

**BYLAWS  
PARENTS, FAMILIES AND FRIENDS OF LESBIANS AND GAYS  
INDIANAPOLIS CHAPTER**

**ARTICLE I  
NAME AND INCORPORATION**

The name of this organization shall be the Indianapolis Chapter of Parents, Families and Friends of Lesbians and Gays, Inc. Parents, Families and Friends of Lesbians and Gays Indianapolis Chapter shall hereinafter be referred to as “Chapter,” and Parents, Families and Friends of Lesbians and Gays, Inc. shall hereinafter be referred to as “PFLAG”. The Indianapolis Chapter was incorporated as a public benefit corporation in the State of Indiana on May 24, 1995, and reinstated September 18, 2006.

**ARTICLE II  
AUTHORITY**

1. The charter authorizing the organization of this Chapter shall be granted by the Board of Directors of PFLAG.
2. The Chapter shall be subject to the bylaws of PFLAG, a copy of which is attached. The bylaws of PFLAG, by virtue of their attachment to these bylaws, are incorporated herein.

**ARTICLE III  
PURPOSE AND SCOPE**

1. The purpose of the Chapter shall be to support the mission of the PFLAG organization; 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 equal civil rights. PFLAG provides opportunity for dialogue about sexual orientation and gender identity, and acts to create a society that is healthy and respectful of human diversity.
2. Under no circumstances shall the Chapter 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 as a tax exempt corporation under Internal Revenue Code section 501(c)3. The Chapter shall take no legal action without approval of the Board of Directors of National PFLAG.
3. The PFLAG logo may be used on Chapter publications, advertisements, and in materials to be sold for fundraising purposes, letterhead, publicity, and whatever other uses are consistent with national objectives and authorized by the Chapter as set forth in PFLAG’s Trademark and Trade Name Licensing Agreement.

**ARTICLE IV**  
**MEMBERS AND MEMBERSHIP MEETINGS**

1. Any person who supports the purposes of PFLAG shall become a member in the Chapter upon payment of annual dues in an amount to be determined each year by the Board of Directors of the Chapter. Membership is renewable annually.
2. Members have full voting rights in the election of Chapter Officers and Directors and any other business which the Board of Directors of the Chapter chooses to bring before the membership.
3. To the extent permitted by law, the identity of members of the Chapter shall not be disclosed outside of PFLAG and the Chapter without the consent of the person concerned.
4. General Membership Meetings of the Chapter shall be held each month at a location to be determined by the Board of Directors of the Chapter for the purpose of providing support and education and discussion of pertinent activities. These meetings shall be open to members and other persons in sympathy with the purposes of the Chapter. Except as otherwise required in these Regulations, no notice of these meetings is required.
5. The Annual Business Meeting for the election of officers and directors will be held in April. Notice of the time, place and purpose of the meeting shall be sent to the membership at least ten (10) days in advance. Other business of the Chapter may be transacted at the Annual Business Meeting without being specifically designated by notice.
6. Special Business Meetings of the membership may be held for the purpose of transacting business of the Chapter. A Special Business Meeting may be called by the Board of Directors with ten (10) days' notice of time, place, and purpose to all members. These may occur at a General Membership Meeting, provided that proper notice is given.
7. Notices of the Annual Business Meeting and any Special Business Meeting shall be sent by US Mail or email to those members whose email address is known. Such notice may be included in a general mailing such as the Newsletter.
8. A quorum for any Business Meeting of the membership shall be the larger of eight (8) members, or ten percent of the total membership.
9. There shall be no voting by proxy at meetings of the general membership.
10. Meetings will be chaired by the president, or in the absence of the president, by another officer or member of the Board of Directors.

**ARTICLE V  
BOARD OF DIRECTORS**

1. The Chapter shall be governed by a Board of Directors which shall manage and conduct the business of the Chapter. The term "Director" in this document shall refer to any member of the Board of Directors, whether an officer or an at-large member.
2. The Board of Directors shall consist of the officers, and at least two (2) at-large members, which may include the newsletter editor and program chair. The exact number of at-large seats will be determined each year by the Board.
3. The members of the Board of Directors shall be elected by the membership at the Annual Membership Meeting to serve for a period of one year, and shall assume office at the conclusion of that meeting. Despite the expiration of a Director's term, the Director continues to serve until a successor assumes office.
4. The Board of Directors shall meet regularly at a time and place to be determined by the Board. No further notice is required for regular Board meetings. Special meetings of the Board may be called by the President, or in his or her absence, any member of the Board of Directors, with one week's notice in person, by telephone, or by email to all Directors. If a decision is needed in less than a week's time, a meeting of the Board may be called with twenty-four (24) hours actual notice to Directors. Regular meetings of the Board are open to all Members of the Chapter.
5. A majority of the Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
6. The Board of Directors shall select one of their number to maintain a record of Chapter membership, showing names and addresses.

**ARTICLE VI  
OFFICERS**

1. The Officers of the Chapter shall be the President, the Secretary, and the Treasurer.
2. The Officers of the Chapter shall be elected by the membership at the Annual Membership Meeting, to serve for a period of one year, and shall assume office at the conclusion of the meeting. Officers may serve more than one term at the discretion of the members. Despite the expiration of an Officer's term, the Officer continues to serve until a successor assumes office.
3. The Officers of the Chapter shall have the following duties, as well as any others assigned to them by law, these regulations or the Board of Directors.

- a. The President shall chair the meetings of the general membership and of the Board. S/he shall manage the affairs of the Chapter as is directed by the Board.
- b. The Secretary shall take minutes at all Business Meetings of the general membership, document the decisions of the Board, and keep on file all official records of the Chapter.
- c. The Treasurer shall administer the funds of the corporation, maintain records of income, investments and expenditures, present monthly reports to the Board, and provide the Chapter with a written report annually and at the request of the Board of Directors.

## **ARTICLE VII REMOVALS AND VACANCIES**

1. Any Officer or Director who fails to fulfill his or her duties of office or who is deemed to be acting in a way which is detrimental to the Chapter may be removed by a vote of two-thirds (2/3) of the Directors then in office. Notice shall be provided to the Officer or Director by US Mail or email at least 10 days in advance of any vote on his or her removal.
2. In the event that there is a vacancy in any Office or at-large position on the Board, the Board may appoint a successor to complete the unexpired term.

## **ARTICLE VIII OTHER COMMITTEES**

1. The Board of Directors of the Chapter may appoint such committees and individuals to carry out the actions approved by the Board, or to make recommendations to the Board. Committee chairs are appointed by the President with the approval of the Board of Directors.
2. Committees shall keep records of their actions and report back to the Board in a timely fashion. Budgets for expenditures and major deviations from them must be approved by the Board.

## **ARTICLE IX FINANCES**

1. The fiscal year of the Chapter shall run from October 1 to September 30.
2. The Board shall arrange for a independent review of the books after the close of each fiscal year.

**ARTICLE X  
LIAISON WITH NATIONAL PFLAG**

The Chapter shall maintain open communication with the National PFLAG organization, submitting such information as requested by the organization in a timely manner.

**ARTICLE XI  
AMENDMENTS**

These Bylaw may be amended if the proposed amendments are approved by two-thirds of the Directors present at any Board meeting, and if the proposed amendments are then approved by a majority vote of the members present and voting at an Annual Business Meeting or a Special Business Meeting. A summary of the proposed amendments shall be provided to the members with the notice of meeting. Revised copies of the Bylaws shall be made available to any member on request.

**ARTICLE XII  
USE OF ORGANIZATION NAME**

No member shall represent himself or herself as an official representative of the Chapter, unless specifically authorized to do so by the Board of Directors. No member shall use the name of the Chapter for any purpose, business or otherwise unless specifically authorized to do so by the Board of Directors.

**ARTICLE XIII  
INDEMNIFICATION**

The Chapter may indemnify, in such manner as the Board of Directors may authorize, any person, who authorized by the Board of Directors, acted in good faith on behalf of the Chapter, and who, as a result of such actions, became party to a legal suit or proceeding.

**ARTICLE XIV  
DISSOLUTION, DISTRIBUTION OF ASSETS**

Upon the dissolution of the Chapter or the conclusion of its affairs, the Board of Directors shall distribute the assets of the Chapter exclusively to National PFLAG, other PFLAG Chapters, and/or to charitable, scientific or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws; provided that any such organization shall be a not-for-profit organization and organized for purposes not in substantial conflict or disagreement with those of the Chapter.

**ARTICLE XV**  
**EFFECTIVE DATE OF BYLAWS**

These Bylaws shall become effective immediately upon their adoption. Amendments shall become effective immediately upon their adoption unless the Board of Directors or members, in adopting them as outlined, provide that amendments are to become effective at a later date.

Adopted April 15, 2007.