained on the first ballot, the two (2) candidates receiving the most votes shall be the candidates in a run off election.

Section 4: Tellers

The President may appoint at least two (2) tellers who shall dispense, collect, and tabulate the vote.

ARTICLE IX: THE EXECUTIVE TEAM

Section 1: Membership

The Executive Team shall consist of thirteen (12) members: those being the officers of PACE (5), the Directors of Standing Focus Groups (4) and three (3) member-at-large positions.

Section 2: Special Meetings

A special meeting of the Executive Team may be called at any time by a majority of the Executive Team provided email notice is given to the Executive Team at least seven (7) days in advance of a Special Meeting. Such email notice shall contain the date, time, location, and an agenda of the matters to be considered, and only such matters shall be put to a vote. Two thirds (2/3) of the Executive Team shall constitute a quorum.

Section 3: Authority

The acts of a majority of the Executive Team members present at a meeting at which a quorum is present shall be the act of the Executive Team, except where otherwise provided by law or these Bylaws.

Section 4: Protected Action and Communication

There shall be no liability on the part of and no action for damages against any member of the Executive Team, or its agents or employees, or any member of any Focus Group appointed or designated, for any action undertaken or performed by such people within the scope of the duties, powers, and functions of the Executive Team or such Focus Groups as provided for in the Bylaws when such people are acting without malice and in the responsible belief that the action taken by them is warranted; or any person, focus group, association, organization, firm or corporation providing information to the Executive Team, its agents or employees, or to a focus group designated by the Executive Team, whether a witness or otherwise. Such person, focus group, association, organization, firm or corporation providing such information without malice and in the reasonable belief that such information is accurate shall not be held, by reason of having provided such information, to be liable in damages under any law of the State of Louisiana or any political subdivision thereof.

Section 5: Declared Vacancies

A vacancy may be declared by a majority vote of the Executive Team when any, officer and/or Executive Team member fails to function or demonstrates an inability to function in any office or position, (e.g., failing to attend two or more successive meetings without prior notice). Should a vacancy be declared, replacement candidates shall be nominated and voted on by the membership. Should there not be any nominations from the membership a replacement to serve the unexpired term can be selected by the Executive Team.

ARTICLE X: STANDING FOCUS GROUPS

Section 1: Identification

The Standing Focus Groups shall be as follows: Fundraising, Social, Political/Communications, and Special Events.

Section 2: Appointment of Directors

The President of PACE shall appoint the Director of each of the Standing Focus Groups whose talents or special interests would be of special value to the work of PACE. The President is to submit the names of Focus Group Directors to the Executive Team for ratification by January 15th.

Section 3: Appointment of Members

The Director of each Standing Focus Groups shall appoint at least two (2) members to their respective Focus Group whose talents or special interests would be of special value to the work of PACE, for a one year term.

Section 4: Removal of Member

A Focus Group Director, or a member of one of the Standing Focus Groups may be removed by a vote of the majority of the members of the Executive Team, or by two-thirds (2/3) vote of the general membership present at any PACE meeting.

Section 5: Specific Responsibilities

- a) Fundraising: will solicit contributions from potential donors; will plan activities to raise funds; will work with existing groups to secure funds for all events i.e. the film festival; and coordinate all grant writing activities.
- b) Social: will plan all socials and notify the members of these events via the Technology Officer.
- c) Political/Communication: will make contact and establish relationships with elected political representatives of Northwest Louisiana at all levels (school board, city council, parish commissioners, and state representatives and senators), as well as, local media (newspapers, radio and television stations), clergy and local civic clubs; will offer and be prepared to serve as a source for local stories on our issues; will periodically submit to the media information on current stories and issues of interest; and will draft and disseminate Public Service Announcements when

appropriate as well as develop programs to educate and inform these entities.

- d) Special Events: will act as a "Steering Committee" for PACE special events and will plan, coordinate and execute annual events (e.g. film festival) and will be comprised of the chairs of all special events subcommittees.

Section 6: Expenditures

No Standing Focus Group will incur any indebtedness, or obligate PACE for any expenditure nor make any expenditure unless expressly authorized by the Executive Team and/or Membership.

ARTICLE XI: AD HOC FOCUS GROUPS

Section 1: Establishment

Ad Hoc Focus Groups may be established from time to time by the PACE President, the membership, or the Executive Team, as deemed appropriate.

Section 2: Chair and Members

The President shall appoint the Directors and all members of Ad Hoc Focus Groups, and shall have the ability to dismiss the Chair and members, as she/he deems appropriate.

Section 3: Expenditures

No Ad Hoc Focus Group will incur any indebtedness, or obligate PACE for any expenditure nor make any expenditure unless expressly authorized by the Executive Team and/or Membership.

ARTICLE XII: CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1: Authorization

The Executive Team may authorize any officer or officers of PACE, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PACE, and such authority may be general or may be confined to specific instances.

Section 2: Signatures

All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of PACE shall be signed by two (2) Executive Team members, and in such a manner as shall from time to time be determined by a resolution of the Executive Team. In the absence of such a determination by the Executive Team, such instrument shall be signed by the Treasurer and countersigned by the President.

Section 3: Deposits

All funds of PACE shall be deposited in a timely manner to the credit of PACE in such banks, trust companies, or other depositories as the Executive Team may select.

Section 4: Contributions Receipts

The Executive Team may accept on behalf of PACE any contribution, gift, or bequest, for any purpose of PACE, provided that such contributions do not violate the laws of the State of Louisiana or the United States.

Section 5: Independent Audit

An independent audit of the PACE financial records may be ordered by a majority vote of the Executive Team or the membership at any meeting. The cost of the audit is to be borne by PACE. Should a funding source or governmental authority require an independent audit, said audit shall be performed without an amendment to these Bylaws.

ARTICLE XIII: BOOKS AND RECORDS

PACE shall keep correct and complete books and records of accounts. It shall also keep minutes of the

proceedings of its membership meetings, Executive Team meetings, and all other Standing and Ad Hoc Focus Groups authorized by these Bylaws, and shall keep these records at a principle office.

ARTICLE XIV: FISCAL YEAR

The fiscal year of PACE shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE XV: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern PACE in all cases to which they are applicable and consistent with these Bylaws and any special rules of order the PACE Membership may adopt.

ARTICLE XVI: MEMBERSHIP LISTS, WEBSITE AND E-GROUP

PACE shall establish a website so named www.pacelouisiana.org. The cost of said website shall be the responsibility of PACE. The Executive Team must approve, by a majority vote, all information accessible by the general public. The website and E-Newsletter shall be maintained by the Technology Officer.

Section 1: Public Information

The PACE website shall contain, at a minimum, in an open forum and accessible by the general public, the following information:

- a) Name of the Organization
- b) Mission Statement
- c) Names and Email Address of the Executive Team
- d) Names and E-mail addresses of Focus Group Chairs
- e) Membership Application
- f) Links to Related Sites

Section 2: Member Restricted Information

The PACE website or e-group may contain, at a minimum, in a "Membership Restricted" area the following information:

- a) Minutes of Meetings and financial reports
- b) Discussions of Membership information
- c) Meeting Agenda
- d) Directory of Members (Names and Email addresses)
- e) Email Referenda
- f) Documents approved by the Executive Team

Section 3: E-Group Services

PACE may utilize a web-based service for the management of membership discussions and the dissemination of information available to the public.

ARTICLE XVII: NON-DISCRIMINATION POLICY

PACE shall not discriminate in matters of membership on the basis of political affiliation, race, age, color, creed, disability, ethnicity, sex, sexual orientation, gender identity and expression, religious belief, or national origin.

ARTICLE XVIII: AMENDMENTS

These Bylaws may be amended or repealed by approval of two-thirds (2/3) majority of the voting members of PACE, eligible and voting during any meeting of the membership, with ten (10) days prior notice, or by following the guidelines under ARTICLE V. Any proposed amendment to these Bylaws shall be submitted via email to the Secretary and Technology Officer. The Technology Officer shall forward, via email, any proposed amendments to the membership.

ADOPTED: 10 October 2005

AMENDED: 12 March 2006

AMENDED: 15 March 2009

AMENDED: 18 November 2012

AMENDED: 24 November 2013

AMENDED: 20 November 2016