

BYLAWS
of
GAY, LESBIAN, ALLIES SENATE STAFF CAUCUS

Adopted by the Board of Directors on December 6, 2011

Ratified by GLASS Membership on February 22, 2012

ARTICLE I

NAME

The name of this organization shall be the Gay, Lesbian, Allies Senate Staff Caucus (the “Organization”). The Organization shall also be known as the GLASS Caucus or simply GLASS.

ARTICLE II

MEMBERS

Section 1. Qualification for Membership. Any employee or intern of the United States Senate is eligible for Membership in the Organization.

Section 2. Membership. Individuals eligible for Membership who pay their dues for the current fiscal year shall be considered Members of the Organization. Dues and the conditions of payment shall be specified by the Board.

Section 3. Term of Membership. Each term of membership shall be for up to one year and shall expire automatically upon the expiration of the Organization’s fiscal year, unless Membership is renewed. Other individuals, under such terms established by the Board of Directors, may participate as non-voting, honorary members of the Organization.

Section 4. Voting Rights; Benefits. All Members in good standing of the Organization shall have the right to vote, as set forth in these Bylaws, on the election of Directors to the Board. Members of good standing are defined as members who have paid their dues. In order to vote in the annual election of Directors in February, Members must have paid dues of the corresponding fiscal year no less than three calendar days before the start of balloting. Members shall also be entitled to receive such benefits as are determined from time to time by the Board.

Section 5. Meetings of Members. There shall be an annual meeting of Members no less than sixty days after the swearing in of the Board following the election to plan and discuss priorities for the upcoming year. The annual meeting shall be held on such date and at such time and place as designated by the Board. Special meetings of Members may be called at any time by any co-Chair, by thirty percent (30%) of the Directors, or by twenty-five percent (25%) of the Members of the Organization. A special meeting of Members shall be held at the time and place set forth in the notice of meeting.

Section 6. Recall. Members may move to recall a Director or multiple Directors at a Member Meeting in order to seek redress of grievances against the Board. A two-thirds vote of Members shall be necessary for the recall.

Section 7. Notice of Meetings. Written notice of each meeting of Members shall be given by the Secretary, not less than three days before the meeting, by electronic mail to each Member, to the Member's electronic mail address on record with the Secretary. Such notice shall set forth the place, date and hour of the meeting, the means of remote communications, if any, by which Members may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes of the meeting.

Section 8. Quorum and Action of the Members. Except as otherwise required by applicable law or these Bylaws, a majority of the Members, present in person or by proxy, shall constitute a quorum for the transaction of all business at meetings of Members, and the act of a majority of the Member representatives present at any Member Meeting shall be the act of the Members.

Section 9. Action without a Meeting. Any action required or permitted to be taken at a meeting of Members may be taken without a Member Meeting, without prior notice, if approved by a majority vote of the Board of Directors.

Section 10. Resignation. Any Member may resign by a notice in writing or by electronic transmission to any co-Chair or to the Secretary. The acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors (which may also be referred to as the Steering Committee) shall manage and control the affairs and property of the Organization. All corporate powers, except such as are otherwise provided for in these Bylaws, or the laws of the District of Columbia, shall be and hereby are vested in and shall be exercised by the Board. The Board may, except as otherwise provided by the laws of the District of Columbia, delegate to committees of its own number, or to officers of the Organization, such powers as it may see fit.

Section 2. Number and Qualification. The number of Directors of the Board shall be not less than five (5) and no more than nine (9) as determined from time to time by the Board. All Directors must be Members.

Section 3. Election. Directors shall be elected by Members through an election each February under such terms and means specified by the Board. The Secretary shall preside over the election and a Member who is not a Director shall witness the counting of ballots and certification of election results. No Member, Director, or any agent thereof shall be privy to election returns or results until balloting is complete.

Section 4. Term. Each Director shall serve a one (1) year term beginning on the first day of March and expiring on the last day of February.

Section 5. Vacancies. Any vacancy created by the death, resignation, removal or incapacity to act of any Director before the expiration of such Director's term, or by the creation of one or more new Directorships, may be filled at any meeting of the Board by a vote of a majority of Directors then in office. A Director appointed to fill a vacancy shall hold office until the expiration of the term of the board.

Section 6. Resignation and Removal. Any Director may resign by a notice given in writing or by electronic transmission to any co-Chair or the Secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Any Director may be removed from the Board at any time by a vote of two-thirds of the Board at a meeting.

Section 7. Meetings of the Board. Regular meetings of the Board shall be held monthly on a regular schedule agreed to by the Board, but may be changed at the discretion of the Board. Meetings shall be conducted according to *Roberts Rules of Order (Latest Edition)* and with such other rules as approved by the Board. Any Co-Chair or any three (3) Members of the Board may call a special meeting of the Board on not less than three (3) business days' notice. Notice of all meetings of the Board – regular, rescheduled, special, or otherwise – shall

be made to all Members at least three days in advance and shall state the date, time, and place of the meeting. Notice can be provided by electronic mail. All Members are allowed to attend meetings, unless the Board goes into Executive Session. Executive Session may only be invoked if a 2/3 Majority of the Board elects to do so.

Section 8. Standing Orders. At the start of each term, the Board shall establish standing orders that will govern the operations of the Organization for the duration of the term. Such standing orders may include, but shall not be limited to: the dates, means, and time of the next Board election; rate for membership dues; and rules governing proxy and/or electronic voting.

Section 9. Quorum. A majority of the Directors then in office who are present in person shall constitute a quorum for the transaction of business at meetings of the Board.

Section 10. Action of the Board. Except as otherwise required by these Bylaws, conference telephone or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 11. Adjournment. At any meeting of the Board, whether or not a quorum is present, a majority of the Directors present may adjourn the meeting to another time and place without further notice to any absent Director. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting, if all members of the Board or the committee consent in writing or by electronic transmission to the adoption of a

resolution authorizing the action. The resolution and the written consents or electronic transmissions thereto by the members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or of such committee.

Section 13. Committees. The Board may form committees composed of Directors and Members to carry out actions of and decisions made by the Board. Committees must include at least one Director. The committees may meet on their own agreed upon schedule and make decisions to carry out the actions of the Board. Directors on such committees shall report on the activities of committees to the full Board.

Section 14. Confidentiality. All Directors shall affirm in writing that they will respect the confidentiality of all Members of the Organization. At no time shall a Director breach the confidentiality of the Organization's membership list.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Organization shall be two co-Chairs, the Secretary, the Treasurer, and such other officers with powers and duties not inconsistent with these Bylaws as the Board may from time to time appoint or elect. Not more than one office may be held by the same individual. Directors holding the offices Co-Chair and Secretary shall not hold additional offices.

Section 2. Election, Term of Office, and Qualifications. The officers of the Organization shall be elected from among the Directors at the regular Board meeting in March of each year. Each officer shall be elected for a term of one year, and each shall serve until expiration of the term of the board or until his death, resignation, or removal.

Section 3. Vacancies. Any vacancy in any office arising at any time from any cause may be filled for the unexpired term by a majority vote of the Directors then in office.

Section 4. Resignation and Removal. Any Director may resign any office that he or she may hold at any time by a notice given in writing or by electronic transmission to any co-Chair or the Secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Any Director may be removed from any office that he or she may hold at any time by a majority vote of the Directors.

Section 5. Co-Chairs. One co-Chair shall preside at all meetings of the Members and the Board. The co-Chairs shall have general supervision over the business of the Organization and over its several officers, subject, however, to the control of the Board. They shall, in consultation with the other Directors, set the general agenda and vision of the organization. The co-Chairs shall be the only authorized spokespersons for the Organization. Except as otherwise provided by these Bylaws, or by resolution duly adopted at any meeting of the Board, either co-Chair shall have power to sign for the Organization all deeds and other agreements and formal instruments.

Section 6. Secretary. At the request of any co-Chair, or in the event of both of their absence or disability, the Secretary shall perform the duties and exercise the powers of the co-Chairs. The Secretary shall attend and keep the minutes of all the meetings of the Board, and may affix the corporate seal, if any then exists, when so authorized or ordered by the Board. The Secretary shall preside over the annual election of the Board and shall report the results to the Membership. He or she shall, in general, perform all the duties incident to the office of Secretary, subject to control of the Board, and shall do and perform such other duties as may be assigned to him or her by the Board.

Section 7. Treasurer. The Treasurer shall have custody of all funds, property and securities of the Organization. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Organization, and shall deposit all monies and other valuable effects of the Organization in the name and to the credit of the Organization in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of his or her accounts. The Treasurer shall at all reasonable times exhibit his or her books and accounts to any officer or Director of the Organization, and shall perform all duties incident to the office of Treasurer, subject to the control of the Board, and shall perform such other duties as may be assigned by the Board.

ARTICLE V

AGENTS AND REPRESENTATIVES

The Board may appoint such agents and representatives of the Organization with such powers and to perform such acts or duties on behalf of the Organization as the Board may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS

Section 1. Contracts. The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be general or confined to a specific instance. Unless authorized by the Board pursuant to this Section 1, no officer, agent or employee shall have any power or authority to bind the Organization by any

contract or engagement, or to pledge its credit, or render it liable financially, for any purpose or to any amount.

Section 2. Loans. The Organization shall not borrow money, whether by issuing notes, bonds or otherwise.

Section 3. Banks; Checks. The Board shall from time to time and as necessary select such banks or depositories as it shall deem proper for the funds of the Organization. The Board shall determine who shall be authorized from time to time on the Organization's behalf to sign checks, drafts or other orders for the payment of money.

ARTICLE VII

INDEMNIFICATION

Section 1. In General. The Organization may indemnify any of its Directors and officers who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, whether or not brought by or in the right of the Organization, in a manner and to the fullest extent now or hereafter permitted by the laws of the District of Columbia.

Section 2. Applicability. Every reference in this Article to Directors and officers of the Organization shall include every Director and officer thereof or former Director and officer thereof. The right of indemnification herein provided for shall be in addition to any and all rights to which any Director or officer of the Organization otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Organization shall begin on January 1 and shall end on December 31.

ARTICLE IX

AMENDMENTS

Any provision of these Bylaws may be amended at any meeting of the Board by a vote of a two-thirds majority of the Directors present at the meeting; provided, however, that written notice of the proposed amendment has been included in the notice of the meeting. Following approval of the Board, the amendment must then be ratified by two-thirds of Members before taking effect.