

BY-LAWS

HUD Chapter of FEDQ

A National Affinity Group for LGBTQ Employees and Allies in the Government

ARTICLE I

NAME

SECTION 1-1. The name of this organization shall be the U.S. Department of Housing and Urban Development (hereinafter, “HUD”) Chapter of FEDQ (hereinafter, “HUD FEDQ”), an employee group for Lesbian, Gay, Bisexual, Transgender, and Queer employees and allies at HUD. HUD’s previous LGBT organization was formally incorporated on November 8, 1994, as the U.S. Department of Housing and Urban Development Gay, Lesbian, or Bi Employees organization, referred to as “HUD GLOBE” and is being dissolved as of incorporation of these by-laws.

ARTICLE II

PURPOSE

SECTION 2-1. This Chapter of FEDQ is organized exclusively for charitable and educational purposes. The Chapter’s primary purpose is to make HUD a more inclusive environment for LGBTQ employees at all levels, which, studies show, will result in a more productive workforce. HUD FEDQ’s general goal is to further increase awareness of Gay, Lesbian, Bisexual, Transgender, and Queer employee issues at all levels within HUD.

HUD FEDQ shall work toward:

- a. Fostering an environment where employees have the opportunity to achieve their full potential in a safe and inclusive environment, free from discrimination on the basis of sexual orientation or gender identity;
- b. Ensuring that all federal personnel, and the public served by the federal government, are provided with equal access to services and benefits without regard to sexual orientation or gender identity;
- c. Participating in training events designed and developed for the LGBTQ community, and sharing best practices and lessons learned with members, and others at HUD;
- d. Developing programs to promote, provide and enhance educational opportunities for agency employees with disabilities;

- e. Assisting with outreach at LGBTQ events to communicate that HUD welcomes members of the LGBTQ community;
- f. Providing education and training related to LGBTQ Cultural Competencies, and issues faced by LGBTQ individuals in the workforce;
- g. Assisting the National Organization of FEDQ in accomplishing its goals, including establishing a mechanism for the compilation, synthesis, dissemination, and coordination of information for Federal LGBTQ employees, thereby continually improving communications among LGBTQ employees and across the government with the objective of attaining strength through shared knowledge and organizational unity;
- h. Engaging in valuable consultations with senior management and other leadership at HUD to share the concerns of the LGBTQ community at HUD;
- i. Promoting the use of merit system principles in hiring and advancing employees at HUD;
- j. Assisting our allies in their efforts to make the workplace a positive and welcoming environment for LGBTQ individuals; and
- k. Partnering with other individuals and offices within HUD, to achieve these purposes, as appropriate, and to do all things necessary and proper to accomplish the above purposes without discrimination on the basis of sexual orientation, gender identity, sex, race, color, veteran status, religion, disability, national origin, parental or marital status, appearance, political affiliation, age, or genetic information.

ARTICLE III

ORGANIZATIONAL POLICIES

SECTION 3-1. This organization is a chapter of a lawful nonprofit and nonpartisan organization.

SECTION 3-2. HUD FEDQ shall not discriminate against persons on the basis of sexual orientation, gender identity, sex, race, color, veteran status, religion, disability, national origin, parental or marital status, appearance, political affiliation, age, or genetic information.

SECTION 3-3. No part of the net earnings, if any, of this corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers, or other private persons in violation of applicable laws and regulations.

SECTION 3-4. This organization shall not carry on any activities not permitted to be carried out (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 3-5. As required by applicable laws, rules, and regulations, this Chapter shall not assist or participate in a strike, work stoppage, or slowdown against the Government of the United States or any agency thereof, or impose a duty or obligation to conduct, assist, or participate in such strike, work

stoppage, or slowdown, and this organization shall not advocate the overthrow of the constitutional form of Government of the United States.

SECTION 3-6. Prior to adoption, these By-Laws or any other organizational documents, and all subsequent amendments to any of the aforementioned, shall have been submitted to the President of the national FEDQ for review and approval by FEDQ.

SECTION 3-7. This Chapter shall comply with any requirements contained in the national FEDQ By-Laws, as well as any FEDQ Chapter Guidelines adopted by the National Board.

SECTION 3-8. This Chapter shall not have the authority or power to impose or incur financial liability on the part of the National Organization.

SECTION 3-9. No Officer or member of this organization shall have the authority or power to legally obligate the organization without the express written consent of the Chapter Board. Neither this Chapter, nor any of its Officers or members, shall have the authority or power legally to obligate the National Organization of FEDQ.

SECTION 3-10. No Officer or member of this organization shall have the authority or power to enter into financial arrangements or engage in transactions in excess of \$500 without the express written consent of the Chapter Board which consent shall specify the approximate amount of any such arrangement or transaction, parties to such arrangement and transaction, the nature of such arrangement or transaction and any relevant dates which may include a date beyond which any consent shall no longer be in force.

ARTICLE IV

MEMBERSHIP

SECTION 4-1. Eligibility. HUD FEDQ focuses on Federal LGBTQ employee issues. Membership shall be open to any person who supports the purposes of the organization and upon payment of any dues required by this Chapter. Membership shall be open to all current or retired employees of HUD, including contractors working within HUD. In addition, every member of HUD FEDQ should be a member of the National Organization. Any issues related to membership shall be considered by the Board in consultation with National FEDQ.

SECTION 4-2. Restrictions. No person shall be restricted from membership, segregated or otherwise discriminated against within the organization on the grounds of basis of sexual orientation, gender identity, sex, race, color, veteran status, religion, disability, national origin, parental or marital status, appearance, political affiliation, age, or genetic information.

SECTION 4-3. Honorary Members. Honorary memberships, for a period of one year, may be bestowed upon persons who are outside the FEDQ organization or who are otherwise ineligible for membership under Section 4-1. Honorees shall be selected by a two-thirds vote of the Chapter Board. An honorary member is exempt from payment of all dues and is not eligible to hold office or to vote.

SECTION 4-4. Dues and Assessments. This Chapter shall pay to the National Organization an amount of twenty-five dollars (\$25) per year. The Chapter may charge its membership an additional membership fee.

SECTION 4-5. National Lifetime Members. Any person eligible for membership in the National Organization, may, upon payment, be granted national lifetime membership in the National Organization, provided the member has met the established criteria. National lifetime membership is a one-time payment of an amount set by the National Board of Directors. National lifetime members shall be entitled to enjoy all rights and privileges of members without further payment of national dues, but are still obligated for chapter dues, and the regional assessment, which is paid directly to the chapter to remain in good standing with the chapter and the region.

SECTION 4-6. Termination of Membership. Membership in this Chapter may be terminated by (1) voluntary resignation, (2) failure to comply with due requirements, if applicable, or (3) upon a vote of 2/3 of the Board eligible to vote on the matter at a special meeting called for that purpose. In an instance where a member's membership is to be terminated by Board vote, the member shall be provided fourteen days' advance notice of the meeting and shall be given the opportunity to be heard, by writing or in person, before the Board votes on the removal.

SECTION 4-7. Confidentiality. While it is HUD FEDQ's intent to keep membership confidential, members should be aware that confidentiality cannot be ensured.

ARTICLE V

MEMBERSHIP MEETINGS

SECTION 5-1. This Chapter shall hold Membership Meetings on a quarterly basis, or more frequently as otherwise directed by the Chapter Board.

SECTION 5-2. Annual Meeting. The Membership Meeting held in the 4th quarter shall be known as the annual meeting at which the official business of the Chapter shall be conducted, including, but not limited to, election of Officers and Chapter Board, and receipt of reports from Officers and committees.

SECTION 5-3. Special Meetings. Special meetings may be called by the President, the Chapter Board, or upon the written request of at least 5 members or of the Chapter. The purpose of the meeting shall be stated in the call. Absent an emergency, at least three days' notice shall be provided.

SECTION 5-4. Voting. A simple majority vote of the members present at a meeting is sufficient to carry a motion.

SECTION 5-5. Quorum. 15 members or one-third of the current membership, whichever is less, shall constitute a quorum.

ARTICLE VI

OFFICERS

SECTION 6-1. Officers. The Officers of this Chapter shall be a President, Vice President, Secretary, and Treasurer. Election of the President shall take place at the annual membership meetings, as described in these By-Laws. Officers shall not receive any salary. Two offices may be held by the same individual; provided, however, the offices of the President and Treasurer shall not be held by the same person.

The Treasurer and another member of the Board of Directors shall be the authorized users on any checking account. In the absence of the Treasurer, any other Officer may sign checks.

SECTION 6-2. Tenure. The term of each Officer shall commence immediately following the Annual Meeting at which such Officer's election or appointment by the Board of Directors is announced. No member shall be elected or appointed to serve in the same position for more than two consecutive terms. In the event that officers are appointed prior to September, then the outgoing officers may retain their positions until the new term begins.

SECTION 6-3. Vacancies, generally.

- a. In the case of death, incapacity, removal, or resignation of the President, the vacancy shall be filled by the Vice President.
- b. Except as articulated in Section 6-8, in the case of death, incapacity, removal or resignation of the Vice President, Secretary or Treasurer, the vacancy may be filled by Board of Director action. An appointed successor shall only serve the remainder of the term of their predecessor.

SECTION 6-4. President. The President shall be the Chief Executive Officer of the Chapter with responsibility for the general supervision, direction, and control of the business affairs of the Chapter. In no case shall the President not be an employee of HUD.

The President, with the help of the other Officers and Committees when appropriate, is charged to:

- a. Develop or update a vision statement that will comprise the strategic business needs and solutions of HUD FEDQ and HUD's interests as they affect LGBTQ employees;
- b. Serve as the official representative and spokesperson for HUD FEDQ;
- c. Organize, direct, and coordinate all HUD FEDQ activities to meet defined goals and objectives;
- d. Annually assess progress made, evaluate the effectiveness of the goals and objectives, take all actions that are necessary and proper to correct any deficiencies, and report findings to HUD FEDQ membership;
- e. Sign and execute agreements and obligations voted by a majority of the members in attendance and membership meetings;
- f. Serve as the Chair of the Board of Directors;
- g. Appoint committee chairs, subject to the approval of the Board;
- h. Approve all committee members;
- i. Preside at the Board meetings and exercise such powers and duties as may be prescribed by the Board of Directors; and
- j. Ensure that all Officers and members of the Board of Directors take an active part in the regular business of this Chapter.

SECTION 6-5. Vice President. It is the responsibility of the Vice President to:

- a. Serve as the HUD FEDQ Liaison to federal agencies and national FEDQ;

- b. Keep members informed of concerns, issues, and activities of interest to LGBTQ employees;
- c. Advise and assist the President in the execution of their responsibilities;
- d. Perform such other duties as may be assigned by the President; and
- e. In the event of the President's absence or inability to perform duties of the position, the Vice President shall perform all the duties and functions of the President. During such a period, the Vice President shall have all the powers of, and be subject to all restrictions placed upon, the President.

SECTION 6-6. Secretary. It is the responsibility of the Secretary to:

- a. Record and maintain all official minutes of the required meetings of the organization;
- b. Keep a record of the proceedings of the organization, maintain all official HUD FEDQ correspondence and documents, and produce such records upon request of any member in good standing;
- c. Issue notification of all official meetings and activities;
- d. Circulate minutes, agendas, and other pertinent documents;
- e. Develop or coordinate the development of reports and correspondence as may be assigned by the President or Vice President;
- f. Read the minutes of the previous meeting at each Board of Directors meeting;
- g. Maintain a confidential list of members and other non-financial records;
- h. Serve as the HUD FEDQ historian; and
- i. If a checking account is deemed necessary by a majority vote of the members present at a membership meeting, countersign any and all requisitions for distribution of funds.

SECTION 6-7. Treasurer. It is the responsibility of the Treasurer to:

- a. Be the Chief Financial Officer of the organization;
- b. On behalf of HUD FEDQ, receive all funds payable to HUD FEDQ and issue receipt for such funds;
- c. Satisfy financial obligations as duly authorized by a majority vote of the members present at a membership meeting;
- d. Maintain HUD FEDQ's financial records;
- e. Maintain a checking account, if required, to store funds and issue payments;
- f. Provide financial statements as often as required, but at least quarterly, to the Board of Directors;

- g. Provide complete financial reports at each Annual Meeting; and
- h. Carry out any other responsibilities as assigned or approved by the Board.

SECTION 6-8. Resignation. Any Officer may resign at any time and for any reason by submitting a written resignation to the Board of Directors.

In the event that the President is the resigning Officer, the Vice President shall assume the President's responsibilities for the remainder of the President's term. The Board of Directors shall meet to appoint a new Vice President, and announce such appointment at the next membership meeting.

SECTION 6-9. Removal.

- a. An Officer may be removed from his or her office by a vote of the majority of the entire Chapter Board, excluding the Officer that is the subject of the vote, at a special meeting called for that purpose. The notice of the meeting must state that the purpose of the meeting is to vote on the removal of the subject Officer.
- b. An Officer may also be removed by a two-thirds vote of the membership present at a meeting, if the membership determines that the Officer's actions are contrary to the purposes of HUD FEDQ and injurious to the organization or any of its members.
- c. If an Officer is removed, the Officer shall be notified of the removal in writing.

SECTION 6-10. Initial president. The initial President of this Chapter shall be as listed in Attachment A and shall serve for the term described therein.

SECTION 6-11. Officer standing. All Officers, except for the initial Officers or in other circumstances when impracticable, must have been members of this Chapter and in good standing for the previous 15 months; however, this requirement may be waived by a majority vote of the membership.

ARTICLE VII

CHAPTER BOARD OF DIRECTORS

SECTION 7-1. Board Composition. The Chapter Board shall consist of the duly elected President of this Chapter, the immediate past president of this Chapter, and six at-large Directors, elected by the Membership. The number of Directors constituting the Chapter Board may be changed, from time to time, by resolution of the Chapter Board, but shall not be less than six (6), nor more than twelve (12).

SECTION 7-2. Duties and Powers. The affairs and property of the Chapter shall be managed, controlled, and directed by the Chapter Board. The Chapter Board shall have any and all powers provided for herein, consistent with FEDQ By-Laws and any other government documents and guidance issued by FEDQ, and any applicable laws, rules, or regulations. The Chapter Board shall appoint, from its at-large Directors, persons who will serve in the positions of Vice President, Secretary and Treasurer.

SECTION 7-3. Meetings. The Chapter Board shall meet at least twice per year, including a meeting at some point prior to, and close to, the Annual Meeting, and such other times as may be necessary.

SECTION 7-4. Place of Meetings. Meetings shall be held at such place as determined by the President. Meetings using telephonic or videoconferencing equipment shall be deemed regular meetings with all parties who are able to participate in said meeting considered present.

SECTION 7-5. Quorum. A majority of the Chapter Board shall constitute a quorum.

SECTION 7-6. Tenure. The initial Chapter Board shall be composed of up to 12 members: half of whom shall serve one-year terms, and half of whom shall serve two-year terms. The initial Directors of the Chapter Board shall be those listed in Attachment A, and shall serve for the term articulated therein.

Subsequently elected Directors each shall serve a term of two years, commencing the September immediately following the Annual Meeting at which such Director's election is announced. No member shall be elected to serve as a Director for more than two consecutive terms. In the event that Directors are appointed prior to September, then the outgoing Directors may retain their positions until the new term begins.

ARTICLE VIII

COMMITTEES

SECTION 8-1. Special Committees. The President may, with consent of the Board, establish such special Committees as may be necessary or useful.

SECTION 8-2. Terms of Service. Any Special Committee created by a Chapter President shall exist either until the duties of the Special Committee are completed, or until the expiration of such President's term, whichever occurs first.

SECTION 8-3. Exception. This Article and its subsections do not apply to the Nominations and Elections Committee described in Article IX.

ARTICLE IX

NOMINATIONS AND ELECTIONS

SECTION 9-1. Nominations and Elections. The Secretary shall establish election proceedings. If necessary, the President may, upon request from the Secretary or Chapter Board, establish a Nominations and Elections Committee, consisting of three chapter members

SECTION 9-2. Duties and Responsibilities. The Secretary or Nominations and Elections Committee shall:

- a. In May, solicit eligible members, with their consent, as candidates to run for election. Nominations shall close 30 days following solicitation, no later than June 15; and
- b. Prepare the ballot containing the official slate of qualified candidates and distribute by postal or electronic mail to the members in good standing in July.

SECTION 9-3. In addition, the Secretary or the Committee shall be responsible for receipt of ballots, either hard copy or electronic, from voting members, validating and tallying ballots received.

- a. Elections shall be by plurality vote.
- b. The Secretary or Committee shall prepare an election report; notify the President and all candidates of election results prior to the Annual meeting.
- c. The results of the election shall be announced at the Annual Membership Meeting.

SECTION 9-4. In the event all positions are uncontested, the membership can vote by acclamation and approve the new President and at-large members of the Board of Directors.

ARTICLE X

FISCAL YEAR

SECTION 10-1. The fiscal year of the Chapter shall run concurrent with that of National FEDQ, which is currently from October 1 to September 30.

ARTICLE XI

AMENDMENTS

SECTION 11-1. These By-Laws shall be amended as follows:

- a. By a two-thirds vote returned by mail, postal or electronic, of members in good standing and received by the By-Laws Chair prior to a date specified by the Chapter Board, provided notice of such proposed amendments shall have been sent to each member thirty (30) days in advance; or,
- b. At a general meeting where at least quorum of the membership is present, provided that notice of such proposed amendments shall have been sent to each member at least thirty (30) days in advance of the opening of the meeting.

SECTION 11-2. Without the need for membership approval, the By-Laws shall be automatically updated to conform with any revisions to the National FEDQ By-Laws that cause these Chapter By-Laws to be in conflict. The membership shall be notified of all changes.

SECTION 11-3. Except when modified under Section 11-2, an amendment to the By-Laws shall go into effect immediately upon approval by the membership, unless otherwise specified before the ballots are issued.

ARTICLE XII

DISSOLUTION

SECTION 12-1. The Chapter may voluntarily dissolve only upon written vote submitted by no less than two-thirds of the members in good standing.

SECTION 12-2. After the vote to dissolve the Chapter, the Board shall, after paying or making provisions for the payment of all liabilities of the Chapter, forward any remaining funds to the Treasurer of FEDQ.

[Article XIII, Adoption of By-Laws, omitted]