

Introduction: *Traditionally, the day to day running of PFLAG Los Angeles has been done by a Board of Directors. The Chapter By-laws, however, do not contain any policy guidelines for the operation of the Board. The amendment to the By-Laws that we are asking members to approve at the general meeting spells out and clarifies the how the board has customarily operated.*

ARTICLE V

BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation: The Board is responsible for overall policy and direction of the Chapter. Each member of the Board shall have responsibility for some part of the Chapter’s ongoing activities. The Board shall be comprised of no fewer than five Members which include the offices of President/s, Treasurer and Secretary which are *ex officio* members of the Board. Board Members are volunteers and receive no compensation for their services.

Section 2 – Eligibility and Responsibilities: Persons appointed to the Board must be active members of PFLAG Los Angeles who are willing to take responsibility for some area of Chapter activities. Active members are defined as persons who have currently paid dues and have been involved in Chapter activities (monthly meetings, Speakers Bureau, outreach activities, etc.) for at least six months. Board Members are responsible for attendance at Board meetings, attendance at least twice a year at monthly meetings, and fulfilling the duties assigned them by the Board.

Section 3 – Board Appointments: Board Members shall be appointed by the elected Officers of the Chapter in consultation with the current Board. Chapter Officers will take into consideration dedication to the Chapter activities and goals, special areas of expertise, and representation for the diverse constituencies of the Chapter.

Section 4 – Terms: All Board Members shall serve two-year terms, but are eligible for reappointment.

Section 5 – Meetings and Notice: The Board shall meet at least twice a year, at an agreed upon time and place. An official Board meeting requires that each Board member have notice at least two weeks in advance.

Section 6 – Quorum: A quorum must be attended by at least forty percent of Board Members for business transactions to take place and motions to pass.

Section 7 – Powers of the Board: The Board shall have the power to conduct the business of the organization including, but not limited to the conduct of the financial affairs of the organization, the planning and implementation of actions on behalf of PFLAG Los Angeles and oversight on all PFLAG Los Angeles projects.

Section 8 – Board Action Without a Meeting: Any action required or permitted to be taken by the Board at a meeting may still be taken if a majority of the Board members constituting a quorum of the Board gives their consent by mail, electronic mail, fax, or telephone call.

Section 9 – Removal and Resignation: Any Officer or Board Member may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer or Board Member may resign at any time by giving written notice to the Board of Directors or to the President/s or to the Secretary of the Chapter. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified within the written notice, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Officers and Board Members are required to transfer all materials pertaining to their Chapter work to their successor or to the President if the successor has not been named. In the case of the Treasurer, the Board may ask for an “exit audit” of all financial matters.

Section 10 – Vacancies: Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any Officer or Board Member shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President/s, such vacancy may be filled temporarily by appointment by the President/s until such time as a Member of the Board is appointed to fill the vacancy.

Section 10 – Terms of Successors: An Officer or Board Member appointed to fill a vacancy shall serve the unexpired term of the Officer's or Board Member's predecessor. The appointed Officer may be elected to a subsequent term as an Officer.