

Parents, Families, and Friends of Lesbians and Gays, New Hampshire PFLAG NH (A New Hampshire nonprofit corporation)

BYLAWS

Article I - NAME

The name of this organization shall be Parents, Families, and Friends of Lesbians and Gays New Hampshire. (Also known by the trade name of "PFLAG NH")

Article II - PURPOSE

PFLAG NH is a state organization with regional chapters, each operating under its own rules of order. PFLAG NH and regional chapters are members of National PFLAG, with headquarters in Washington, DC. Regional chapters must abide by the bylaws and policies of the national organization.

2.1 Purpose and Scope. The purpose of this organization shall be to support the national mission of PFLAG; to promote the health and well-being of gay, lesbian, bisexual and transgender persons, their families and friends through: support, to cope with an adverse society; education, to enlighten an ill-informed public; and advocacy, to end discrimination and to secure civil rights. Under no circumstances shall this organization fund, endorse or contribute in any way to the election campaign of a candidate for public office, or act in any way as to jeopardize the status of PFLAG NH as a tax-exempt corporation under Internal Revenue Code section 501(c)(3).

2.2 Limits. PFLAG NH shall take no legal action without approval of the Board of Directors of National PFLAG.

2.3 Logo. The PFLAG logo may not be reproduced for profit making purposes. Use of the logo is permitted for incorporation in materials to be sold for fundraising purposes, letterhead, publicity, and whatever other uses are consistent with national objectives and authorized by PFLAG NH.

2.4 Liaison with National PFLAG. The President of PFLAG NH shall submit an annual written report to the National PFLAG Board of Directors.

Article III - MEMBERSHIP

3.1 Membership. Membership shall be open to all persons who subscribe to the purposes of this organization and support the organization with membership fees as set by the Board of Directors.

3.2 Duration of membership. Membership is renewed annually, and may be terminated by voluntary withdrawal, failure to pay dues, or actions detrimental to the purposes of this organization.

3.3 Confidentiality. The list of members shall be kept confidential and shall not be disclosed outside the organization except as required by law.

3.4 Voting. Members shall be entitled to one vote in the affairs of the organization with such voting privileges as the Board of Directors may determine.

3.5 Membership Rights. Members shall be entitled to due notice of and to attend and vote at the Annual Meeting of the organization and to receive any publication issued by the corporation. Members may be suspended by unanimous vote of the Board of Directors.

Article IV - MEETINGS

4.1 Regional Chapters. Regional Chapters shall hold regular monthly support meetings and subscribe to the three-fold mission of PFLAG.

4.2 Annual Meeting. The Annual Meeting of the organization shall be held on such date and at such time and place as to coincide with National PFLAG's fiscal year. The Board of Directors shall determine and announce the date by written notice to the members at least one month in advance. Notices of meetings shall be deemed given when delivered personally, or if mailed first class to the member's addresses as they appear on the records of the organization. Those present at Annual Meeting shall constitute a quorum.

4.3 Special Meetings. A special meeting of the organization may be called at any time by the president. The president must call a Special Meeting on written request of a majority of the Board of Directors or one-third of the membership. Written notice shall state the time, date, place and subject thereof. Notice shall be given to the members at least ten days in advance.

4.4 Proxies. There shall be no voting by proxy, except for the Annual Meeting.

Article V - BOARD OF DIRECTORS

5.1 Election and Number. Directors shall be elected at the Annual Meeting. There shall be six or more directors as may be determined from time to time by the Board of Directors. Of these at least one must be from each of the regional chapters.

5.2 Duration. Terms shall be for two years. Directors may be reelected. No person shall remain on the Board of Directors for more than six consecutive years. After a one year lapse a person may be reelected to the Board. If a director's retirement from the board leaves an un-represented chapter, the board may vote to keep that director on the board until a representative may be found. Exceptions to the six-year limit may also be made at the discretion of the board if the need arises.

5.3 Officers. The Board of Directors shall elect a president, whose duty it shall be to exercise general and active management of the business of the organization, to preside at all membership and board meetings, and to see that all orders and resolutions of the Board of Directors are carried into effect. The directors shall elect any other officers it deems necessary to attend to the business of the organization.

Directors shall serve on whatever standing committees are deemed necessary. Directors shall appoint persons to fill any vacancy on the Board of Directors.

5.4 Responsibilities. The board shall be responsible to provide an annual financial report at the Annual Meeting. Subject to law, the Articles of Agreement, and these bylaws, the affairs, property, and business of the corporation shall be managed by the Board of Directors, which shall have the ultimate authority and responsibility relating hereto. Without limiting the foregoing, the Board of Directors shall have the power to set fees, to delegate authority to the officers and committees, to hire and discharge employees and agents of the corporation and fix their duties and compensation, and to adopt rules relating to the management of the corporation and all meetings in connection therewith.

5.5 Board Meetings. Regular meetings of the Board of Directors shall be held on such date and at such time and place as the board shall designate at least one month in advance. Special meetings of the board may be called by the president, and the president must call a special meeting on written request of a majority of the board, upon at least 48 hours written notice of its date, time, place, and purpose given to each director.

5.6 Quorum. One-half of the entire Board of Directors, exclusive of any vacancies, shall constitute a quorum for the transaction of business at any meeting of the board. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place, provided that notice of the adjournment shall be given to all directors absent at the time adjournment.

5.7 Nominating Committee. The board shall appoint three directors to serve as a Nominating Committee to place names in nomination for the Board of Directors for the coming year.

Any member may nominate a person to the Board by means of a petition signed by three members. Nominations may be received up until four weeks prior to the Annual Meeting.

5.8 Special Committees. The board may at any time create or discontinue one or more special committees, which shall have only those duties and powers specifically delegated to them by the Board of Directors. Members of special committees shall be appointed by the president with the approval of the board.

5.9 Honorary Board. At annual meeting, the nominating committee may nominate a member for election as honorary board member.

Article VI - MISCELLANEOUS

6.1 Funds. All funds of the corporation shall be kept in the corporation's name in banks designated by the board. Surety bonds, the premium for which shall be paid by the corporation, may be required for all persons authorized to draw on the corporation's account.

6.2 Compensation. No member of the board shall receive compensation for services as such, but shall be reimbursed for expenses incurred as such.

6.3 Amending the Bylaws. These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Board of Directors. Such proposed amendment, repeal or new bylaws, shall be set forth in any notice of such meeting, whether regular or special.

The above Bylaws were approved by the PFLAG NH Board of Directors on December 18, 2001. These Bylaws amend previously approved Bylaws adopted by the Board of Directors on October 20, 1998. Original Bylaws are on file.