



## Proposed Bylaws of the Texas Stonewall Democratic Caucus

### Article I. FOUNDING

#### Section 1. NAME

The name of the organization shall be the Texas Stonewall Democratic Caucus (TSDC), also known as Texas Stonewall Democrats, Texas Stonewall, hereinafter referred to as “the Caucus.” The Caucus was formerly the Lesbian / Gay Democrats of Texas, an organization formed in the early 1970s to work on behalf of the lesbian and gay community within the Texas Democratic Party.

### Article II. PURPOSE

#### Section 1. PREAMBLE

A generation ago, neither the Republican nor the Democratic Party opposed homophobia. Today, the platform of the Democratic Party opposes prejudice based on sexual orientation and gender identity and expression, and explicitly supports the adoption of national, state, and local policies to outlaw discrimination. The Platform of the Texas Democratic and National Democratic Parties also supports Marriage Equality. In contrast, the Republican Party has become the political instrument of those devoted to perpetuating discrimination. We believe the Democratic Party is the home of those devoted to securing fair and equal treatment for all people, regardless of sexual orientation or gender identity or expression.

#### Section 2. MISSION

The Caucus is composed of members of the lesbian, gay, bisexual, transgender, gender-nonconforming, and queer community and our allies (hereinafter referred to as “our Community”) to promote our civil rights through a grassroots Democratic political organization serving the State of Texas. It draws its strength from a statewide network of individuals and clubs who are working to realize these goals:

- Maximize Democratic voter turnout in our Community.
- Educate **LGBTQ+ voters and allies** about the vast differences between the two major parties on the issues of concern to our Community.
- Encourage our Community to participate in Democratic candidates' campaigns at all levels of the Democratic Party.
- Sensitize Democratic candidates and officeholders to the needs of our Community.

- Educate voters about legislative issues that affect our Community.
- Collaborate with LGBTQ+ Democratic clubs and individuals to encourage and foster the creation of new chapters/clubs.

## Article III. MEMBERSHIP

### Section 1. GENERAL

Membership in the Caucus is open to anyone who has a Democratic Party Primary Election voting history, signs an allegiance to the purposes of the Caucus, and pays annual dues.

### Section 2. Types of Membership

- A) Members from Local Stonewall Affiliated Chartered Chapters: These members are paid members through their local organizations. Chapter dues are due to TSDC at the end of each quarter (March, June, September, and December). Local chapters must provide the payment, accompanied by a list of the names and contact information of chapter members for whom personal dues are being paid. The Secretary and Treasurer will develop a policy to present to the Board for approval on reminders, collection methods, and the centralized membership database.
- B) At Large Members: These members are paid members who are not affiliated with the local chapter. If there is an affiliated chapter in their county, TSDC will provide that information to them for recruitment. Dues will expire at the end of January each year.

### Section 3. Local Stonewall Affiliated Chartered Chapters

- A) The Board of Directors shall adopt a policy that includes requirements for recognizing new and renewing local Texas Stonewall Democrats Chapters. The policy should include, but not be limited to, the required documents, population requirements, and the process for accepting and revoking charters. The policy must be posted on the caucus website.
- B) The status as a Chapter in good standing will be in effect from the date of approval by the Board of Directors until July 31 of each even year. The Board of Directors will send a reminder to chapters 30 days before the renewal deadline.
- C) Chartered Chapters are responsible for notifying TSDC of any change to their internal structure within 30 days, including officer changes, name changes, or contact information changes.

### Section 4. Local Stonewall Affiliated Social Clubs

- A) Clubs that do not intend to raise and spend money shall be designated as Social Clubs. These clubs must indicate this status in the Charter application. These clubs can change their status to become an Affiliated Chapter at any time by meeting the standards followed by the policy adopted by the board.

- B) Members of these Clubs shall apply for At-Large Membership and pay applicable dues to TSDC, and the Club's leadership shall provide a membership list to the Secretary and Treasurer.
- C) These Clubs shall be entitled to all rights and responsibilities of other chartered chapters, except for voting at Board of Directors meetings.

## Section 2. DISCIPLINE

Any member may be censured, denied membership, or expelled by a two-thirds (2/3) vote at a regular or special meeting of the Caucus, if the member has contravened these By-Laws or has otherwise engaged in any conduct which has caused or may cause harm to the Caucus or which conflicts with the Caucus' mission. Notice of the intent to discipline the member shall be given at a regular meeting of the board before the vote, at which the date of the meeting in which the vote shall take place shall be announced. The member shall be entitled to a hearing at the board's regular meeting at which the vote is taken.

## Article IV. MEETINGS OF THE MEMBERSHIP

### Section 1 BIENNIAL MEETING

The Caucus membership meeting at the Texas Democratic Party Convention shall be known as the biennial meeting. It shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. All duly credentialed individuals attending the Texas Democratic State Convention may vote.

### Section 2 ADDITIONAL MEMBERSHIP MEETINGS

Any additional membership meeting can be called by the President or by a majority of the Board, with the purpose of the meeting stated in the request. The President or the Board shall schedule the meeting date within 14 days of the request date. Members attending other membership meetings must have their dues current to vote. Proxy voting shall not be permitted at membership meetings.

### Section 3 NOTIFICATION

All Members shall be notified of the time, date, and location of all membership meetings by mail, e-mail, or telephone at least 14 days in advance.

### Section 4. ACCOMODATIONS

All Caucus membership meetings shall be held in a facility that provides appropriate accommodations for individuals with disabilities.

# Article V. THE TSDC BOARD OF DIRECTORS

## Section 1. GENERAL

The Board of Directors shall consist of the following members:

- 1) The statewide officers of the Caucus.
- 2) Two representatives of each Local Stonewall Affiliated Chapters in good standing, in which one should be the President or Chair of the club.
- 3) Two At-Large members in geographical locations that do not include current Local Stonewall Affiliated Chapters in Good Standing. These members shall be nominated and elected by a majority of the Board during the August meeting of every even-numbered year.
- 4) The Chairs of a Local Affiliated Stonewall Social Club, who are non-voting members.
- 5) The immediate past President of the Caucus shall serve as an ex officio non-voting member.

## Section 2. AUTHORITY

The Board of Directors, hereafter referred to as “The Board”, shall have general supervision of the affairs of the Caucus between its Biennial Meeting, set the time and location of meetings, make recommendations to the Caucus, and perform such other duties as are specified in these bylaws. The Board shall be subject to the orders of the Caucus, and none of its acts shall conflict with action taken by the Caucus.

## Section 3. MEETINGS

A ) The Board shall meet at the call of the President or of a majority of the Board. Notice of all meetings of the Board shall be given to each member of the Board by mail, e-mail, or by telephone at least seven (7) days before the meeting date.

B) A majority of the current Board shall constitute a quorum. At the Board's discretion, meetings may be held by telephone conference call or webinar.

C) Each member of the Board shall be entitled to one vote, except in the case where a member holds two positions on the Board, in which case that member may appoint another member to serve as their representative for one of those positions.

D) A member of the Board must have their club or personal dues to the Caucus current to vote at any duly called Board meeting. Board members and their respective Chapters who do not have their dues current shall not be counted for purposes of determining a quorum and shall be non-voting members until their dues are current.

## Section 4. PROXY VOTING

Proxy voting shall be permitted at Board meetings for the representatives of the Local Texas Stonewall Democratic Chapters only, provided that (1) the proxy designation shall be made in writing to the Secretary of Texas Stonewall Democratic Caucus by letter or e-mail at least 48 hours

in advance of the meeting and (2) no person may hold or vote more than one proxy at any meeting. Any person(s) holding proxies for Board business must be a dues-current member of the Chapter for which they hold proxy.

### **Section 5. REMOVAL**

Any Board member may be removed for malfeasance, nonfeasance, or other cause by a two-thirds vote of the Board of Directors at any duly called meeting or a two-thirds vote of the Members present and voting at a properly called membership meeting.

### **Section 6. RESIGNATION**

An officer or Board member may resign at any time. Such resignation shall be made in writing and submitted to both the TSDC Secretary and President. It shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly requested in the resignation.

### **Section 7. REMOVAL OR RESIGNATION OF THE AT-LARGE BOARD MEMBERS**

Since the Board elects the two At-Large Board members, the At-Large Board member can be removed by the Board either by Article VI, Section 6, Article VI, Section 7, or by the procedure stated in Article VII, Section 5, for non-attendance.

Once the vacancy occurs, the Board will nominate and elect by majority vote a new At Large Board member to fulfill the remainder of the term.

### **Section 8. ACTION BY UNANIMOUS WRITTEN CONSENT**

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent, setting forth the action taken, is signed by all Board members. For this provision only, a signature may consist of an email approving the action from the Board member's known email address. The secretary shall maintain a record of business conducted by unanimous written consent and how the consent was obtained.

## **Article VI. OFFICERS OF THE CAUCUS**

### **Section 1. GENERAL**

The officers of the Caucus shall be a President, a Vice President, a Secretary, a Treasurer, and a Development Officer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Caucus. The officers will be considered the Executive Committee.

### **Section 2. POWERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall have and may exercise all the authority of the Board of Directors in the business and affairs of the Caucus during intervals between Board meetings. The Executive Committee shall have no power without approval of the Board (a) to alter, amend, or repeal these Bylaws, (b) to appoint or replace any officer, (c) borrow money, (d) commit the Caucus to expend any sum in excess of \$500.00, or (e) modify any action taken by the Board. Meetings of the Executive Committee shall be held at such time and such place as the Executive Committee may

determine, with due notice. Three (3) Officers of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall make a report on its activities at each subsequent Board meeting, and a copy of any resolution or policy adopted by the Executive Committee shall be recorded in the minutes of the next regularly scheduled Board meeting. The President shall be the chair of this committee.

## **Section 2. NOMINATIONS**

Nominations for election to an officer position shall be made at the biennial meeting. The election shall be held at the same meeting. Any Member of the Caucus is eligible for election to office by majority vote. The nominees for Vice President must be those Members of the opposite gender to the person elected President, as the President and Vice President will hold the Caucus's add-on seats on the State Democratic Executive Committee.

## **Section 3. ELECTION**

The officers shall be elected to serve for a two-year term or until their successors are elected, and their term of office shall begin on July 1 following the close of the meeting at which they are elected. Any officer may seek re-election to two additional consecutive two-year terms in the same office, for a total of three consecutive terms.

An officer who is term-limited may run for reelection to that office after a hiatus of one term. Any Officer may seek to serve in another office after reaching the term limit in the current office they hold.

## **Section 4. VACANCY**

Any officer vacancy occurring on the Executive Committee shall be filled by nomination by any member of the Board of Directors and confirmation by a majority of the Board in attendance at a properly called Board meeting. The individual confirmed shall serve the remainder of the term for which they were confirmed. A partial term served to fill a vacancy shall not count towards term limits.

## **Section 5. RESIGNATION BY NON-ATTENDANCE**

- A) If a member of the executive committee fails to attend three (3) consecutive Executive Committee meetings, Board of Director meetings, and/or membership meetings, or a total of four (4) meetings in a twelve (12) month period, without prior written notification of cause, that officer shall be considered to have tendered a notice of resignation for their position effective 14 days from the date notified to the Board of Directors.
- B) The Officer must be notified in writing by certified mail and email. Upon receipt of written notice, if the officer wishes to deny the resignation, that board member must respond in writing to the President within 14 days and attend the following Board of Directors meeting. If the board member does not respond in writing within the deadline and attend the next board meeting, their position will be considered vacant.

## **Section 4. PRESIDENT**

The President shall preside at all meetings of the Executive Committee, the Board, and of the membership, serve as an ex officio voting member of all committees, advise the Board and the membership of pertinent matters affecting the welfare of the Democratic Party and the Caucus, and shall be the official spokesperson for the Caucus.

#### **Section 5. VICE-PRESIDENT**

The Vice President shall preside at all meetings of the Board and of the membership in the absence or inability of the President and shall perform such other duties as may be assigned by the President.

#### **Section 6. SECRETARY**

The Secretary shall record and distribute the minutes of all meetings of the Caucus membership to the Board, assure the issuance of all proper notices of meetings of the Caucus membership and the Board, maintain an updated record of all By-Laws, standing rules, resolutions and policies adopted by the Board or the Caucus membership, maintain a current roster of the names and contact information of all non-chapter affiliated members, as well as a general roster of members provided that local Chapters have provided such a Chapter membership roster to the Secretary, and shall perform such other duties as may be assigned by the President. It is the responsibility of each Stonewall Chapter to maintain and make available to the TSDC Secretary a current membership roster, which will remain in-house for internal use only and will not be distributed outside the Caucus.

#### **Section 7. TREASURER**

The Treasurer shall collect and disburse the Caucus's funds. All funds shall be kept in a financial institution(s) approved by the Board. The Treasurer shall keep books of account in which there shall be recorded all receipts and disbursements of the Caucus. The Treasurer shall be responsible for disbursing funds as directed by the Board of Directors. The Treasurer shall submit all statutory records to the Texas Ethics Commission in connection with the operation of a registered political action committee. The Treasurer shall perform all other duties as may be assigned by the President. The Board may appoint an Assistant Treasurer only if the Treasurer is unwilling to file the reports to the Texas Ethics Commission.

#### **Section 8. DEVELOPMENT OFFICER**

The Development Officer shall serve as the Development Committee chair, with a focus on the caucus's chapter and financial development. The Development Officer shall also perform such other duties as may be assigned by the President.

#### **Section 9. SDEC MEMBERS**

- A) The President and Vice President shall serve on the State Democratic Executive Committee (SDEC) as the delegates of the Caucus. If any officer is already a member of the SDEC or cannot serve as a member, the next-highest-ranking officer who identifies as the same gender shall be the additional member.

- B) The order of officers after the President and Vice President to fill the role of SDEC is 1) Secretary, 2) Treasurer, and 3) Development Officer.
- C) If the remaining Officers **do not qualify** or are unwilling to serve, then, by nomination and confirmation by a majority vote of any member of the Board of Directors, a member of the Board of Directors shall be named to complete the term of that officer as a delegate of the Caucus to the SDEC. They shall participate in the SDEC proceedings to the extent permitted by the Texas Ethics Code and State Law.

## **Article VII. COMMITTEES**

### **Section 1. GENERAL**

The following shall be the standing committees of the Caucus:

- Audit Committee: To annually review the Caucus's finances. **It is encouraged that one member of the committee is a CPA.**
- Development Committee: To develop new clubs, resources to promote club growth, and financial development of the caucus through fundraising efforts. The **Development Officer** shall be the chair of this committee.
- Endorsements Committee: To advise the Board on potential endorsements, including the creation of a questionnaire, facilitating screening interviews, and establishing procedures for endorsement
- Membership and Credentials Committee: To maintain and update all Caucus membership records and databases, and verify credentials at Caucus membership meetings. The Secretary shall be the chair of this committee.
- Nominations Committee: To recruit nominees for the Caucus officers before elections at the biennial meeting. The Vice-President shall be the chair of this committee.
- Program Committee: To plan the biennial meeting program and activities of the Caucus in even-numbered years and to plan the biennial state conference of the Caucus in odd-numbered years.
- By-Laws Committee: To review and propose amendments before each biennial meeting of the caucus.

### **Section 2. OTHER COMMITTEES**

Such other committees, standing or special, shall be created **by the President with the Board's majority approval.**

### **Section 3. COMMITTEE CHAIRS**

The Committee Chairs, except the Finance Development, Membership and Credentials, and Nominations Committees, shall be nominated by **the President** and confirmed by a majority of the Board.

## **Article VIII. STANDING RULES OF ENDORSEMENT**

### **Section 1. GENERAL**

On behalf of the Caucus, the Board may endorse candidates and issues in any election submitted to the electorate and/or convention delegates for a vote. As a general rule, the Caucus shall not endorse candidates in a Democratic Primary or Primary Runoff race. An exception to this general rule can be made for cases in which (a) the winner of a contested Democratic Primary or Primary Runoff race will not face a Republican opponent in the general election or (b) in elections where a candidate(s) in said race are found by a two-thirds (2/3) vote of the board to be causing direct or indirect harm to the membership of the caucus, and a Caucus endorsement in that race will not conflict with the endorsement of a local Texas Stonewall Democrats Chapters.

### **Section 2. PARTY AFFILIATION**

Only Democrats or candidates who have signed an allegiance to the purposes of the Caucus are eligible for endorsements of the Caucus in both partisan and nonpartisan elections. Republican Party candidates or individuals with a Republican Party Primary Election voting history shall never be permitted to receive an endorsement of the Caucus or a local Texas Stonewall Democratic Chapter.

### **Section 3. CONSIDERATION**

The Endorsement Committee shall prepare a list of candidates and/or issues for submission to the Board for endorsement consideration. The Board is not obligated to select every item or race on a ballot but may choose only those items it justly deems viable and appropriate for consideration.

### **Section 4. STANDING RULES OF ENDORSEMENT**

The Board may adopt rules of procedure to guide its endorsement process.

### **Section 5. SCREENING**

The Board may, at its discretion, require candidates for endorsement to complete a questionnaire, appear before a screening committee, or produce any such documents as a prerequisite for endorsement. The Board must approve the contents of any questionnaire. The Board must make an effort to include all candidates or stakeholders eligible for endorsement in the screening process.

### **Section 6. APPROVAL**

The Board must approve endorsements at a properly called meeting. Candidates or issues for endorsement must receive a three-fourths (3/4) vote of the members present at the Board meeting to receive the Caucus's endorsement. A no-endorsement situation is permitted. Recommendations to vote against a ballot issue or to withhold a vote for a candidate are permitted.

## **Section 7. CONTRIBUTIONS**

The Caucus may not make campaign contributions to candidates or issues it has not first endorsed.

## **Section 8. REVOCATION OF ENDORSEMENT**

Any candidate who violates the obligations of endorsed candidates as outlined in **these bylaws** shall be subject to revocation of endorsement by a majority vote of the board, including but not limited to:

- A. If an endorsed candidate files for a place on the ballot for an office different from that for which they were endorsed, the endorsement shall become immediately null and void.
- B. Any candidate found to have knowingly or willingly presented false or intentionally misleading information on the questionnaire or during the screening interview shall be subject to revocation of endorsement by a majority vote of the Board.
- C. Willingly, knowingly, or recklessly acted in a manner contrary to the terms and conditions on which the candidate agreed to accept the Caucus's endorsement.
- D. Made any public statement or taken any action that reflects discriminatory intent against people of any sexual orientation, gender identity or expression, or any other immutable quality
- E. Publicly disavowed the endorsement of the Caucus

## **Section 9. QUESTIONNAIRES**

Questionnaires shall be written in a manner expected to reasonably evaluate the candidates' qualifications, knowledge of the office sought, electoral viability, and support and understanding of LGBTQ+ issues. Questionnaires are not to be accepted beyond the deadline imposed when they are issued to candidates, and a statement to that effect must appear conspicuously on the first page of the questionnaire. Any exception to the deadline must be approved by a two-thirds (2/3) vote of the Board.

## **Section 10. FORMAT**

The return of completed questionnaires must be in a format that allows the information to be easily converted into a spreadsheet. Questionnaire responses for all candidates in a particular race shall be compiled into a consolidated spreadsheet that allows simultaneous review of multiple candidate responses.

## **Section 11. REQUIREMENTS FOR ENDORSEMENT**

Candidates must have filed a Treasurer Appointment with the appropriate filing authority that specifically identifies the office the candidate is seeking, properly completed and submitted a candidate questionnaire within the parameters set forth by the Endorsements Committee (as applicable), and appeared in person for a screening interview with a screening panel (as applicable). A candidate may appear by teleconference or video conference.

## **Section 12. CAMPAIGN FINANCES**

Whenever possible, current campaign finance reports should be requested as part of the questionnaire to verify financial viability.

## **Section 13. PRESIDENT**

The Caucus President may not participate in screening interviews.

## **Section 14. CONFIDENTIALITY**

All communications, actions, and deliberations made by the screening committee are to remain confidential.

## **Section 15. EQUALITY**

In keeping with the Texas Stonewall Democratic Caucus's position regarding equality and equal rights, the recommendations of the committee will be made without regard to the sex, race, color, ethnicity, national origin, age, familial status, marital status, military status, religion, disability, sexual orientation, genetic information, gender identity, or pregnancy of candidates.

## **Section 16. SCREENING RECOMMENDATION**

Out of respect and appreciation for the contributions and efforts of the volunteer Endorsement Committee, upon a vote to endorse in a particular race, a majority vote will be taken to affirm the recommendation of the Screening Committee as the endorsed candidate. Should the recommended candidate fail to be affirmed for endorsement, nominations will be taken from the floor and be subject to a majority vote.

## **Section 17. TIE**

The Caucus President shall not cast a vote except to break a tie.

## **Section 18. OBLIGATIONS OF ENDORSED CANDIDATES**

Candidates receiving the endorsement of the Caucus must agree to publicly acknowledge the endorsement by listing it in printed campaign literature that substantially promotes endorsements by other community or political organizations and on any web page that lists other organizations' endorsements.

# **Article IX. PARLIAMENTARY AUTHORITY**

## **Section 1. GENERAL**

The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern the Caucus in all situations to which they are applicable and in which they are not

inconsistent with these bylaws, the Rules of the Texas Democratic Party, and any special rules of order the Caucus may adopt. The **President** may appoint a parliamentarian for any meeting.

## **Article X. ANTI-DISCRIMINATION PROVISIONS**

### **Section 1. GENERAL**

The Caucus shall not discriminate based on race, color, religion, sex, ethnic or national origin, age, disability, veteran status, social or economic status, marital status, sexual orientation, gender identity or expression, or any other factor unrelated to membership and the mission of the Caucus.

## **Article XI. MISCELLANEOUS PROVISIONS**

### **Section 1. FISCAL YEAR**

The fiscal year of the Caucus shall commence on January 1 of each year and shall end on December 31 of the same year.

### **Section 2. NOTICE & WAIVERS**

Notice and Waiver of Notice shall be deemed sufficient if delivered in person, by postal mail, e-mail, or facsimile transmission on the day of such delivery or transmission. If the deadline for giving notice under these Bylaws falls on a Saturday, Sunday, or federal holiday, notice shall be deemed effective if given on the day immediately following the Saturday, Sunday, or federal holiday. A waiver or waivers of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Actual notice, however, shall be effective notice.

### **Section 3. ACCEPTANCE OF CONTRIBUTIONS**

Financial contributions to the Caucus, whether in the form of dues or other contributions, shall be considered accepted when deposited by the Treasurer and confirmed by the receiving institution. The Treasurer, in consultation with the Executive Committee, shall determine whether to reject a contribution. A contribution that is not accepted shall be returned by the Treasurer to the remitter thereof.

### **Section 4. SIGNATORY AUTHORITY**

All contracts, bills, notes, checks, or other instruments shall be signed or countersigned by the Treasurer or others designated as "Filer" with the Texas Ethics Commission and in such manner as is prescribed by resolution of the Board.

### **Section 5. POLICIES AND PROCEDURES**

The Board shall, by simple majority vote, establish policies and procedures for the day-to-day operation of the Caucus. These policies and procedures shall be contained in a Policies and Procedures Manual and shall include all standing rules. This Policies and Procedures Manual shall be maintained and updated by the Secretary and shall be binding on all persons operating on behalf of the Caucus. The policies and procedures may be amended as needed by a simple majority vote of the Board. All policies and procedures must be in concordance with these By-Laws.

#### **Section 6. REDRESS OF GRIEVANCES**

The Board shall adopt procedures for redressing grievances from any member of the Caucus.

#### **Section 7. CONFLICTS OF INTEREST**

The Board shall, as needed, establish a policy addressing additional conflicts of interest not covered in Article XII.

### **Article XII. INTERESTED BOARD MEMBERS, NON-LIABILITY AND INDEMNIFICATION**

#### **Section 1. INTERESTED BOARD MEMBERS**

No contract or other transaction between the Caucus and one or more of its Board members or officers, or any firm, partnership, corporation, association or other entity in which one or more of the Board members or officers are shareholders, members, directors, officers or employees or in which they are otherwise interested, shall be void or voidable by reason of such connection or interest, provided the fact of such interest or connection is disclosed or known to the Board before authorizing, approving or ratifying such contract or other transaction. Such interested Board member or members may be counted in determining whether a quorum is present. Still, they may not be counted in calculating the simple majority vote needed to authorize, approve, or ratify such a contract or other transaction. Such interested Board member or members shall be liable to the Caucus for 5% (under \$500) or 10% (over \$500) of profits realized by, from, or through such contract or other transaction.

#### **Section 2. NON-LIABILITY OF BOARD MEMBERS, OFFICERS, AND OTHERS IN CERTAIN CASES**

No Board member, officer, employee, agent, member or non-member volunteer of the Caucus shall be liable for his, her, or their acts as such if he, she, or they are excused from liability under any present or future provision or provisions of the Texas Business Organizations Code; and, in addition, to the full extent now or hereafter permitted by the Texas Business Organizations Code, each officer, Board member, employee, agent, member, or non-member volunteer shall in the discharge of any duty imposed or power conferred upon him or her by the Caucus, be fully protected if, in the exercise of ordinary care, he, she, or they acted in good faith and in the best interest of the Caucus. Good faith shall be presumed as including, but not limited to, when the person acts in reliance upon the written opinion of an attorney for the Caucus, the books of account or reports made to the Caucus by any of its officials, or by an independent certified public

accountant, or by an appraiser selected with reasonable care by the Board or in reliance upon other records of the Caucus.

### **Section 3. INDEMNIFICATION**

Each person who is or was a Board member, officer, employee, or agent of the Caucus or is or was serving at the request of the Caucus as a Board member, officer, volunteer, or agent may be indemnified by the Caucus to the full extent permitted or authorized by the Texas Business Organizations Code. The Caucus may maintain insurance at its expense for the benefit of any Board member or officer who has acted in good faith and in the best interests of the Caucus, as required by law.

### **Section 4. INCOME DISTRIBUTIONS PROHIBITED**

No part of the income of the Caucus shall be distributed to Board members or officers, nor shall the Caucus pay compensation to the Board members and officers for services rendered in such capacity, but the Caucus may reimburse legitimate Caucus expenses incurred by such individuals. Nothing herein shall preclude officers and Board members from serving as employees or agents of the Caucus for hire or from entering into remunerated contracts with the Caucus in accordance with the conflicts of interest policies and procedures of the Caucus and applicable provisions of these Bylaws.

### **Section 5. LOANS**

The Caucus shall make no loans to the Board members or officers.

## **Article XIII. DISSOLUTION OF THE CAUCUS**

### **Section 1. GENERAL**

The Caucus may be dissolved, and its Appointment of Campaign Treasurer terminated with the Texas Ethics Commission upon the affirmative vote of three-fourths (3/4) of the Board of Directors members present at a duly called Board meeting at which there is a quorum and the affirmative vote of three-fourths (3/4) of the members present at any membership meeting at which there is a quorum. No vote on the issue of dissolution shall be taken until a Board member raises the issue for inclusion in the agenda at a duly called meeting of the Board, with notice provided to the general membership no later than 30 days after the affirmative vote of the Board. Notice shall be provided to the general membership of the caucus no later than 7 days following the affirmative vote of the board.

## **Article XIV. AMENDMENT OF BY-LAWS**

### **Section 1. PERMANENT AMENDMENT**

These Bylaws may only be permanently amended by a vote of the Caucus membership at the biennial meeting, held at the Texas State Democratic Convention, provided that all such amendments, or edits, shall have been previously distributed and submitted for review to the Board and subsequently published for review by the general membership of the Caucus thirty (30)

days before the biennial meeting. A two-thirds vote of the duly credentialed members present and voting at the biennial meeting shall be required for approval or the adoption of any amendment or edit.

## **Section 2. TEMPORARY AMENDMENT**

Between biennial meetings, these bylaws may be temporarily amended by a two-thirds vote of the Board of Directors; provided, however, that the vote to amend shall constitute two-thirds of the entire Board Membership in good standing, and also to provide that each member of the Board receive written notice including the full text of any proposed amendments at least fourteen (14) days in advance of a meeting held for this purpose. All such amendments shall be presented at the next biennial meeting for approval, but shall remain in effect and binding until that meeting is held.

## **Section 3. AMENDMENT FAILURE**

If the Caucus membership rejects any temporary amendment adopted by the Board, it may not be proposed again until the next biennial meeting.

## **Section 4. EXCEPTIONS**

The titles of articles and sections, and the numerical order of each article and section, shall be deemed information of reference and shall not be considered part of the Bylaws subject to Article XIV. The By-Laws Committee shall reserve the right to edit titles and numerical order, and to correct simple, non-substantive spelling or punctuation errors that do not change the meaning or intent of these By-laws.

***Amended and Adopted by the members in attendance at the Biennial Meeting at the Texas Democratic Convention, this 26th day of May 2026.***

President of the Texas Stonewall Democrats Caucus

Secretary of the Texas Stonewall Democrats Caucus