

BY-LAWS

Liberty City Lesbian, Gay, Bisexual, and Transgender Democratic Club

ARTICLE I. NAME

The name of the organization shall be the Liberty City Lesbian, Gay, Bisexual, and Transgender Democratic Club, hereafter referred to as Liberty City.

ARTICLE II. PURPOSE

Liberty City is a voluntary, political action committee serving the greater Philadelphia region as an affiliate of the National Stonewall Democrats.

The members have joined together to work within the Democratic Party, in the public arena, and throughout the region, state, and nation, to achieve and sustain economic and social equality for lesbian, gay, bisexual, and transgender (LGBT) persons. Liberty City shall:

1. Bring the issues of Lesbian, Gay, Bi-Sexual, and Transgender (hereafter referred to as LGBT) civil rights to the forefront of political agendas, platforms, legislators, candidates, and campaigns;
2. Endorse and support candidates for political office who reflect the values, needs, and interests of its members and constituents;
3. Lobby for legislation which upholds the civil rights of LGBT citizens;
4. Participate in organizing the greater Philadelphia region LGBT community into a political voice;
5. Work to form coalitions with other organizations to take progressive stands on economic and social issues; and
6. Work in the greater Philadelphia region, Harrisburg, Washington D.C. and elsewhere to serve its members and constituents interests.

ARTICLE III. MEMBERSHIP

Section 1.

The Liberty City Lesbian, Gay, Bisexual, and Transgender Democratic Club shall be a membership organization.

Section 2. Eligibility

Any person who subscribes to the statement of purpose and is a registered to vote as a Democrat shall be eligible to apply for membership to Liberty City.

Section 3. Application and Dues

Procedures for applying for membership shall be as established by the Board of Directors. The Board is permitted to establish one or more classes of membership. Membership dues shall be at such rate or rates, schedule or formula, as may be from time to time prescribed by the Board.

Section 4. Member in Good Standing

Members shall be considered "in good standing" if their membership dues are current.

Section 5. Lapsed Members

Lapsed members are those members who have not actively paid membership dues for a period of three (3) years or less.

Section 6. Termination of Membership

Any member may resign upon written notice to one of the Co-Chairpersons. Such persons shall remain members for a period of sixty (60) days after the membership period expires, though they shall be considered "not in good standing" during this sixty (60) day period. The membership shall automatically end after the sixty (60) day period. The payment of dues during the sixty (60) day period shall restore the member to good standing status.

Section 7. Expelling Members

The Board, by an affirmative vote of two thirds (2/3) of the entire Board membership, may remove any member of the organization whenever in its judgment the best interests of the organization will be served thereby or for proper cause. Written notice shall be sent to the member sought to be removed at least fifteen (15) days prior to the proposed vote on removal.

Section 8. Voting Procedures

In any proceeding in which voting by members is called for, each member in good standing, shall be entitled to cast one (1) vote in any matter that requires a vote of the membership. Members who have joined with a Family Membership will be provided with two (2) votes. There shall be no proxy voting.

Section 9. Family Membership

Those applying for Family membership must provide the names of both individuals in the committed relationship at the time the membership dues are paid.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Directors

There shall be a Board of Directors, consisting of no fewer than nine (9) and no more than fifteen (15) elected members of the organization. No more than half (rounding up where the number of Directors is an odd number) of the Board shall be of one gender. All such Directors will have privileges and voting rights consistent with the by-laws of the organization. Up to four (4) directors shall be appointed by the Board of Directors to ensure gender parity and racial diversity. Up to eleven (11) are to be elected by the general membership.

Section 2. Diversity

Liberty City is committed to a diverse and representative Board of Directors. The Board Development Committee and the Executive Committee are charged with ensuring that

every possible effort be made to nominate a slate of directors that represents the Lesbian, Gay, Bi-Sexual, and Transgender (LGBT) members of the organization, and is racially diverse. A report of these efforts shall be made to the membership at the time of the nomination of the slate of directors for election.

Section 3. Duties

The Board is authorized to carry out all functions and activities necessary to further the purposes of the organization. Each Director shall actively serve on at least one (1) committee of the Board, and is expected to attend regularly scheduled meetings of the Board and general membership meetings. Members of the Board are also expected to actively participate in Liberty City special events and activities.

Section 4. Eligibility

Any Liberty City member in good standing for a period of at least twelve (12) months, with participation on at least one committee or major project, and attendance at least one (1) general membership meeting within the previous year shall be eligible for election to the Board of Directors. Candidates for elected government office and current elected government officials, are not eligible for membership on the Board of Directors.

Section 5. Term

Directors shall be elected for a two (2) year term, and may be re-elected for up to three (3) consecutive terms. Terms shall run so that half of the Directors shall be elected/re-elected in odd years and the other half in even years. The terms of directors appointed by the Board of Directors shall last only until the next annual election by the general membership.

Section 6. Quorum

A quorum of the Board for the purposes of transacting business shall be 50% plus one of the members of the current Board. A majority vote of the Board present at any meeting is required to approve any action, except those actions explicitly requiring a different vote pursuant to either these bylaws or board resolution. Once a quorum is established at the beginning of a meeting of the Board, such quorum shall not be broken if Directors leave such meeting for any reason before the meeting is adjourned.

Section 7. Meetings

The Board shall meet at least six (6) times per year on a bi-monthly basis. All meetings shall be announced at least seven (7) days in advance of the date of the meeting and be open to all members in good standing. The Board, by a two-thirds (2/3) vote, may hold a meeting in executive session.

Section 8. Removal

Any director may resign at any time upon written notice to the Co-Chairpersons. The resignation shall be effective upon receipt thereof by the Co-Chair or at such subsequent time as may be specified in the notice of resignation. The Board, by an affirmative vote of two-thirds (2/3) of the entire Board membership, may remove any director of the organization whenever in its judgment the best interests of the organization will be served

thereby or for proper cause. Proper cause shall include, but is not limited to, when a director has three unexcused absences from Board meetings during a fiscal year. Written notice shall be sent to the director sought to be removed at least fifteen (15) days prior to the proposed vote on removal.

ARTICLE V. ELECTION OF BOARD MEMBERS

Section 1. Notice of Nominating Procedures to Membership

Sixty (60) days prior to the annual meeting, the Board Development Committee shall send to the membership a notice including complete information about the process of nominating and electing the Board of Directors, consistent with these by-laws, including all relevant times and places.

Section 2. Nominations

Nominations, including self-nominations, shall be submitted to the Board Development Committee no fewer than thirty (30) days prior to the annual meeting. The committee shall recruit and interview a slate of nominees for election to the board in accordance with these by-laws.

Section 3. Presentation of Slate to Membership

The Board Development Committee shall prepare a slate of nominees that include no more than eleven (11) candidates, depending on the number of elected vacancies for that election cycle. No more than half (rounding up where the number of Directors is an odd number) of the nominated slate shall be of one gender. The slate must be distributed to the membership no fewer than ten (10) days prior to the date of the annual meeting. The slate shall include a brief explanation of each nominee's experience and involvement with Liberty City.

Section 4. Voting

At the annual meeting, The Board Development Committee will present the slate of nominated board members in the form of a motion to be approved. The motion shall be approved with a simple majority.

Members in good standing who are not part of the official slate may be nominated from the floor with an appropriate second. In cases where nominations are made outside of the slate recommended by the Board Development Committee, the slate must first be voted down before any other nominations would be in order. At that point, a run-off vote will be conducted where all candidates nominated by the Board Development Committee and all candidates nominated from the floor shall be considered at once by the membership. Members in good standing shall then cast a number of votes equal to the number of seats to be filled on the board. Members shall only be allowed to vote for a Board candidate once. The candidates who receive the greatest number of votes in each gender identified category will be elected to the Board.

All members present, and in good standing shall be eligible to vote in the election. There shall be no proxy voting.

Section 5. Filling of Vacancies

Any vacancy created by the resignation or removal of an elected director, shall be filled by a simple majority vote of the remaining members of the Board. Persons so appointed shall be a Director to serve for the remainder of the unexpired term. When a Director is appointed to fill a vacancy created by a resignation or removal, the time served in a vacated term shall not be counted in the limitation of terms. Vacancies shall be filled in such a manner as to ensure gender parity and racial diversity.

ARTICLE VI. OFFICERS

Section 1. Election of Officers

At the first meeting of the board following the annual meeting, the board shall elect from among the members a female identified Co-Chair, a male identified Co-Chair, a Secretary, and a Treasurer according to the cycle described in Section 2. Officers shall serve a two year term and may serve two consecutive terms. Directors may not serve in more than one position at any given time.

Section 2. Cycle for the Election of Officers

The female identified Co-Chair and the Treasurer shall be elected in even year and the male identified Co-Chair and Secretary in odd years.

Section 3. Co-Chairs

The Co-Chairs shall supervise the business and affairs of Liberty City, and preside at all meetings of the Board, Executive Committee, and General Membership. In the absence of both co-chairs, they shall designate a member of the Executive Committee to serve as acting chairperson.

Section 4. Secretary

The secretary shall maintain accurate minutes of all meetings and shall send out notices as required by the Board, membership resolution, or these by-laws. The Secretary shall also work in cooperation with the Membership Chairperson to maintain accurate records of the membership.

Section 5. Treasurer

The Treasurer shall maintain the financial records and be responsible for the financial affairs of Liberty City and, with at least one other person designated by the Board, have the authority to issue and sign checks. The Treasurer will be responsible for providing a detailed finance report at each meeting of the Board.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. Members and Responsibilities

The Co-Chairs, Secretary, and Treasurer shall comprise the Executive Committee. The Board shall elect a Director who is currently not an officer to serve on the Executive Committee for a period of one (1) year. The Executive Committee shall execute the

powers of the board of directors between meetings of the Board. All actions of the Executive Committee must receive ratification by the board at the next Board meeting.

Section 2. Meetings

Meetings of the Executive Committee may be called by at least one of the co-chairs. Executive committee meetings are open to all members of the board. The Executive Committee shall give notice to the Board specifying the date, time, and agenda. Notice may be given by mail or other accepted electronic communication.

ARTICLE VIII. COMMITTEES

Section 1.

The following shall be standing committees of the board:

- Communications Committee
- Endorsement Committee
- Fundraising Committee
- Membership Development Committee
- Policy & Advocacy Committee
- Board Development Committee
- GOTV/Campaign Committee

Section 2. Committee Chairpersons

All committees shall be chaired by a member of the Board of Directors. Chairs of committees shall be appointed by the Board Co-Chairs and approved by the Board. Committee chairs shall serve for a one year period and a maximum of four (4) years.

Section 3. Committee Members

All Liberty City members in good standing are eligible for and encouraged to serve on a committee. The board co-chairs shall serve as ex-officio members of all committees.

Section 4. Communications Committee

The duties of the Communications Committee include:

- Maintaining the website;
- Preparing mailings and e-mails;
- Creating and sending press releases; and
- Execute other duties agreed upon by the Committee and the Board.

Section 5. Endorsement Committee

The duties of the Endorsement Committee include:

- Identifying the candidates for endorsement consideration;
- Developing, in conjunction with the Policy & Advocacy Committee, a questionnaire to be used during the process;
- Sending questionnaires to all eligible candidates;
- Receiving and review all questionnaires returned;

- Developing a list of recommended endorsements and present them for approval by the General Membership in accordance with Article X of these by-laws;
- Working with the Co-Chairs to ensure that members are properly notified of the endorsement and candidate night meetings;
- Notifying the endorsed candidates of their endorsement; and
- Preparing and distribute a press release, membership mailing, and public notices of the endorsed candidates.

Section 6. Fundraising Committee

The duties of the Fundraising Committee include:

- Developing and fully implement a minimum of two (2) fundraising events each year, including special events, direct mail appeals, and telephone solicitations;
- Providing an announcement and information to the general membership regarding all fundraising events;
- Recruiting volunteers for events; and
- Providing a final report to the Board of Directors and the membership on the status of each fundraising event.

Section 7. Membership Development Committee

The duties of the Membership Development Committee include:

- Recruiting and retain new members;
- Reactivating and renew lapsed members;
- Managing registration at all membership meetings;
- Developing and maintaining a fact sheet for prospective members;
- Distributing a welcome letter for new members and a renewal letter for those members whose membership is due to expire; and
- Carrying out other duties as set forth by the Board of Directors and/or the membership.

Section 8. Policy & Advocacy Committee

The duties of the Policy & Advocacy Committee include:

- Researching and developing a policy platform for Liberty City to be approved by the General Membership;
- Ensuring that members of the organization are aware of and understand the major legislative and public policy issues that are important to Liberty City Democrats;
- Researching and tracking legislation and public policy initiatives;
- Collaborating with other committees, especially the Endorsement Committee;
- Preparing emails, alerts, and newsletter materials as necessary; and
- Organizing and staffing information tables at LGBT and other appropriate venues such as street fairs, and general membership meetings.

Section 9. Board Development Committee

The Duties of the Board Development Committee include:

- Recruiting and cultivating active members to eventually serve on the Board of Directors;

- Developing a slate of nominees to be elected to the Board of Directors each year in compliance with process outlined in these by-laws;
- Working to ensure that the board is representative of the general membership, the LGBT community at large, and is racially diverse; and
- Developing a slate of Endorsement Committee members to be approved by the board in accordance with Article X Section 2.

Section 10. GOTV/Campaign Committee

The Duties of the GOTV/Campaign Committee include:

- Implementing Liberty City’s GOTV plan, which may include producing and distributing a slate card of endorsed candidates;
- Working with endorsed candidates to distribute their literature;
- Managing phone banks;
- Preparing mailings; and
- Overseeing other methods of engaging LGBT and allied voters.

ARTICLE IX. MEMBERSHIP MEETINGS

Section 1. General Meetings

There shall be a minimum of six (6) general membership meetings per calendar year. Generally, meetings should be held every other month during the months of January, March, May, July, September, and November, however, the board of directors may schedule meetings as deemed appropriate. A list of meeting dates for the year shall be published and provided to all members.

Section 2. Special Meetings

The Board of Directors may call special meetings of the membership when necessary.

Section 3. Annual Meeting

The annual meeting of the Liberty City membership shall be held during the month of January. Election of the Board of Directors and selection of general members to the Endorsement Committee shall take place at the annual meeting.

Section 4. Endorsement Meetings

Endorsement meetings shall be held no less than 30 days prior to the primary and general elections.

Section 5. Notice

All meetings shall require a ten (10) day notice to all members. Notice shall include the date, time, and location of any such meeting. Notice shall be in writing and/or email.

Section 6. Quorum

At any meeting of the membership, ten (10) percent of the total members in good standing present and voting, shall constitute a quorum. A simply majority vote will be sufficient for action by the membership except where specified by these by-laws or by resolution of the membership. Once a quorum is established at the beginning of a

meeting, such quorum shall not be broken if members leave such meeting for any reason before the meeting is adjourned.

ARTICLE X. ENDORSEMENT PROCEDURES

Section 1. Endorsement Eligibility

A candidate for elective office that seeks an endorsement from Liberty City must be seeking a Democratic Party nomination in the Primary Election or be a Democratic nominee on the General Election ballot.

Section 2. Endorsement Committee

The Endorsement Committee shall be comprised of no fewer than five (5) and no more than fifteen (15) members. The Board Development Committee will recommend a slate of committee members which must be approved by the Board. The members of the Endorsement Committee shall serve for a two (2) year term without limits on the number of terms. Candidates for elective government office are not eligible to serve on the Endorsement Committee. The chair of the committee shall be a member of the Board of Directors.

Section 3. Responsibilities

It is the responsibility of the Endorsement Committee to (a) evaluate all Democratic Party candidates using a survey or interviews, (b) determine the most appropriate candidate(s) for endorsement, (c) prepare and present a list of recommended endorsements to the membership, (d) educate the members present as to why the committee made the recommended endorsement(s), and (e) present the recommended endorsements at the meeting schedule for such a purpose. The committee may choose not to recommend a candidate for endorsement in a particular race. All members of the Endorsement Committee should make every effort to be in attendance at the endorsement meeting.

Prior to determining recommendations for endorsements for a particular race, the committee shall provide all candidates wishing to speak to the membership an opportunity to do so at a general membership meeting called for that purpose.

Section 4. Procedure and Timeline for Presentation to the Membership

The Endorsement Committee shall prepare a list of recommended endorsements and present them to the general membership at a meeting called for that purpose. The list of recommended endorsements shall be presented in the form of a motion to approve.

Section 5. Endorsement Meeting Process

Endorsement meetings are to be held not fewer than 30 days prior to the next election. The Board Co-Chairpersons have full authority to run the meeting according to these by-laws and Robert's Rules of Order.

The chair of the Endorsement Committee shall present the recommended endorsements to the General Membership at this time. Each recommendation shall be considered a motion to approve and shall require a second to allow for discussion and then voting.

Only members in good standing with a valid ballot may speak during the endorsement process. Non-members may attend, but must be located in a clearly designated location behind the voting members. Non-members may not participate in any discussion. Following the endorsement meeting, the committee shall make public the endorsements of Liberty City via any means necessary and determined appropriate by the committee and the Board of Directors.

Section 6. Voting Requirements

In order to participate in the Endorsement meeting, a member must:

- 1) Be in good standing;
- 2) Have paid dues at least 45 days prior to the endorsement meeting, except for members in good standing from the previous year who shall be permitted to pay their dues up until the start of the Endorsement meeting; and
- 3) Have attended or participated in at least two (2) Liberty City-sponsored meetings, events, functions, or other such activities deemed appropriate by the Board, within the previous twelve months.

The Rules Committee shall have the full authority to decide disputes regarding eligibility to vote.

An endorsement requires a simple majority vote of the members present and voting. Voting shall be by secret ballot, unless there is unanimous consent to endorse by a voice vote.

All voting procedures and security shall be the responsibility of the Board of Directors and the Endorsement Committee.

Section 7. Reconsideration

Should no candidate receive a simple majority endorsement, the Co-Chairpersons shall entertain a motion from the membership to hold a reconsideration vote. Each candidate/position may receive only one reconsideration vote.

Section 8. Change of Endorsement

Any change of endorsement requires a unanimous vote of the Board of Directors in order to bring the question to the membership. Once brought to the membership by the Board, the membership can revise the endorsement according to the same voting rules as set out above.

Section 9. Parliamentarian

The Co-Chairpersons shall appoint a parliamentarian to rule on any questions that may occur during the endorsement process. The ruling of the parliamentarian is final.

Section 10. Vacancies

Any vacancy on the Endorsement Committee shall be filled by the Board of Directors.

Section 11. Rules Committee

A Rules Committee comprised of a parliamentarian and two (2) members of the board designated by the Co-Chairpersons will have exclusive authority to determine eligibility to vote in the Endorsement meeting in accordance with these by-laws.

ARTICLE XI. AMENDMENTS

Section 1.

These by-laws may be amended according to the following procedure:

1. A member may bring a proposed amendment resolution to any scheduled general membership meeting.
2. The resolution to amend the by-laws must be approved by a simple majority vote of the members in good standing present at the meeting.
3. If the resolution to amend is approved, the Secretary shall give notice to all members of the proposed amendment, and that it will be voted on at the next general membership meeting. This notice shall include the date, time, and location of the meeting and shall be in writing and/or email.
4. At the designated membership meeting, the proposed amendment shall be deemed successful if it is approved by a two-thirds majority vote of the members in good standing present.

ARTICLE XII. ROBERT'S RULES OF ORDER

All meetings shall be governed by Robert's Rules of Order.

ARTICLE XIII.

Section 1. Special Election

A special election to select Board members is to be held on February 13, 2007. At this time, a slate will be voted on that will elect eleven (11) Directors. Six (6) of these Directors shall be elected to a two (2) year term, and five (5) shall be elected to a one (1) year term. Determination of terms shall be by a random selection of names following the election. Directors elected to a one (1) year term shall be eligible to be elected to three (3) additional two year terms.

The Board Development Committee shall prepare a slate and send it to the membership no later than ten (10) days prior to the meeting called for the purpose of electing Directors. This shall be done in writing and/or email.

Section 2. Effective Date

These by-laws shall take effect immediately following the approval of the members.