

Project TAG (Tyler Area Gays)

BOARD BY-LAWS

ARTICLE I: NAME AND ORGANIZATION

1. The name of this organization shall be Project Tyler Area Gays (hereinafter referred to as “Project TAG”).
2. The word “Gay” here is used in its broadest and most inclusive sense, and means “Gay, Lesbian, Bisexual, Transgender and Straight Allies” (also referred to herein as LGBT&SA).
3. The organization shall have its principal mailing address at Post Office Box 6331, Tyler, TX 75711, Smith County, Texas; street delivery address at 2627 South Broadway Avenue, #6331, Tyler, TX 75711, Smith County, Texas.
4. The organization shall have no capital stock and shall not be operated for profit. Further, it is expressly understood that the purpose of the organization is primarily charitable and educational; that is, it (a) exists to educate the public on issues specifically affecting gay, lesbian, bisexual, and transgender persons, as well as their families and friends, (b) intends to conduct activities aimed at the elimination of prejudice, discrimination, isolation, and bullying of such persons, and (c) promotes awareness of injustices perpetrated against and the need for the defense of human and civil rights of such persons.
5. No one shall, on the grounds of race, color, national origin, age, sex, creed, marital status, sexual orientation, gender identity, or physical or mental disability, be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program or activity conducted by this organization.
6. This organization shall be perpetual as long as it remains financially solvent. In the event, however, that Project TAG ceases operation, any remaining assets of whatever type shall be distributed to a 501(c)3 nonprofit organization which has goals and purposes similar to Project TAG.

ARTICLE II: SERVICE AREA

The principal service area of Project TAG shall be the area known as East Texas.

ARTICLE III: VISION, MISSION AND VALUES

SECTION A. VISION

Project TAG, firmly planted in the spirit of true community, embraces the concept of strength in numbers, believing we can accomplish more together than we could ever hope to achieve alone. Project TAG is fed and energized by selfless love and

compassion, understanding that there are times when each of us may need a helping hand or a sympathetic ear. Project TAG promotes an environment where all may feel free to be themselves without fear of repression or repercussion and where all are encouraged to share their knowledge and support with others. Project TAG seeks inclusion and understanding as it stands against hate and violence, whether physical or emotional. As we celebrate our own immensely diverse community of gay, lesbian, bisexual, transgender and straight allies, we strive to comfort and assist those affected by negative forces in our society and families.

SECTION B. MISSION

Project TAG promotes community wellness and celebrates our diversity through support, education, outreach, and advocacy.

SECTION C. VALUES

- We believe in the inherent dignity of and have respect for all people.
- We believe we must work together with mutual trust to build a community.
- We believe community should provide comfort, through courtesy and hospitality.
- We believe honest, unbiased communication is the basis for understanding.
- We respect the diversity of the cultures forming the TAG community.
- We believe in educating ourselves, our families, and our community.
- We believe each individual's opinions are valuable.

ARTICLE IV: GOVERNING BOARD

SECTION A: PURPOSE

1. The purpose of the Project TAG Governing Board is to develop the strategic direction of the organization, focusing on the mission, vision and values, and oversee the development and implementation of programs and service offerings. The Governing Board shall have the powers and duties described below in Section B.
2. We intend that the Board of Directors will be representative of the community being served, and will have full authority and responsibility for policies and program expectations. The Governing Board will ensure that Project TAG is operated in accordance with applicable Federal, State and local laws, regulations, and policies. It carries out its legal and fiduciary responsibility by providing policy level leadership and by monitoring and evaluating all elements of Project TAG.
3. The Governing Board is responsible for adopting policies and overall guidance for Project TAG programs.

SECTION B: AUTHORITIES AND DUTIES

1. Authorities

The Governing Board must meet at least once a month and has the following authorities:

- a) Select new projects and programs, as deemed necessary;
- b) Select the services to be provided;
- c) Approve the annual budget;
- d) Adopt organizational policies;
- e) Assure that Project TAG programs and activities are operated in compliance with applicable laws, regulations, and policies; and
- f) Evaluate Project TAG programs and activities.

2. General Board Duties

The general Governing Board duties include, but are not limited to, the following:

- a) Monitor research and propose new projects and programs.
- b) Establish and monitor plans to improve the quality of life for LGBT&SA people in the principal service area.
- c) Annually review all existing policies.
- d) Determine and/or approve dues or fees, if any.
- e) Consider adopting new policies or changes in existing state/federal policies when there is a local option on whether or not to adopt. Some new and revised policies may be state or federally mandated and do not allow a local option for adoption. State and/or federally-mandated policies will be communicated to the Governing Board but will not necessarily require Governing Board action.
- f) Review and act as appropriate upon issues raised by Governing Board members, issues which are politically sensitive, and issues which have a potential fiscal impact on the LGBT&SA community.
- g) Review and approve operational budget for Project TAG.

3. Specific Duties of the Board

- a) Review and approve unbudgeted expenditures that are not already designated under the regular budget process and consider, recommend, and approve allocations of unexpected increases in revenues (i.e., unbudgeted funds not tied to a specific use). Once the appropriate budgets are approved, the Board will review any unbudgeted revenue for appropriate allocation.
- b) Perform an annual self-assessment of the Governing Board's effectiveness.
- c) Develop, approve, and regularly update a Community Needs Assessment, incorporating both long-term and short-term strategic planning. The plans will be developed using an inclusive participatory process that involves public feedback and comment. The plans will also identify key partners who contribute to achieving the goals and objectives of Project TAG.
- d) Review and approve any proposed capital expenditures of \$150 or greater which have not been budgeted and previously approved by the Board.
- e) Elect officers (See Governing Board Operational procedures.)
- f) Approve and/or amend contracts.

- g) Review and adopt policies for financial practices, including a system to assure accountability for resources, approval of the annual budget, and identification of community priorities.
- h) Approve all federal, state, local and private grant applications.

SECTION C: BOARD COMPOSITION

1. The Governing Board shall consist of at least nine (9) and no more than twenty-five (25) regular members who reside or work in principal service area.
2. At least fifty-one percent (51%) of the Governing Board's members must be members of the LGBT community and should be reasonably representative of the community. in terms of such factors as race, ethnicity, gender and others. These factors are not, however, meant to impose quotas.
3. The remaining forty-nine percent (49%) of the Board may be representatives of the community in which the organization's catchment area is located and shall be selected for their expertise in community affairs, local government, finance and banking, legal affairs and other commercial and industrial concerns, or social services within the community.
4. No member of the Board shall be a family member, spouse, partner, significant other, or member of the household of any other current Board member.
5. The Governing Board as a body may offer the position of "Director Emeritus" to resigned/retired Board members with exceptional records of service. "Director Emeritus" is an honorary position and does not entitle these persons to vote on any board matter.

SECTION D: OFFICERS

1. Election of Officers
 - a) At the regular October monthly meeting, the Governing Board members shall elect officers from within their ranks by majority vote.
 - b) The officers of the Board shall be the Chair, Vice-Chair, Secretary, and Treasurer. Each officer may serve a maximum of three (3) consecutive, one (1) year terms in one position. These officers will comprise the Executive Committee of the Board.
 - c) The Executive Committee has the power to act for the Governing Board, although actions taken by that committee shall be subject to review and approval by the full Governing Board at its next meeting.
2. Duties and Responsibilities of the Chair:
 - a) Conduct all meetings of the Governing Board;
 - b) Has no vote on the Governing Board except in the case of a tie;
 - c) Can be an ex-officio member of any committee voting only in case of a tie.
 - d) Has the authority to call "Special Meetings", "Emergency Meetings", and closed Executive Sessions. The Chair shall call all Executive Sessions for the Board. The Chair, with the advice and consent of the Board, shall decide who may attend the Executive Sessions in addition to regularly elected members.
 - e) Authority to act. It is understood that the powers of the Governing Board are limited to decisions made during official Board meetings and that no individual member has any power per se.

3. Duties and Responsibilities of the Vice-Chair:
 - a) Assume all of the duties and responsibilities of the Chair, in the absence of the Chair.
4. Duties and Responsibilities of the Secretary:
 - a) Maintain the minutes of all Governing Board meetings. At his/her discretion, the actual recording of the minutes may be delegated; however, the Secretary should approve all minutes by affixing his/her signature;
 - b) Attest all formal documents approved by the Governing Board by affixing his/her signature;
 - c) Assume all of the duties and responsibilities of the Chair in the absence of the Chair and Vice-Chair.
5. Duties and Responsibilities of the Treasurer:
 - a) Serve as Chairperson of the Finance Committee;
 - b) Assume all of the duties and responsibilities of the Chair in the absence of the Chair and Vice-Chair, and Secretary.
 - c) Maintain all financial records of Project TAG, including, but not limited to, income, expense, budgeting and other financial documents.

SECTION E: TERMS OF GOVERNING BOARD MEMBERS

1. Once elected for Governing Board membership, term of office is three (3) years. Members may serve two consecutive terms provided they receive a majority vote of members present for each term. After a one (1) year period off of the Board, the former Board member may be reconsidered.
2. The Governing Board shall elect by majority vote individuals to fill unexpired terms of vacancies.
3. To ensure continuity and expertise in the voting membership, not more than one third of the number of Governing Board members will expire at once. Reckoning from the adoption date of these bylaws, terms of one, two, or three years will be established and will be assigned by lot, at the direction of the Chair, to these members and to any vacancies on the roll at that time. Upon the expiration of the terms of membership initially established by lot, the regular three year terms will begin.

SECTION F: SELECTION OF THE GOVERNING BOARD

1. Selection of Board Members:
 - a) In order for the Governing Board to assure its members represent the population served, the Board will ascertain the demographics of the service area and its consumers to establish selection criteria. Screening for all prospective Board members will be based on this criterion, and will be carried out by the Nominating Committee annually or as needed. The Nominating Committee will make its recommendations for new Governing Board members to the full Board. Consumer and community members will be selected by a majority vote of the full Board.
 - b) The Nominating Committee will solicit nominations for prospective Board members from various sources, such as current Board members and members of the LGB&SA community at large.

- c) Each person appointed will signify in writing to the Governing Board that he/she will accept appointment and will agree to attend all regular meetings.

SECTION G: REMOVAL, DISQUALIFICATION, AND RESIGNATION OF A BOARD MEMBER

1. Removal or Disqualification. The following may be deemed grounds for removal:
 - a) Any member having three (3) consecutive absences;
 - b) Any member having six (6) total absences within any 12-month period;
 - c) When a member exhibits behavior which, in the opinion of the Governing Board, may be adverse to Project TAG, for example, neglect of duty, malfeasance, or conviction of a crime.
 - d) Interfering with implementation of Board approved policies and program operating procedures;
 - e) Individually acting, representing, or making commitments on behalf of the Board, without prior approval of the Governing Board;
 - f) Acting in any manner inconsistent with these By-Laws;
 - g) Violation of the conflict of interest provisions.
2. For the removal of a Board member, a simple majority vote of the members present at any legally constituted meeting shall be necessary for expulsion. In all cases, the Chair shall provide written notice to the member that removal is to be considered at the next meeting at least ten (10) days prior to the meeting in which the matter is to be heard.
3. Board member resignations must be submitted in writing, the acceptance of which will be determined by a simple majority of members present.
4. Upon declaration of a vacancy or removal of a Governing Board member the remaining Board members shall elect a new Board member through the standard procedure of nomination and election.
5. Any member removed from the Board can reapply for membership through the procedures set forth in the By-Laws.

SECTION H: DECLARATION OF A VACANCY OR REMOVAL OF AN OFFICER

1. Procedure for removal of an officer shall be identical to procedures for removal of Board Members as set forth above.
2. Upon declaration of a vacancy or removal of an officer, the remaining Board members shall elect a new officer through the standard procedure of nomination and election.
3. The term "Removal of an Officer" as used here is inclusive of the removal from the Board.

SECTION I: POWERS AND AUTHORITY

1. Subject to the limitations of the Articles of Incorporation, of these By-Laws, or of rules and regulations governing any grant, contract, or other bequest accepted by the board, all corporate powers shall be vested in, and exercised by, or under authority of the Governing Board; however, it is understood that the powers of the Board are

limited to decisions made during official Board meetings, and that no individual member has any power per se.

2. By way of definition, all business and affairs of Project TAG shall include:
 - a) Affiliation agreements;
 - b) Building leases, purchases or sales;
 - c) Construction/renovations contracts;
 - d) Consultant contracts;
 - e) Land purchases or sales;
 - f) Major purchases or sales;
 - g) Management contracts;
 - h) Marketing contracts;
 - i) Service contracts; and
 - j) Site additions or deletions.
3. For the purpose of grant submissions, Board approval is required for all federal, state, local or private applications.

SECTION J: CONFLICT OF INTEREST

1. A Board member who is or becomes aware of any possible conflict of interest concerning any act or transaction shall announce that interest to the Governing Board as soon as such conflict is suspected and voluntarily withdraw from voting on motions involving such matter or related matters. The member must be excluded from participating in any consideration of possible conflicts of interest as well.
2. Violation of this Section will result in the immediate removal of the member from the Board notwithstanding any other provision of these By-Laws. After removal and replacement of such member, the Board must reconsider all decisions involving the matter in which the Board member had an interest to assure that a prudent and unbiased decision was made. If a member is suspected of having a conflict of interest, the Board must, in executive session, determine whether a conflict exists prior to a vote concerning removal of the interested member or reconsideration of affected decisions. Board members may not vote concerning their own conflict of interest situations. Once a potential conflict of interest has been resolved, business may proceed as usual.
3. Gifts. Subject to the exceptions below, Board members may not solicit or knowingly accept, directly or indirectly, a gift from any person or business that is, or seeks to be, a vendor to Project TAG.
4. Board members and employees may accept the following unsolicited gifts: (i) Meals and beverages; (ii) Gifts of nominal value; (iii) Purely private and personal gifts; (iv) Ceremonial gifts or awards which have insignificant monetary value; (v) Trivial items of informational value, including unsolicited trade journals; (vi) Reasonable expenses for travel and lodging of personnel who participate as panelists or speakers at a professional meeting; (vii) Products or services given to Project TAG to carry out the goals and objectives of the organization.
5. Private Interests in Contracts: Board members may not have a direct or indirect financial interest in any contract, purchase or sale over which their position with Project TAG gives them authority or control. This ban applies to the members of the

family, spouse, partner, significant other, or member of the household of any other current Board member.

ARTICLE V: MEETINGS

SECTION A: REGULAR MEETINGS

1. The Governing Board shall hold regular meetings at least once each month, for which minutes shall be kept. In extreme circumstances, this requirement for monthly meetings may be waived upon a majority vote of the Board.
2. Full Governing Board, as used in other sections of these By-Laws, is defined as a quorum.
3. A quorum is defined as a majority of the total authorized members of the Governing Board. All members must be physically present to vote. No proxy voting is allowed.
4. A quorum must be present to transact business at any meeting.
5. Voting matters shall be determined by a majority of the voting members present.
6. In Executive Session, only matters concerning finance, personnel, land purchase, or security may be discussed.
7. The only individuals privileged to sit in a closed Executive Session are members of the Governing Board of Directors. The Chair may, with the advice and consent of the Board, extend an invitation to ex-officio members or others the privilege to sit in closed Executive Session.
8. Members requiring travel to attend any meetings may be reimbursed for mileage at the rate commensurate with current non-profit organization practices, or as limited by grant restrictions.
9. Meetings may be tape recorded and kept as a part of the Governing Board records.
10. Meetings shall be conducted according to Robert's Rules of Order, for the interpretation of which the Chair will appoint a parliamentarian.

SECTION B: SPECIAL MEETINGS

1. Shall be called at the discretion of the Chair or majority of the Board;
 - a) And shall abide by all of the rules of a regularly scheduled meeting;
 - b) The Secretary shall notify the members by telephone or e-mail not less than three (3) days prior to the special meeting date and time.

SECTION C: EMERGENCY MEETINGS

1. Shall be called at the discretion of the Chair or majority of the Board and shall abide by all the rules of a regularly scheduled meeting with the following exceptions:
 - a) Shall be called only in case of an "emergency" situation, such as:
 - i) An imminent threat to safety or organizational survival; or
 - ii) A reasonably unforeseeable situation.
 - b) Not less than 24 hours prior to scheduled meeting time;
 - c) Discussion shall be limited to the issues for which the meeting was called.

SECTION D: GOVERNANCE OF MEETINGS

1. Secret ballot will be used in voting on all motions:
 - a) To remove members for cause;
 - b) To elect any officers of the Governing Board when more than one person is nominated for a given office; and
 - c) That the Board may deem necessary from time to time.

SECTION E: CANCELLATION OF MEETINGS

1. Meetings shall be cancelled or postponed in the following manner:
 - a) Only upon majority vote via telephone or e-mail poll of the entire Board;
 - b) Not less than 24 hours prior to scheduled meeting time;
 - c) Record of telephone poll shall be kept for this purpose by the Board secretary or designee.

SECTION F: ADMINISTRATION OF MEETINGS

1. Location and Time: The monthly meetings will be held at public locations to be chosen in advance by the Governing Board, and notice posted to the membership through regular means.
2. Notification of Special Meetings: Any time the Governing Board needs to be called into special meeting by the Chairperson or a majority of Governing Board Members, the Board Chair, or his or her designee, will notify all members of the time, date, and purpose of the called meeting.
3. Parliamentary Rules: Meetings of the Governing Board shall be conducted under Roberts' Rules of Order unless otherwise specified in this policy.
4. Agenda: The agenda of the meetings will be distributed to Board Members and published on the internet. The agenda will include routine items, new business, old business, and open discussion. With the exception of emergency meetings, all Board agendas must be posted 72 hours before the scheduled meeting.
5. Minutes: The minutes of the TAG Governing Board shall be summary type minutes. The minutes of the preceding meeting will be approved at the next regular monthly meeting and at that time will be signed by the Board Secretary, or his or her designee, as determined by the Chair.
6. Persons Appearing Before the Board: Persons wishing to appear before the Governing Board may have as their objective any of the following or combinations thereof:
 - a) to request information on Project TAG business matters;
 - b) to comment on issues important to the community; and/or
 - c) to ask for specific action within, or propose a change of, existing policy.
7. Day-to-day citizen inquiries received by whatever means will be addressed in a timely manner by the Governing Board. Any citizen, whether or not a member of Project TAG, shall be assured of the right to speak before the Governing Board if so desired. A citizen desiring to make comment to the Governing Board shall submit a written request 15 minutes prior to the commencement of the scheduled Board meeting, which shall include a statement of the nature of the matter to be considered and the name and organizational affiliation, if any, of the person wishing to speak.

8. At the discretion of the Board Chairperson, persons who have not submitted a written request may be permitted to comment on posted agenda items.

ARTICLE VI: AMENDMENTS

1. These By-Laws may be amended by vote of the full Governing Board at a regularly scheduled meeting as described below.
2. The Governing Board Chairman may appoint an Ad Hoc By-Laws Committee comprised of selected Governing Board members with the responsibilities of making revisions and submitting recommendations at a future Governing Board meeting for immediate adoption. Unless otherwise stated, upon Governing Board adoption, new By-Laws will become effective immediately.
3. The By-Laws will be enacted upon affirmative vote of three-fourths of the Governing Board members present, at a regular meeting of the Governing Board, each member having received a copy at least ten (10) days prior to the meeting at which they will be considered.
4. These By-Laws may be amended upon the petition of two-thirds of the voting membership of the Governing Board and affirmed by two-thirds of the voting members at the next regular meeting, provided however, that the members receive a copy, in writing, of the proposed amendment ten (10) days prior to the meeting at which the vote will be taken.

ARTICLE VII: COMMITTEES

1. The Chair of the Governing Board shall select from its membership all Committee Chairpersons with the exception of the Finance Committee Chairperson.
 - a) All Committee Chairpersons shall serve at the pleasure of the Chair.
 - b) In the event a Committee Chairperson is unable to complete his/her term, a new Committee Chairperson shall be approved to fill his/her vacated position by the Chair of the Governing Board.
 - c) Should the Chair of the Governing Board desire to remove a sitting Committee Chairperson for the purpose of appointing a new Committee Chairperson or any other reason, she/he may do so with the advice and consent of the Board.
2. Each Committee Chairperson shall select from the membership of the Governing Board and/or the local community individuals to serve on the committee over which he/she presides.
3. Standing Committees (4)
 - a) Finance Committee
 - i) Size - Not less than three (3) members. Treasurer for the Board will automatically receive appointment as chairperson.
 - ii) Function - Acts as advisor to the Board in all financial affairs including the annual operating budget, which includes all anticipated income and expenses; and
 - iii) Review monthly financial report of the appropriate budgets and recommend action at the Governing Board meeting;
 - iv) Review and adopt or develop and propose financial management policies for adoption at Governing Board meetings;

- v) Propose other policies which may improve financial viability for Governing Board action.
- b) Executive Committee
 - i) Size - Not less than four (4), composed of all officers (Chair, Vice Chair, Treasurer, and Secretary).
 - ii) Function - Serves in place of the full Board in emergency situations when the full Board of a quorum at an emergency meeting cannot be present; and
 - iii) Review prospective major business transactions listed earlier under Powers and Authority and make recommendations to the Board on such matters deemed necessary by the Board.
- c) Strategic Planning & Development Committee
 - i) Size - at least three (3) members.
 - ii) Function - Development and approval of goals for planning and implementation of programs and activities which enhance overall mission and performance; and
 - iii) Develop long-term and short-term Strategic Plans and refer them to the full Governing Board for review and approval.
- 4. ADHOC Committees
 - a) Nominating Committee
 - i) Size - Not less than three (3) members.
 - ii) Function - Preparing a slate of nominees for the Governing Board, to be elected annually, and at other meetings when vacancies occur.
 - b) By-Laws Committee
 - i) Size - Not less than three (3) members.
 - ii) Function - Drafting and reviewing the Governing Board By-Laws to ensure both efficient organization and compliance with all applicable local, state, and Federal regulations and policies.
- 5. All committees shall meet at such time and place as they may designate, make their own rules for the conduct of their business, and should keep a record of their own proceedings.
- 6. A current list of Committee Chairpersons and the members of each committee shall be kept by the Secretary of the Board or other designee. A copy will be distributed to all Board members when changes occur and annually in October.

These By-Laws approved by unanimous vote of current TAG Board members and signed this 12th day of September, 2013.

Jolie L. Smith, Board Chair

D. Karen Wilkerson, Secretary