

## BYLAWS OF THE DOLPHIN DEMOCRATS,

### *A CHARTERED AFFILIATE OF THE FLORIDA GAY, LESBIAN, BISEXUAL, AND TRANSGENDER GLBT DEMOCRATIC CAUCUS*

#### PREAMBLE

We, the members of the Dolphin Democrats, united in a common purpose, in order to strengthen and further the ideals and principles of the Democratic Party, which recognizes and promotes diversity, good will, and respect for all members of the community, do hereby adopt and uphold these bylaws.

#### ARTICLE I. NAME.

The name of this organization shall be the Dolphin Democrats, a Chartered Affiliate of the Florida Gay, Lesbian, Bisexual, and Transgender (GLBT) Democratic Caucus.

#### ARTICLE II. OBJECTIVES.

Section 1. **Objectives.** The objectives of this organization shall be:

- to stimulate active interest in political and governmental affairs;
- to strengthen and to further the ideals and principles of the Democratic Party;
- to provide reasonable and ongoing financial support to the Florida GLBT Democratic Caucus;
- to promote participation in the political process among Democrats;
- to educate the public, including the GLBT community, about the qualifications and positions of the duly selected nominees of the Democratic Party in national, state, and local campaigns;
- to foster good fellowship among Democrats; and
- to encourage voter registration and advocate issues without discrimination on grounds of race, color, creed, sex, age, national origin, physical disability, gender identity, or sexual orientation.

Section 2. **Mission.** Further, it shall be the mission of this organization to foster good will between gay, lesbian, bisexual and transgender (GLBT) members of the Democratic Party and the community at large. We seek individual freedom in the framework of a just society and political freedom in the framework of meaningful participation by all citizens.

Section 3. **Endorsements.** No candidate shall be endorsed or supported individually by this organization in all primaries, elections, or runoffs.

#### ARTICLE III. MEMBERSHIP.

Section 1. **Eligibility for Membership and Associate Membership.** Any Democrat registered to vote in Broward County and South Palm Beach County (south of Okeechobee Boulevard, or its east-west extension) shall be eligible for membership. The following are eligible for associate membership:

- (a) Other Democrats, from outside the geographic area,
- (b) Democrats, from within the geographic area, who anticipate or experience limited participation in the organization, and
- (c) Individuals who reside for all or part of the year in the geographic area and who are not eligible to register to vote, and others with no party affiliation who wish to identify with the Democratic Party.

Associate members may participate in the activities of the organization, may be appointed to committees, and may attend and speak at meetings, but shall not make motions, vote, nor hold office. Membership will become immediately effective upon the payment of dues and verification of affiliation with the Democratic Party (either through presentation of a current voter registration card or confirmation of party registration

with the Supervisor of Elections Office). Associate membership will be effective immediately upon the payment of dues and verification of voter registration status, to the maximum extent practicable.

Section 2. **Dues.** The organization, by vote of the Board, shall determine the annual dues of each category of membership or affiliation. Dues are payable upon joining and, thereafter, in advance on or before December 31 of each year. The Membership Committee will notify members two months in arrears; those renewing members whose dues are not paid within 30 days thereafter shall be automatically placed in inactive status and shall not be considered members. The voting privileges of those members in arrears will be suspended until dues are paid. Dues shall entitle one to membership in the organization (as either a member or associate member).

Section 3. **Resignation from Membership.** Members desiring to resign from the organization shall submit their resignation in writing to the Secretary and President, through the Membership Committee Chair.

#### **ARTICLE IV. ANNUAL PARTY CONTRIBUTION AND RE-CERTIFICATION.**

Section 1. **Contribution.** The organization shall pay an annual contribution to the Florida GLBT Democratic Caucus, as prescribed by the Caucus and Florida Democratic Party rules.

Section 2. **Charter Re-certification.** In July of every odd numbered year, or at such time as otherwise required by the Florida GLBT Democratic Caucus, the organization shall apply to the Certification Committee of the Caucus for charter re-certification. Failure to do so shall result in the forfeiture of all rights and privileges of the use of the word Democrat, Democratic, or derivative thereof.

#### **ARTICLE V. OFFICERS AND ADVISORS.**

Section 1. **Officers.** The elected officers of the organization shall be comprised of four Executive Officers—the President, the Vice President, the Secretary, and the Treasurer—and fifteen Directors. The President shall appoint, with the consent of the Board of Directors, a Historian and two non-voting, non-elected advisors: a Parliamentarian and a Sergeant-at-Arms. All officers shall perform the duties prescribed by Robert’s Rules of Order, the parliamentary authority for the organization, as amplified and modified by these bylaws.

Section 2. **Term of Office.** The officers shall be elected by open ballot to serve for one year or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

Section 3. **Office-Holding Limitations.** No member shall hold more than one elected office at a time. The President and the Vice President shall be of opposite genders, and shall be elected together as a ticket. The gender of the persons involved will be by self-determination. The Executive Officers of this organization (the President, Vice President, Secretary, and Treasurer) shall be limited to two (2) consecutive terms only. This does not preclude any current Executive Officers from being eligible for a different Executive Officer position. Upon relinquishing the office for a one-year period, previous office holders shall again be eligible to be re-elected to the same position for another two (2) consecutive terms. There shall be no term limits on election as Director or appointment to Parliamentarian, Sergeant-at-Arms, or Historian. Two or more members of a household may not concurrently be officers of this organization.

Section 4. **Adequate Opportunity to Participate.** The organization shall publicize fully the legal, practical, and pertinent procedures for selection of the organization’s representatives and officers; such publication shall be timely to assure notice to all interested Democrats, whether members or prospective members, such that they may have adequate opportunity to participate.

Section 5. **Nomination Procedure, Time of Elections, and Open Ballot Election.**

A. Nominations.

1. At the regular meeting held on the second Wednesday in November, the President shall appoint a Nominating & Election Committee, comprised of three members. The duty of this committee is (a) to publicize fully the election and requirements in the organization's newsletter and other appropriate community media, at least 60 days in advance of the annual meeting; (b) to recruit members for office ensuring outreach to underrepresented groups; (c) to ensure the eligibility (consistent with these bylaws) of all members seeking office; (d) after ascertaining their willingness to serve, to nominate a candidate for each office to be filled at the annual meeting in February; and (e) to conduct the election process. No committee member may be nominated or elected to any office to be filled at the annual meeting.

2. At the regular meeting held on the second Wednesday of January, the Committee shall report and accept further nominations from the floor, subject to the Committee's subsequent determination of eligibility. The Committee will afford each candidate a reasonable opportunity to submit campaign material to the general membership, which will be distributed along with the call for the annual meeting.

#### B. Election.

1. Prior to the annual meeting, the Committee shall prepare one ballot with the names of each duly qualified candidate for each position. Each ballot shall be printed with the name and address of the organization at the top, followed by the position to be voted upon, with the candidates' names printed on the ballot. There will be a blank line or lines provided for each office, equal to the number of persons who can be elected for that position. At the bottom of the ballot, there will be two blank lines to be completed by the voter with the voter's signature and printed name.

2. Voting for officers will be by open ballot, in accordance with Florida Democratic Party rules, at the annual meeting in February. Members must be present to vote; absentee or proxy voting is prohibited. The Nominating & Election Committee will preside over and conduct the election process. At the annual meeting, additional nominations shall be in order and voters may write in that nominee's name and vote for that nominee on the line provided. Following each vote, the Committee shall collect and count ballots, utilizing additional tellers, as necessary, and will announce the results at the end of the count. A majority of those present and voting is required for election of the Executive Officers; if there is no majority for an Executive Officer the nominee receiving the lowest number of votes is removed from the next ballot. The 15 candidates for Director receiving the most votes shall be elected. The Committee will afford any candidate the right to a recount, after which the Committee will certify the results.

3. To be eligible to vote, participate in elections, and be a candidate, a member must have been a member by the forty-fifth day prior to the annual meeting and maintain membership through the date of the annual meeting. The Secretary shall provide to the Nominating & Election Committee a list of members eligible to vote and be candidates forty-four days before the annual meeting and on an updated basis thereafter, as required by the Nominating & Election Committee.

4. If a candidate for office runs unopposed or the number of candidates for directorships equals or is less than the number of directors provided for in these bylaws, such candidates may be elected by acclamation.

5. All ballots shall be kept by the local representative of the Florida GLBT Democratic Caucus for a period of thirty days following the date of the election and shall be available for review by any member. All ballots shall, thereafter, be transmitted to the Florida GLBT Democratic Caucus, which may hold such ballots for a period of three years, after which time they may be destroyed.

## ARTICLE VI. DUTIES OF OFFICERS AND ADVISORS.

Section 1. **President.** The President shall preside at all meetings of the organization and Board of Directors; shall be a member ex officio of all committees (except the Nominating and Elections Committee and the Audit Committee); and shall appoint the Chairs and members of all standing and special committees (except as provided in these bylaws). The President, or the President's designee from among the Board members, (a) shall represent the organization at county, district, state, and national meetings and functions and (b) shall act as spokesperson for the organization. The President shall serve as chief executive and administrative officer and shall provide guidance to the committee Chairs.

Section 2. **Vice President.** The Vice President shall assist the President in the discharge of the President's duties and shall assume that office in the absence, or inability to serve, of the President. The Vice President shall serve as Chair of the Strategic Planning Committee.

Section 3. **Secretary.** The Secretary is the recording officer of Board and general membership meetings and is custodian of all records of the organization, except those assigned to other officers or committee chairs by these bylaws. These records include, but are not limited to, the minutes of all meetings, committee reports, the official membership roll, lists of committees and their members, bylaws, special rules of order, and standing rules. The Secretary shall issue the call of meetings, prepare an order of business for the presiding officer, and in the absence of the President or Vice President shall call a meeting to order, until a Chair pro tempore is elected.

Section 4. **Treasurer.** The Treasurer shall be the custodian of all funds of the organization; shall keep an accurate record of receipts and expenditures; shall present a statement of all income, expenditures, accounts payable, and income receivable, in a format acceptable to the Board, at each meeting, occurring since the previous meeting; shall make such interim reports as directed by the Board or organization, and shall prepare and present an annual statement of expenses and receipts. The Treasurer shall provide a quarterly report to the Audit Committee in sufficient time for its review and approval. All reports, signed by the Treasurer (and the Audit Committee for quarterly reports), should be distributed, to the extent practicable, to members at least two days in advance of each Board meeting. The Treasurer shall present a written summary financial report, including cash balance on hand less outstanding obligations, at each regular general membership meeting, and shall have the detail available for member review. The Treasurer shall disburse funds as authorized by the Board. Checks in the amount of \$500 and above shall be signed by the Treasurer and an additional Executive Officer. The Treasurer shall maintain a fidelity bond during the term of office, which bond shall be paid by the organization. The Treasurer, with the approval of the Board, may appoint deputies to receive and account for funds. The Treasurer shall chair the Finance Committee.

Section 5. **Parliamentarian.** The Parliamentarian shall advise the President, other officers, committees, and members on matters of parliamentary procedure. The Parliamentarian shall not vote on any matters before the organization, except for the balloting for officers. The Parliamentarian shall co-chair the Bylaws and Rules Committee.

Section 6. **Historian.** The Historian shall prepare a narrative account (including a pictorial collection) of the organization's activities during the Historian's term of office which, when approved by the organization, will become a permanent part of the organization's official history. The Historian, at the time of the adoption of these bylaws, shall compile a history of the organization from the time of its founding in 1982, as the Dolphin Democratic Club, through the date of these bylaws.

Section 7. **Sergeant-at-Arms.** The Sergeant-at-Arms shall preserve order at meetings and remove any person found to be disruptive at meetings, as directed by the presiding officer, and shall ensure that appropriate physical arrangements and furnishings are in place for each meeting.

Section 8. **Loyalty Oath.** Officers shall execute a loyalty oath, in the form and manner prescribed by the rules of the Florida Democratic Party, immediately upon taking office at the annual meeting, or as soon

thereafter as possible (within 30 days), and before discharge of their duties. Notwithstanding any other provision of these bylaws, failure to comply shall result in immediate removal from office.

**Section 9. Maintenance of Membership.** All officers shall pay dues by December 31. Notwithstanding any other provision of these bylaws, failure to comply shall result in immediate removal from office.

**Section 10. Organization Records.** All records created and maintained by officers in the discharge of their duties shall be the exclusive property of the organization. Officers shall be custodians of such records during their term of office and shall physically present them at the annual meeting (or such other time when their term ends) to ensure the smooth transfer of all records to succeeding officers immediately upon the election of their successors.

## **ARTICLE VII. BOARD OF DIRECTORS.**

**Section 1. Board Composition.** The officers of the organization shall constitute the Board of Directors.

**Section 2. Duties and Powers of the Board.** The Board of Directors shall have full power and authority over the affairs of the organization, except as reserved specifically to the general membership in these bylaws. The Board shall be subject to the orders of the organization and none of its acts shall conflict with action taken by the organization.

**Section 3. Board Meetings.** Unless otherwise ordered by the Board, regular meetings of the Board of Directors shall be held monthly. Special meetings of the Board may be called by the President and shall be called, within seven days, upon the written request of five members of the Board.

**Section 4. Quorum.** A majority of the voting members of the Board shall constitute a quorum.

**Section 5. Voting.** No vote at a Board meeting shall be taken by secret ballot. Proxy voting shall be prohibited.

**Section 6. Conflict of Interest.** When a member of the Board has a financial or personal interest in any matter coming before the Board, the affected person shall fully disclose the nature of the interest and withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

**Section 7. Limitation of Liability.** No member of the Board acting in his or her official capacity shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such member of the Board except to the extent dictated by law.

**Section 8. Hold Harmless.** The organization shall indemnify and hold harmless to the full extent allowed by law any member of the Board who is or was acting in his or her official capacity as a member of the Board.

**Section 9. Liability Insurance.** The organization shall purchase and maintain liability insurance on behalf of the Board of Directors to the extent permitted by law, regardless of whether the organization would have the power to indemnify such member of the Board against such liability .

**Section 10. Emergency Authority of the Executive Committee.** In case of emergency, if a special Board meeting cannot be called in a timely fashion, the President may convene a meeting of the Executive Committee of the Board, comprised of the President, Vice President, Secretary, and Treasurer as voting members and the Parliamentarian as a non-voting advisor. A quorum shall be three voting members. At any such meeting, the Executive Committee may take action and vote on matters of urgent interest to the organization, provided that such vote is unanimous to be valid. Any such action taken must subsequently be ratified by a vote of the Board or the general membership at the next regularly scheduled meeting.

## ARTICLE VIII. GENERAL MEMBERSHIP MEETINGS.

Section 1. **Regular Meetings.** Regular general membership meetings of the organization shall be held on the second Wednesday of each month, unless otherwise ordered by the organization.

Section 2. **Annual Meeting.** The regular general membership meeting on the second Wednesday in February shall be known as the annual 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 3. **Special Meetings.** Special general membership meetings may be called by the President or by a majority of the Board of Directors, in writing, and shall be called upon the written request of twenty percent of the organization's membership. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least seven days' notice shall be given.

Section 4. **Quorum.** Ten percent of the organization's membership shall constitute a quorum.

Section 5. **Meetings Open to All Democrats.** The time and place for all regular, annual, and special meetings of the organization shall be publicized fully and in such a manner as to assure timely notice to all interested persons. Meetings shall be open to all members of the Democratic Party regardless of race, color, creed, sex, age, national origin, sexual orientation, gender identity, or physical disability. All meetings shall be in a facility accessible to the physically handicapped.

Section 6. **Voting.** No vote at a meeting of the organization shall be taken by secret ballot. Proxy voting shall be prohibited.

## ARTICLE IX. VACANCIES AND REMOVAL.

Section 1. **Vacancy of President.** If a vacancy occurs in the office of President, the Vice President shall become President.

Section 2. **Other Vacancies.** Other vacancies shall be filled, on an acting basis, by appointment of the President, until the next regular meeting of the organization, provided that 10 days notice is given of the vacancy, at which time the position will be filled for the remainder of the term, by nominations from the floor. Election shall be by open ballot; members shall indicate their choice for the vacancy and shall sign and print their own name. Election may be by acclamation, if only one nominee is presented for the vacancy. All ballots shall be kept by the local representative of the Florida GLBT Democratic Caucus for a period of thirty days following the date of the election and shall be available for review by any member. All ballots shall, thereafter, be transmitted to the Florida GLBT Democratic Caucus, which may hold such ballots for a period of three years, after which time they may be destroyed.

Section 3. **Removal.** Any officer may be removed upon a two-thirds vote of the members at any regular or special general membership meeting after at least ten days notice to the membership that a motion for the purpose of removal of such officer will be considered at such regular or special meeting. The removal may be for cause, including, but not limited to, malfeasance, misfeasance, neglect of duty, abandonment of office, incompetence, permanent inability to perform official duties, and conviction of a felony. Any absence from four Board meetings shall constitute neglect of duty. Unexcused absences from two consecutive regular Board meetings shall constitute abandonment of office.

## ARTICLE X. COMMITTEES.

Section 1. **Finance Committee.** Promptly after each annual meeting, the President shall appoint a Finance Committee, comprised of the Treasurer and at least four other members. It shall be the duty of the committee to prepare a budget for the fiscal year, beginning the first day of July, and to submit it to the Board in June for approval. The Finance Committee may from time to time submit amendments to the

budget for the current fiscal year, which may be adopted by a majority vote of the Board. It shall submit quarterly reports on budget performance.

Section 2. **Bylaws and Rules Committee.** The Bylaws and Rules Committee, co-chaired by the Parliamentarian, shall review all changes to the bylaws, special rules, and standing rules and shall report on any such changes to the Board and general membership as appear necessary and feasible from time to time. The committee shall review proposed amendments to the bylaws expeditiously and shall report its recommendations at the next regularly scheduled Board meeting. It shall also draft, review, and revise, as necessary, a code of conduct for both Board members and individual members of the organization, for approval by the general membership.

Section 3. **Campaign Committee.** The Campaign Committee shall work toward the election of all Democratic candidate nominees for the area covered by this organization, including county, state, and national candidates; shall organize voter registration efforts; shall serve as the clearinghouse for candidates' requests for volunteers; and shall mobilize the general membership and the GLBT community to vote. The Campaign Committee shall report to the organization on the status of candidates and issues, recommending actions, as appropriate.

Section 4. **Audit Committee.** The Audit Committee, comprised of at least three members, shall be appointed within ten days of the annual meeting. The duty of the committee shall be to audit the Treasurer's books, the annual financial report, quarterly reports, or any other financial reports required to be audited by the Board or general membership. The President, Vice President, Secretary, and Treasurer shall be ineligible to serve on such committee, although they may be called upon to provide all information required by the committee to carry out its duties.

Section 5. **Membership Committee.** The Membership Committee shall recruit new members, notify members of renewals and arrearages, and confirm that all persons wishing membership are, in fact, registered Democrats and meet other requirements, appropriate to their category of membership. It shall verify the membership status of persons attending meetings for voting purposes. It shall recommend rules and procedures relating to membership requirements and dues, including the manner and form of initial application and renewals.

Section 6. **Media and Public Relations Committee.** The Media and Public Relations Committee, co-chaired by the newsletter editor, shall ensure that all activities, including meetings, are advertised in an appropriate and timely manner. It shall be responsible for the editing, publication, and distribution of the newsletter.

Section 7. **Ways and Means Committee.** The Ways and Means Committee shall explore and recommend manners of fundraising and shall coordinate all such fundraising activities.

Section 8. **Program Committee.** The Program Committee shall plan the speaking program for each regular general membership meeting of the organization, as appropriate.

Section 9. **Strategic Planning Committee.** The Strategic Planning Committee, chaired by the Vice President, shall develop a strategic planning document for Board and general membership approval. Thereafter, it shall maintain, update, and revise the plan (as necessary), coordinate with other standing and special committees to ensure congruence with the strategic plan, and shall monitor achievements against plan benchmarks.

Section 10. **Mediation Committee.** The Mediation Committee shall investigate and resolve grievances and disputes arising between or among members, as set forth in these bylaws. It shall be comprised of at least five members,

Section 11. **Information Technology Committee.** The Information Technology Committee shall make recommendations to the Board of Directors for the implementation of technology solutions required by the

organization and shall assist the Secretary and Treasurer in the development and maintenance of a system for managing the membership roll and related information needs.

Section 12. **Nominating and Election Committee.** The Nominating and Election Committee duties are defined in these bylaws.

Section 13. **Other Committees.** Other committees, standing or special, may be established as the Board or general membership, from time to time, deem necessary to carry on the work of the organization.

Section 14. **Committee Records and Reports.** All records created and maintained by committees in the discharge of their duties shall be the exclusive property of the organization. Committee chairs shall be custodians of such records, shall make copies of all records quarterly for submission to and retention by the Information Technology Committee, and shall transfer all records to succeeding chairs immediately upon the appointment of their successors. All committee reports requiring action at a Board meeting shall be in writing and should be received by Board members at least two days in advance of the meeting.

## **ARTICLE XI. MEDIATION AND GRIEVANCE PROCEDURES.**

Section 1. **Grievance Resolution through Mediation.** Members may avail themselves of internal mediation procedures for resolving disputes and grievances amicably. Such disputes and grievances shall involve violation of the codes of conduct, as approved by the general membership, or conduct otherwise involving the organization which tends to injure its good name, disturb its well-being, or hamper it in its work. A member shall submit, in writing, to the Mediation Committee any charges and complaints against another member or officer. The committee shall invite the parties to attend, testify, and submit any pertinent documents or evidence at sessions called to resolve the dispute. The committee shall meet and mediate the dispute within fifteen days of the date of receipt of the grievance. Committee members who are parties, witnesses to the dispute, or may otherwise have a real or perceived conflict of interest, shall recuse themselves. It shall recommend an equitable resolution to the parties involved and, if acceptable to them, shall report its findings and the resolution to the Board.

Section 2. **Grievance Resolution through Board Decision.** If such resolution is not acceptable to the parties, the committee shall forthwith report its findings and recommendations or sanctions, including revocation of membership not to exceed two membership years, to the Board. A two-thirds vote by the Board and general membership is required to terminate membership. The committee Chair shall promptly forward, by certified mail, to the parties involved a copy of the committee's findings and recommendations, together with the time and place of the next succeeding meeting of the Board at which time the matter will be considered, provided that at least ten days written notice is given of the purpose of such meeting. Decisions of the Board, except the recommendation to revoke membership, are effective immediately. Such decision or recommendation may be appealed at the next regular general membership meeting, except the annual meeting. Decisions may also be appealed to the Florida Gay, Lesbian, Bisexual, and Transgender Democratic Caucus, in accordance with its prescribed grievance procedures.

Section 3. **External Grievance Procedures.** Disputes and grievances may also be resolved by the president and officers of the Florida GLBT Democratic Caucus, utilizing the Caucus's grievance procedures. Such resolution may be appealed to the Judicial Council no later than forty-five days from the date of said decision.

## **ARTICLE XII. PARLIAMENTARY AUTHORITY.**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the organization may adopt, the rules of the Florida GLBT Democratic Caucus, Florida Democratic Party and National Democratic Party, and any statute applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

**ARTICLE XIII. MISCELLANEOUS PROVISIONS.**

Section 1. **Dissolution.** In the event this organization wishes to dissolve, a resolution stating the date of dissolution and reasons for the same shall be adopted by a majority vote at a regular general membership meeting, provided that such resolution is submitted in writing at the previous meeting. When the organization disbands for any reason, the assets and funds of the organization, after all debts are satisfied, shall become the property of the Florida Gay, Lesbian, Bisexual, and Transgender Democratic Caucus.

Section 2. **Use of Membership and Mailing Lists.** Due to the unique nature of the organization and the need to protect the privacy of members, the organization, consistent with Florida Democratic Party rules, shall preserve the confidentiality of information provided by members. All officers shall sign a code of ethics, which shall include a privacy policy. The release or use of the membership and mailing lists of the organization and related contact information shall be prohibited, unless authorized by the Board or general membership. Unauthorized release or use of such lists or information shall result in the immediate revocation of membership in the organization for a period not to exceed two years. To ensure due process, the Mediation Committee shall investigate the circumstances and consequences of such unauthorized release or use and shall report its findings and recommendations to the Board, as expeditiously as possible.

Section 3. **Jamie Bloodworth Leadership Award.** Each year, the Board of Directors may, present the Jamie Bloodworth Leadership Award to any self-identifying female who has shown excellence in leadership and/or sponsorship of issues improving the human rights of the GLBT community at large. The journal of any Dolphin Democrats awards banquet shall contain a section memorializing the life and accomplishments of Jamie Bloodworth, as it relates to Broward County human rights issues.

**ARTICLE XIV. AMENDMENT OF BYLAWS.**

Section 1. **Amendment Process.** These bylaws may be amended at any regular general membership meeting by a two-thirds vote, provided that the text has been reviewed by the Bylaws and Rules Committee and the Board, and provided further that it is forwarded to the membership for its consideration at the next general membership meeting, consistent with notification, and that such text and the Committee's report, its recommendation, and the Board's recommendation are provided in writing to the membership no less than ten days prior to the meeting. Bylaws, and any changes or amendments thereto, together with copies of the minutes of the meeting at which such amendments were adopted, shall be filed with the Florida Democratic Party within thirty days following adoption.

Section 2. **Effective Date.** All amendments shall be effective immediately, but shall be subject to the approval of the Florida Gay, Lesbian, Bisexual, and Transgender Democratic Caucus and the Florida Democratic Party Committee on Clubs, Organizations, and Caucuses. Any amendment or change, which is not approved, shall be deleted from the bylaws. Actions taken pursuant to such non-approved amendment or changes shall be null and void.

\* \* \* \* \*

By unanimous vote, on August 13, 2003, the Bylaws were revised in their entirety, substituting for the bylaws, as amended April 9, 2003.

By unanimous vote, on October 13, 2004, Article 3, Section 2, Dues, Article V, Section 3, Office-Holding Limitations; and Article X, Section 11, Information Technology Committee were amended.

By unanimous vote, on July 13, 2005, Article XIII was amended by adding Section 3. Annual Award.

By unanimous vote, on July 12, 2005, the General Membership authorized the Secretary to make technical and conforming changes to the text to include the October 13, 2004 and July 13, 2005 amendments.

By unanimous vote, on August 10, 2005, Article VI, Section 4, Treasurer, was amended to require a fidelity bond.

By unanimous vote, on August 10, 2005, the language “Florida Triangle Democratic Caucus” was deleted throughout the text and was substituted by “Florida Gay, Lesbian, Bisexual, and Transgender (GLBT) Democratic Caucus”.

By unanimous vote, on August 10, 2005, the General Membership authorized the Secretary to make technical and conforming changes to the text to include the August 10, 2005 amendments, and all previous amendments.

By unanimous vote, on October 7, 2008, the Bylaws were revised.

## **STANDING RULES OF THE DOLPHIN DEMOCRATS,**

### ***A CHARTERED AFFILIATE OF THE FLORIDA GAY, LESBIAN, BISEXUAL, AND TRANSGENDER GLBT DEMOCRATIC CAUCUS***

#### **A. Standing Rule on Procurement Policies and Procedures.**

1. It is the policy of the Dolphin Democrats to procure goods and services in an open, competitive, and transparent manner and to place procurements with the lowest responsible and responsive bidder.

Committee Chairs and Executive Officers are responsible:

- for the planning and implementation of activities, for which their committees or offices are responsible, provided that such activities have been budgeted and authorized by the Board;
- for scheduling procurements, such that emergency procurements (and the premium costs generally attributed to them) are avoided;
- for drafting the bid requests in as much specificity as possible to ensure that all potential vendors are bidding on the same goods and services; and
- for documenting the bids, reviewing the bids, and recommending a vendor, with the reason therefor, to the Treasurer.

(In the case of Ways and Means Committee, the Sub-Committee Chairs will be responsible, as stated above, in consultation with the Chair of Ways and Means.)

2. Unless otherwise approved by the Executive Committee or Board,

(a) for goods and services resulting in an expense of more than \$100, but less than \$500, bids shall be solicited and documented from at least two vendors; and

(b) all other purchases require at least three bids to be solicited and returned in writing.

3. The only exception is for sole source procurement, which is authorized

(a) when goods/services are available from only one source, or

(b) when purchases are of an office-supply nature, of less than \$100.

4. As the only bonded officer, the Treasurer shall approve vendors and he (as well as the fidelity bond carrier) is liable for inappropriate approvals. He may delegate this authority, except in purchases over \$1,000; those to whom the Treasurer so delegates authority are personally liable for inappropriate approvals. Prior to his approval of a vendor, the Treasurer shall ensure the availability of funds; those to whom delegation of approval authority is granted shall consult with the Treasurer to ensure availability of funds. No procurement will be undertaken without availability of funds. Contracts and purchase orders shall be signed by the Treasurer, or the President if the Treasurer is not available on a timely basis.

5. Given the magnitude of the expense involved, the site and vendor for the Annual Awards Banquet shall be approved by the Board before funds are committed and contracts entered into.

6. This standing rule may be amended by a two-thirds (2/3) vote of the Board of Directors.

#### **B. Standing Rule on Budget Policies and Procedures.**

1. The budget represents the priorities of the Dolphin Democrats, based on revenue projections and due consideration of competing requests for funding. It presents a roadmap of where the organization is going and the financial requirements of various activities, which are consistent with and contribute to overall goals and objectives. The budget shall include all revenue and expenses, whether within the Operating or Campaign account. It shall also make adequate provision for a reserve.

2. It is the policy of the Dolphin Democrats that no funds shall be expended, nor commitment of funds made, except as specifically authorized in the budget by the Board. The budget --- both for revenue projections and expenses authorized --- will be established annually and shall be allocated to Committees or Executive Officers on a quarterly basis.
3. To ensure adequate resource availability, each Committee and Executive Officer shall submit, no later than May 15 a detailed request for funds (by activity) and revenue projections (by resource item). The Board shall approve a budget, no later than June 15, for the fiscal year beginning July 1. In the absence of a budget, the Board must approve each expenditure of funds in advance of commitment of funds, which shall subsequently be included in the fiscal year budget.
4. To ensure adequate financial and cash flow controls, quarterly allocations shall be made to Committees and Executive Officers, both for revenue expectations and expenditures authorized. The Treasurer and/or the President shall not authorize any commitment or expenditure that is not included within the budget. Committee Chairs and Executive Officers are responsible to ensure that funds are not expended in excess of expense allocations and that those revenue expectations are realized.
5. To ensure ongoing oversight, the Finance Committee will track revenues and expenses, projected compared to actual, at least on a quarterly basis. Any fundamental changes in the budget, including but not limited to scheduling of expenses, increases or decreases in revenue or expenses, new activities, and new revenue resources, shall result in a budget amendment. The Finance Committee shall, from time to time, as appropriate, recommend budget amendments to the Board, such that revenues and expenses are balanced and sufficient provision is made for a reserve.
6. No expenses in excess of activity allocations may be sought, nor authorized by the President, Treasurer or other officer, without a budget amendment approved by the Board (or the Executive Committee, in case of exigency). Expense allocations may not be exceeded without compensatory decreases in other activities; expense allocations will be reduced by revenue projections that are not realized. Any changes in the activity allocations (whether revenue or expense) and quarterly allotments shall be immediately notified to the Finance Committee, which shall prepare a budget amendment for Board approval.
7. To the maximum possible, Committee Chairs and Executive Officers shall provide information to the Treasurer on in-kind donations received during a month, both as revenue and expense items. These include such items as food/beverage donations at meetings, auction donations, goods/services for which payment or reimbursement is not requested, postage for mailings that are not reimbursed, and non-reimbursed payments for web-site hosting.
8. Committee Chairs and Executive Officers shall request disbursement of funds, transmitting the pertinent invoice, clearly marked that the goods or services are been received. Payment shall be made within 10 days by the Treasurer. Committee Chairs and Executive Officers shall submit reimbursement request, with receipts attached, noting that goods and services have been received. Payment shall be made within 10 days by the Treasurer.
9. Committee Chairs and Executive Officers will ensure that adequate inventory controls are in place; such system of controls shall be approved by the Treasurer, who shall continuously monitor that such controls are in place and complied with.
10. This standing rule may be amended by a two-thirds (2/3) vote of the Board of Directors.

#### C. Standing Rule on Audit Committee Recommendations

1. The Standing Rules have incorporated the Audit Committee's recommendation to the Bylaws Committee the proposals not in conflict with the current bylaws . Proposals are as follows:
  - a. Conflict of Interest. When a member of the Board has a financial or personal interest in any matter coming before the Board, the affected person shall fully disclose the nature of the interest and

withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

b. Two or more members of a household may not concurrently be officers of this organization.

c. The Fiscal Year of this organization is May 1 to April 30: ref Article X, Sect 1)

d. Hold Harmless. The organization shall indemnify and hold harmless to the full extent allowed by law any member of the Board who is or was acting in his or her official capacity as a member of the Board.

e. Limitation of Liability and Liability Insurance. No member of the Board acting in his or her official capacity shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such member of the Board except to the extent dictated by law. The organization shall purchase and maintain liability insurance on behalf of the Board of Directors to the extent permitted by law, regardless of whether the organization would have the power to indemnify such member of the Board against such liability.

#### D. Standing Rule on Oath of Office

1. The following Oath of Office shall be used when installing officers into this organization.

I (state your name), do hereby affirm to uphold the office of (president, vice president, secretary, treasurer, or director) of the Dolphin Democrats, that I will to the best of my ability faithfully protect and defend the Constitution of the United States and the State of Florida, that I will abide by the governing rules of the Florida Democratic Party and of the Florida GLBT Democratic Caucus, and those of the Dolphin Democrats.

Approved, unanimously, by the Board of Directors, at its meeting of July 6, 2005, and referred to the General Membership for action.

Approved, unanimously, by the General Membership, at its meeting of July 13, 2005, and ordered to be published with the Bylaws as Standing Rules.

Approved, unanimously, by the Board of Directors, at its meeting of May 14, 2006, and ordered to be published with the Bylaws as Standing Rules.

Approved, unanimously, by the Board of Directors, at its meeting of August 13, 2006, and ordered to be published by the Bylaws as Standing Rules.