

**THE FOLLOWING PROPOSED TEXAS STONEWALL DEMOCRATIC CAUCUS
BY-LAWS REVISIONS ARE HEREBY RESPECTFULLY SUBMITTED TO THE
BOARD AND MEMBERSHIP FOR INSPECTION AND REVIEW IN ADVANCE OF
OUR BIENNIAL CAUCUS MEMBERSHIP MEETING WHICH WILL TAKE PLACE ON
FRIDAY, JUNE 17TH, 2016
AT THE STATE DEMOCRATIC CONVENTION IN SAN ANTONIO.**

**IT SHOULD BE NOTED THAT THERE ARE NO SUBSTANTIVE CHANGES BEING
RECOMMENDED OR PROPOSED TO THE MEMBERSHIP AT THIS TIME.
VIRTUALLY ALL OF THE REVISIONS CONTAINED HEREIN INVOLVE BASIC
CLEAN-UP LANGUAGE AND SIMPLE CHANGES IN NOMENCLATURE.**

**THE MOST SUBSTANTIVE CHANGE IN THE BY-LAWS IS A CHANGE
ELIMINATING THE TERM “EXECUTIVE BOARD” AND REPLACING IT WITH
“BOARD OF DIRECTORS” OR SIMPLY “THE BOARD.”**

**MINOR SUBSTANTIVE CHANGES OR ADDITIONAL LANGUAGE IS HIGHLIGHTED
IN RED.**

**THE ONLY “EXECUTIVE” BODY IN THE ORGANIZATION IS THE
EXECUTIVE COMMITTEE WHICH IS COMPRISED OF THE FOUR DULY ELECTED
STATEWIDE OFFICERS OF THE CAUCUS.**

**SUBMITTED FOR CONSIDERATION BY JAY NAREY,
BY-LAWS REVIEW COMMITTEE CHAIR;**

**SECRETARY,
TEXAS STONEWALL DEMOCRATIC CAUCUS**

(PROPOSED BY-LAWS LANGUAGE TO BE CONSIDERED ON JUNE 17TH, 2016)
Bylaws of the Texas Stonewall Democratic Caucus (As amended by the Members of
the Caucus on June 8, 2012)

Article I. Name

The name of the organization shall be the Texas Stonewall Democratic Caucus, also known as Texas Stonewall Democrats, hereinafter referred to as “the Caucus.” The Caucus was formerly the Lesbian / Gay Democrats of Texas, an organization formed in the early 1970s to work on behalf of the lesbian and gay community within the Texas Democratic Party.

Article II. Purpose

Section 1. Preamble

A generation ago, neither the Republican nor the Democratic Party opposed homophobia. Today, the platform of the Democratic Party opposes prejudice based on sexual orientation, and explicitly supports the adoption of national, state, and local policies to outlaw discrimination. The Platform of the Texas Democratic and National Democratic Parties also supports Marriage Equality. In contrast, the Republican Party has become the political instrument of those devoted to perpetuating discrimination. We believe the Democratic Party is the home of those devoted to securing fair and equal treatment for all people, regardless of sexual orientation or gender identity or expression.

Section 2. Mission Statement

The Caucus is composed of members of the lesbian, gay, bisexual, and transgender (LGBT) community and our allies (hereinafter referred to as “our Community”) to promote our civil rights through a grassroots-based Democratic political organization serving the State of Texas. It draws its strength from a statewide network of individuals and clubs who are working to realize these goals:

- Maximize Democratic voter turnout in our Community.
- Educate our Community and people who are supportive of it about the vast differences that exist between the two major parties on the issues of concern to our Community.
- Encourage our Community to participate in the campaigns of Democratic candidates and at all levels of the Democratic Party.
- Sensitize Democratic candidates and officeholders to the needs of our Community.
- Educate voters about legislative issue that affect our Community.
- Work with local lesbian, gay, bisexual, and transgender Democratic clubs and individuals to encourage and foster the creation of new clubs.

Article III. Membership

Section 1. Membership in the Caucus is open to anyone who has a Democratic Party Primary Election voting history and/or signs an allegiance to the purposes of the Caucus, and pays annual dues. Membership may be denied or terminated by a two-thirds vote of the Board of Directors, otherwise referred to in these By-Laws as “the Board.”

Section 2. The Board shall set annual membership dues in March in each year. Local LGBT Democratic Club dues shall be due at the end of each quarter for each new and renewed Club member and payment shall be accompanied by a list of the names and contact information of Club members for whom personal dues are being paid. This list shall also be provided to the Secretary. The format for reporting this information shall be determined by the Board. Individuals who are not affiliated with a local Club and who join the Caucus directly shall be added to the Caucus membership database and shall be given annual renewal notices by the Secretary. Membership in the Caucus shall be deemed sufficient for eligibility to hold a Board or Officer position in the organization.

Article IV. Meetings of the Membership

Section 1. The meetings of the Caucus membership will be held at the biennial Texas Democratic Party Convention and at other such times as called by the President, by a majority of the Board, or at the written request of at least one Member of the Caucus from each of 3 clubs for a total of at least 10 members. The purpose of the meeting shall be stated in a request made by 10 or more members. The Board must schedule the meeting date within 14 days of the date of the request. If the Board fails to act, the members making the request shall set the meeting date, time and location and the Secretary must notify the membership.

Section 2. All Members shall be notified of the time, date, and location of all membership meetings by mail, e-mail or telephone at least 14 days, but no more than 50 days, in advance of the date set for the meeting.

Section 3. The Caucus membership meeting at the Texas Democratic Party Convention shall be known as the biennial meeting and shall be for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise.

Section 4. All Caucus membership meetings shall be held in a facility that provides appropriate accommodations for people with disabilities.

Section 5. All duly credentialed individuals attending the biennial meeting, held at the biennial State Convention may vote. Members attending other membership meetings must have their dues current in order to vote. No proxy voting shall be permitted at membership meetings.

Article V. Officers

Section 1. The officers of the Caucus shall be a President, a Vice President, a Secretary, and a Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Caucus.

Section 2. Nominations for election to an officer position shall be made at the biennial meeting. The election shall be held at the same meeting. Any Member of the Caucus is eligible for election to office by majority vote. The nominees for Vice President must be those Members who are the opposite gender of the person elected President as the President and Vice President will hold Stonewall's add-on seats on the State Democratic Executive Committee.

Section 3. The officers shall be elected to serve for a two-year term or until their successors are elected, and their term of office shall begin on July 1 following the close of the meeting at which they are elected. Any officer may seek re-election to one additional two-year term in the same office with the exception of the Treasurer, who can serve without limitation to the number of terms. An officer that is barred from seeking reelection by term limitations may seek reelection to that office after a hiatus of one term. Any Officer may seek to serve in another Officer capacity during such a hiatus.

Section 4. The President shall preside at all meetings of the Board and of the membership, serve as an ex-officio voting member of all committees, advise the Board and the membership of pertinent matters affecting the welfare of the Democratic Party and the Caucus, and shall be the official spokesperson for the Caucus.

Section 5. The Vice President shall preside at all meetings of the Board and of the membership in the absence or inability of the President, and shall perform such other duties as may be assigned by the President.

Section 6. The Secretary shall record and distribute the minutes of all meetings of the Caucus membership to the Board, assure the issuance of all proper notices of meetings of the Caucus membership and the Board, maintain an updated record of all standing rules, resolutions and policies adopted by the Board or the Caucus membership, maintain a current roster of the names and contact information of all non-chapter affiliated members, as well as a general roster of members provided that local Chapters have provided such a Chapter membership roster to the Secretary, and shall perform such other duties as may be assigned by the President. **It is the responsibility of each Stonewall Chapter to maintain and make available a current membership roster to the TSDC Secretary which will remain in-house for internal use only and is not to be distributed outside of the Caucus.**

Section 7. The Treasurer shall collect and disburse the funds of the Caucus. All funds shall be kept in a financial institution(s) approved by the Board. The Treasurer shall keep books of account in which there shall be recorded all receipts and disbursements of the Caucus. The Treasurer shall have the responsibility to disburse funds as directed by the Board of Directors. The Treasurer shall submit all statutory records to the Texas Ethics Commission in connection with the operation of a registered political action committee. The Treasurer shall perform all other duties as may be assigned by the President. The Board may appoint an Assistant Treasurer. The Assistant Treasurer shall act in the absence or inability of the Treasurer.

Section 8. The President and Vice President shall serve on the State Democratic Executive Committee (SDEC) as the delegates of the Caucus. Each officer can occupy only one seat on the SDEC. In the event that any such person already is or cannot serve as a member of the SDEC, the next highest-ranking officer of the same sex shall be the additional member. They shall participate in the proceedings of the SDEC insofar as the Texas Ethics Code and State Law permit. If the remaining Officers are either not of the same sex or are unwilling to serve, then by nomination of any Board member and confirmation by a majority of the Board in attendance at a properly called Board meeting a Caucus member shall be named to complete the term of that officer as a delegate of the Caucus on the SDEC.

Article VI. The TSDC Board of Directors (formerly Executive Board)

Section 1. The officers of the Caucus, immediate past President of the Caucus, the presidents and the vice presidents or co-chairs of all local Stonewall affiliated LGBT Democratic Clubs in Texas, the SDEC Delegates (see Article V, Section 8 above), and the duly elected Texas Board members of the National Stonewall Democrats shall constitute the Board. The immediate past President shall serve as an ex-officio non-voting member of the Board.

Section 2. The Board of Directors, forthwith known simply as “The Board”, shall have general supervision of the affairs of the Caucus between its biennial business meetings, set the time and location of meetings, make recommendations to the Caucus, and shall perform such other duties as are specified in these bylaws. The Board shall be subject to the orders of the Caucus, and none of its acts shall conflict with action taken by the Caucus.

Section 3. The Board shall meet at the call of the President or of a majority of the Board. Notice of all meetings of the Board shall be given to each member of the Board by mail, e-mail or by telephone at least seven (7) days prior to the meeting date. A majority of the current Board shall be required for a quorum. At the discretion of the Board, meetings may take place by telephone conference call or webinar. Each member of the Board shall be entitled to one vote except in the case where a member holds two positions on the Board in which case that member may appoint another member to serve as her or his representative (proxy) for one of those positions. A member of the Board must have her or his club (if any) and personal dues to the Caucus current in order to vote at any duly called Board meeting. Board members and their respective Chapters who do not have their dues current shall not be counted for purposes of determining a quorum.

Section 4. Proxy voting shall be permitted at Board meetings for the presidents and vice-presidents (or co-chairs) of Texas' Stonewall affiliated LGBT Democratic clubs only, provided that (1) the proxy designation shall be made in writing to the Secretary of Texas Stonewall Democratic Caucus by letter or e-mail **at least 48 hours in advance** of the meeting and (2) no person may hold or vote more than one proxy at any meeting. Any person(s) holding proxies for the purposes of Board business must be a dues current member of the Chapter for which they hold proxy.

Section 5. Any officer vacancy occurring on the Executive Committee shall be filled by nomination by any member of the Board of Directors and confirmation by a majority of the Board in attendance at a properly called Board meeting. The individual confirmed shall serve the remainder of the term for which she or he has been confirmed. A partial term served to fill a vacancy shall not count towards term limits.

Section 6. Any Board member, whether elected or appointed, may be removed by a two-thirds vote of the Board of Directors at any duly called meeting or a two-thirds vote of the Members present and voting at a properly called membership meeting.

Section 7. An officer or Board member may resign at any time. Such resignation shall be made in writing **and submitted to both the TSDC Secretary and President** and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly requested in the resignation.

Article VII. Committees

Section 1. The following shall be the standing committees of the Caucus:

- **Audit Committee:** To annually review the Caucus' finances. One member of the committee must be a CPA.
- **Club Development Committee:** To develop new clubs and resources to promote club growth.
- **Communications Committee:** To develop mechanisms for promoting awareness of the Caucus and its image.
- **Endorsement Committee:** To advise the Executive Board on potential endorsements and procedures.
- **Executive Committee:** To consist of the four (4) elected officers of the Caucus which shall have and may exercise all the authority of the Board of Directors in the business and affairs of the Caucus during intervals between Board meetings. The Executive Committee shall have no power without approval of the full Board (a) to alter, amend or repeal these Bylaws, (b) to appoint or replace any officer, (c) borrow money, (d) commit the Caucus to expend any sum in excess of \$500.00 or (e) modify any action taken by the Board. Meetings of the Executive Committee shall be held at such time and such place as the Executive Committee may determine with due notice. Three (3) Officers of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall make a report of its activities at each subsequent Board meeting and a copy of any resolution or policy adopted by the Executive Committee shall be recorded in the minutes of the next regularly scheduled Board meeting. The President shall be the chair of this committee.
- **Finance Committee:** To recommend the financial policy of the Caucus to the Board. The Treasurer shall be the chair of this committee.
- **Membership and Credentials Committee:** To maintain and update all Caucus membership records and databases and verify credentials at Caucus membership meetings. The Secretary shall be the chair of this committee.
- **Nominations Committee:** To recruit nominees for the Caucus officers before elections at the biennial meeting.
- **Program Committee:** To plan the biennial meeting program and activities of the Caucus in even-numbered years and to plan the biennial state conference of the Caucus in odd-numbered years.

Section 2. Such other committees, standing or special, shall be created by the Board as the Board or membership from time to time deem necessary to carry on the work of the Caucus.

Section 3. The Committee Chairs, with the exception of the Finance Committee, shall be nominated by any member of the Board of Directors and confirmed by a majority of the Board at a duly called Board meeting.

Article VIII. Endorsements

Section 1. On behalf of the Caucus, the Board may endorse candidates and issues in any election submitted to the electorate and/or convention delegates for a vote. As a general rule, the Caucus shall not endorse candidates in a Democratic Primary or Primary Runoff race. An exception to this general rule can be made in which the winner of a contested Democratic Primary or Primary Runoff race will not face a Republican opponent in the general election and a Caucus endorsement in that race will not conflict with the endorsement of a local Stonewall affiliated LGBT Democratic club.

Section 2. Only Democrats are eligible for endorsements of the Caucus in both partisan and nonpartisan elections.

Section 3. The Endorsement Committee shall prepare a list of candidates and/or issues to be submitted to the Board for endorsement consideration. The Board is not obligated to select every item or race on a ballot, but may choose only those items it justly deems viable and appropriate for consideration.

Section 4. The Board may adopt rules of procedure to guide its endorsement process.

Section 5. The Board may, at its discretion, require candidates for endorsement to complete a questionnaire, appear before a screening committee or to produce any such documents as a prerequisite for endorsement. The Board must approve the contents of any questionnaire.

Section 6. Endorsements must be approved by the Board at a properly called meeting. Candidates or issues for endorsement must receive a majority vote of the members present at the Board meeting to gain the endorsement of the Caucus. A situation of no endorsement is permitted. Recommendations to vote against a ballot issue or to withhold a vote for a candidate are permitted.

Section 7. The Caucus may not make campaign contributions to candidates or issues it has not first endorsed.

Article IX. Parliamentary Authority

The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern the Caucus in all situations to which they are applicable and in which they

are not inconsistent with these bylaws, the Rules of the Texas Democratic Party, and any special rules of order the Caucus may adopt. The presiding officer may appoint a parliamentarian for any meeting.

Article X. Anti-Discrimination Provisions

The Caucus shall not discriminate on the basis of race, color, religion, sex, ethnic or national origin, age, disability, veteran status, social or economic status, marital status, sexual orientation, gender identity or expression, or any other factor unrelated to membership and the mission of the Caucus.

Article XI. Miscellaneous Provisions

Section 1. Fiscal Year The fiscal year of the Caucus shall commence on July 1 of each year and shall end on June 30 of the following year.

Section 2. Notice and Waiver of Notice shall be deemed to be sufficient if delivered in person, by postal mail, e-mail or facsimile transmission on the day of such delivery or transmission. If the deadline for giving notice under these Bylaws falls on a Sunday or postal holiday, notice shall be deemed effective if given on the day immediately following the Sunday or postal holiday. A waiver or waivers of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Actual notice, however, shall be effective notice.

Section 3. Acceptance of Contributions Financial contributions to the Caucus, whether in the form of dues or other contributions, shall be considered accepted when deposited by the Treasurer. The Treasurer in consultation with the Executive Committee shall determine whether or not to reject a contribution. A contribution that is not accepted shall be returned by the Treasurer to the remitter thereof.

Section 4. Authority to Sign Checks and Contracts All contracts, bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer or officers designated as decision-makers with the Texas Ethics Commission and in such manner as is prescribed by resolution of the Board.

Section 5. Policies and Procedures Manual- The Board shall by simple majority vote establish policies and procedures for the day-to-day operation of the Caucus. These policies and procedures shall be contained in a Policies and Procedures Manual and shall include all standing rules. This Policies and Procedures Manual shall be maintained and updated by the Secretary and shall be binding on all persons operating on behalf of the Caucus. The policies and procedures may be amended, as needed, by simple majority vote of the Board. **All policies and procedures must be in concordance with these By-Laws.**

Section 6. Redress of Grievances - The Board shall adopt procedures for redressing grievances from any member of the Caucus.

Section 7. Conflicts of Interest - The Board shall establish a policy that addresses conflicts of interest other than those set out in Article XII, Section 1 below.

Article XII. Interested Board Members, Non-Liability and Indemnification

Section 1. Interested Board Members - No contract or other transaction between the Caucus and one or more of its Board members or officers, or any firm, partnership, corporation, association or other entity in which one or more of the Board members or officers are shareholders, members, directors, officers or employees or in which they are otherwise interested, shall be void or voidable by reason of such connection or interest, provided the fact of such interest or connection is disclosed or known to the Board prior to authorizing, approving or ratifying such contract or other transaction. Such interested Board member or members may be counted in determining whether a quorum is present, but may not be counted in calculating the simple majority vote needed to authorize, approve or ratify such contract or other transaction. Such interested Board member or members shall not be liable to the Caucus for any profits realized by, from or through such contract or other transaction.

Section 2. Non-Liability of Board Members, Officers and Others In Certain Cases - No Board member, officer, employee, agent, member or non-member volunteer of the Caucus shall be liable for his or her acts as such if he or she is excused from liability under any present or future provision or provisions of the Texas Business Organizations Code; and, in addition, to the full extent now or hereafter permitted by the Texas Business Organizations Code, each officer, Board member, employee, agent, member, or non-member volunteer shall in the discharge of any duty imposed or power conferred upon him or her by the Caucus, be fully protected if, in the exercise of ordinary care, he or she acted in good faith and in the best interest of the Caucus. Good faith shall be presumed as including, but not limited to, when the person acts in reliance upon the written opinion of an attorney for the Caucus, the books of account or reports made to the Caucus by any of its officials or by an independent certified public accountant or by an appraiser selected with reasonable care by the Board or in reliance upon other records of the Caucus.

Section 3. Indemnification - Each person who is or was an Board member, officer, employee or agent of the Caucus or is or was serving at the request of the Caucus as an Board member, officer, volunteer or agent may be indemnified by the Caucus to the full extent permitted or authorized by the Texas Business Organizations Code. The Caucus may maintain insurance at its expense for the benefit of any Board member or officer who has acted in good faith and in the best interests of the Caucus, as required by law.

Section 4. Income Distributions Prohibited - No part of the income of the Caucus shall be distributed to Board members or officers, nor shall the Caucus pay compensation to the Board members and officers for services rendered in such capacity, but the Caucus may reimburse legitimate Caucus expenses incurred by such individuals.

Nothing herein shall preclude officers and Board members from serving as employees or agents of the Caucus for hire or from entering into remunerated contracts with the Caucus in accordance with the conflicts of interest policies and procedures of the Caucus and applicable provisions of these Bylaws.

Section 5. Loans to Executive Board Members and Officers Prohibited - No loans shall be made by the Caucus to the Board members or officers.

Article XIII. Dissolution of the Caucus

The Caucus may be dissolved and its Appointment of Campaign Treasurer terminated with the Texas Ethics Commission upon the affirmative vote of three-fourths (3/4) of the Board of Directors members present at a duly called Board meeting at which there is a quorum and the affirmative vote of three-fourths (3/4) of the members present at any membership meeting at which there is a quorum. No vote on the issue of dissolution shall be taken until a Board member raises the issue for inclusion in the agenda at a duly called meeting of the Board in advance of the meeting.

Article XIV. Amendment of Bylaws

Section 1. These Bylaws may be permanently amended only by a vote of the Caucus membership at the biennial meeting, held at the Texas State Democratic Convention, provided that all such amendments, or edits, shall have been previously distributed and submitted for review to the Board and subsequently published for review by the general membership of the Caucus thirty (30) days prior to the biennial meeting. A two-thirds vote of the duly credentialed members present and voting at the biennial meeting shall be required for approval or the adoption of any amendment or edit.

Section 2. Between biennial meetings, these bylaws may be temporarily amended by a two-thirds vote of the Board of Directors; provided, however, that the vote to amend shall constitute two-thirds of the entire Board Membership in good standing, and also to provided that each member of the Board receive written notice including the full text of any proposed amendments at least fourteen (14) days in advance of a meeting held for this purpose. All such amendments shall be presented to the next biennial meeting for approval, although they shall be in effect and binding until such biennial meeting is held.

Section 3. If any temporary amendment adopted by the Board is rejected by the membership of the Caucus (i.e. doesn't meet the necessary two-thirds threshold), it may not be proposed again until the following biennial meeting two years hence.

END.