



BYLAWS PRIDE AT WORK, AFL-CIO

Article I **Statement of Purpose**

Today, there are a significant number of lesbian, gay, bisexual, transgender, queer, intersex, and asexual (LGBTQIA+) workers in the workforce in the United States. Both the LGBTQIA+ communities and the labor movement share common concerns for economic and political justice, equal opportunity, and an improved quality of life for all working people

In recognition of the importance of LGBTQIA+ workers in the workforce and in the labor movement, this organization is established as a membership organization for working people, trade unionists, allies, and future union members who are united around the goal of meeting the needs and promoting the needs of LGBTQIA+ workers.

The primary purposes of the organization, as stated in the Articles of Incorporation, are:

To better the conditions of working people within the meaning of Section 501 (c)(4) of the Internal Revenue Code of 1986 (the "Code") by, among other things; educating LGBT people about their rights as workers, the organized labor movement and principles of trade union solidarity; encouraging and assisting LGBT and other workers to organize and to become active participants in the trade union movement; developing and utilizing the full leadership potential of LGBT workers within the labor movement and within community coalitions; working toward legislation to safeguard and promote the principles of free collective bargaining and social and economic justice for all workers; opposing all forms of discrimination on the job and in our unions based on sex, gender identity, gender expression, sexual orientation, race, national or ethnic origin, age, disability, religion, or political views; encouraging all LGBT workers to register and vote to exercise their full rights and responsibilities of citizenship at the local, state and national levels; educating the union movement and the public about the economic and social needs and interests of LGBT workers.

Article II **Name**

The name of the corporation is Pride at Work, AFL-CIO, (the "Organization") The abbreviation of the organization name is P@W.

Article III **Offices and Registered Agent**

Section I. Offices

The Organization shall continuously maintain in the District of Columbia a registered office, in compliance with District of Columbia Nonprofit Corporation Act, at such place as may be designated by the Board of

Directors. The principal office of the Organization and such other offices as it may establish, shall be located at such place(s), either within or without the District of Columbia, as may be designated by the Board of Directors.

Section 2. Registered Agent

The Organization shall continuously maintain within the District of Columbia a registered agent in compliance with the District of Columbia Nonprofit Corporation Act. Such registered agent shall be designated by the Board of Directors of the Organization.

Section 3. Changes

Any change in the registered office or registered agent of the Organization shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act and as provided in these Bylaws.

Article IV **Board of Directors**

Section 1. General Powers and Duties

The affairs and property of the Organization shall be managed, controlled, and directed by a Board of Directors, which shall also be known as the National Executive Board (NEB). Generally, the NEB and its leadership govern the organization, including setting the organizational direction, ensuring the necessary resources, and providing oversight. The board is also accountable to the public and to the Organization's members. The National Executive Board shall have and may exercise, any and all powers provided in these Bylaws, the Articles of Incorporation, or the District of Columbia Nonprofit Corporation Act, which are necessary or convenient to carry out the purposes of the Organization.

Section 2. Composition of the National Executive Board

- A. The number of Members of the National Executive Board shall be fixed by resolution of the National Executive Board, but in no event shall be less than three. The National Executive Board shall be composed of the following:
- The organization's Executive Officers as defined in Article IX of these bylaws
 - One representative appointed by the President of the AFL-CIO
 - Chapter Representatives elected per Article IV, Section 2, Subsection D
 - One representative from each affiliated International Union, national union, or independent statewide union, or other national organization affiliated to the labor movement as approved by the Executive Committee
 - Three Diversity Representatives elected per Article IV, Section 2, Subsection H
 - One Small Chapters representative elected per Article IV, Section 2, Subsections D and E

Executive Officers and National Executive Board members must be members of Pride at Work and remain in good standing throughout their terms.

- B. Any union or labor organization, as delineated in Article IV Section 2 Subsection A may request, upon commitment to support the work and mission of P@W, an appointment of one person to the NEB to represent their union subject to availability of open seats. Such appointments shall be made in writing by the president of the appointing organization or their designee upon invitation by the NEB. Such appointees may be removed by the appointing organization at any time for any reason upon receipt of a letter from the appointing organization. Vacancies may be filled at any time using the same process as laid out previously in this Subsection.
- C. Chapter Representation on the National Executive Board shall be tied to per capita membership. Per capita is defined as the average dues paid by a chapter in each of the four consecutive years between conventions.
- D. Per capita for chapters chartered since the end of the last convention will be calculated based on the average dues paid in the total number of years they have been chartered. Chapters with 5% of overall

P@W membership shall be entitled to one (1) NEB seat. The term for Chapter Representative seats shall be four (4) years.

- E. On June 30 of non-convention years, the Per Capita membership shall be calculated and chapters notified of this calculation. NEB seats shall only be apportioned in convention years regardless of when a chapter achieves 5% of the average membership. Written notification to be sent to all Chapters entitled to an NEB seat no later than July 15 of convention years.
- F. Smaller chapters (defined as those chapters chartered by P@W but which have not met the 5% P@W membership requirement to qualify for a NEB seat) shall elect, as a group, one (1) Board member to represent all small chapters on the National Executive Board.
- G. Nominations and elections for Small Chapter Representative will commence during the convention according to election rules, to be completed no later than ninety (90) days post-convention. All candidates for Chapter Representative shall be members of the Organization for at least thirty (30) days prior to election. Chapters and Small Chapters are strongly encouraged to seek meaningful diversity among their candidates.
- H. Chapter representatives shall be members in good standing of the Chapter to which they are elected for at least 30 days prior to election. They shall also remain members in good standing of that Chapter, and the organization as a whole, or forfeit their respective seats on the NEB.
- I. Members seeking a Diversity Seat shall be nominated and elected according to the election rules set forth by the Election Committee of the Convention. Sector constituencies and demographics to be considered in identifying diversity representatives, include but are not limited to, race, national origin, industrial sector, rank and file status, gender identity, union representation, gender, age, disability status, and those geographic areas targeted for new chapter organizing.
- J. National Executive Board Members who serve as Executive Officers of the Organization shall be elected in accordance with the procedures outlined in Article IX, Section 2 of these Bylaws. Members of the National Executive Board need not be residents of the District of Columbia.
- K. Members of the National Executive Board are responsible for regular attendance at board meetings and participation in board conference calls. In the event a NEB member cannot attend a meeting of the NEB, they shall notify a co-president and request an excused absence. In the event a NEB member misses more than two consecutive meetings, the co-presidents shall discuss the nature of the absences with the NEB member and suggest a resolution, up to and including resignation or replacement. In the event a NEB member misses more than three consecutive meetings, the Executive Committee shall determine, at their discretion, whether that seat has been vacated.
- L. NEB members shall belong to at least one Standing Committee of the Board and maintain active participation in the same.
- M. The Members of the National Executive Board shall serve four-year terms from convention to convention. The term of a Member shall terminate upon the effective date of their resignation, which may be at any time by giving written notice thereof to the Co-Presidents of the Board; upon their death; relocation outside the jurisdiction of the chapter; or removal from the National Executive Board in accordance with these Bylaws.
- N. In the event of a vacancy of a Chapter Representative to the National Executive Board caused by the resignation, death, relocation outside the jurisdiction of the chapter, or removal of a Chapter Representative, the Chapter where the vacancy exists shall notify the Co-Presidents of the National Executive Board within thirty (30) days of the creation of such vacancy. The impacted Chapter shall elect a replacement representative to the National Executive Board to complete remainder of the unexpired term.
- O. Any vacancy among the Executive Officers of the National Executive Board caused by the resignation, death, or removal of an Executive Officer shall be filled in accordance with Article IX, Section 2, and Subsection C of these Bylaws.

- P. Any member of the National Executive Board, including Officers, may be removed by a two-thirds vote of the National Executive Board at a meeting called specifically for that purpose, after notification to said member's appointing body (union, chapter, or labor organization) of the rationale for removal.
- Q. The individuals elected to the office of Co-President of the Organization shall serve as the Co-Presidents of the National Executive Board and shall alternately preside at all meetings of the National Executive Board at which they are present and shall perform such other duties as may be required of them by the National Executive Board. In the absence of either of the Co-Presidents, the Vice-President shall preside at meetings of the National Executive Board and shall perform such other duties as may be required of them by the National Executive Board. When acting as Co-President, the Vice-President shall have all the powers of and be subject to all the rights and restrictions upon the Co-Presidents.
- R. Members of the National Executive Board, other than officers and employees, shall receive no compensation for their services, but by resolution of the National Executive Board, may be reimbursed for any reasonable expenses while acting on behalf of the Organization.

Section 3. Meetings of the National Executive Board

- A. Meetings of the National Executive Board shall be held at least once per year and shall be announced according to the provisions of Article IV Section 3 Sub-Section C and open to all members. Additional meetings may be called, subject to the same requirements, by the Executive Committee, or on written request of one half of the National Executive Board.
- B. The time and place of all meetings of the National Executive Board shall be designated by the Co-Presidents. The meetings may be held within or without the District of Columbia or virtually.
- C. A regular meeting of the National Executive Board may be held upon notice of thirty (30) days. A notice of fifteen (15) days shall be given for special meetings. Notice of a meeting of the National Executive Board shall specify the date, time, and place of the meeting, but need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally, including by telephone, to each Member, or mailed, including the sending of an electronic mail, to their business address. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with sufficient postage prepaid thereon. If such notice is given by electronic mail, it shall be deemed delivered when transmitted. Notwithstanding the foregoing, a Member may waive notice of any regular or special meeting of the National Executive Board by written statement filed with the Board, or by oral statement at any such meeting. Attendance at a meeting of the National Executive Board shall also constitute a waiver of notice, except where a Member states that they are attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.
- D. One-half of the entire membership of the National Executive Board, as fixed in these Bylaws, shall constitute a quorum for the transaction of business at any Board meeting. In the absence of a quorum, a majority of National Executive Board Members present may adjourn the meeting to another time, without further notice. When a quorum is once present to organize a meeting, it is not broken by the subsequent departure of one or more National Executive Board Members from the meeting, provided that at least one-third of the Board is present at all times.
- E. Except as otherwise provided by law, Articles of Incorporation, or these Bylaws, all matters before the National Executive Board shall be decided by an affirmative vote of a majority of the Members present at a meeting at which a quorum exists.
- F. Any action required or permitted to be taken at any meeting of the National Executive Board may be taken without a meeting, provided all members consent in writing and set forth in the same writing the action or decision taken or made. Such consent in writing shall have the same force and effect as a vote of the National Executive Board at a meeting and may be described as such in any document executed by or on behalf of the Organization.

- G. Any or all National Executive Board Members may participate in a meeting of the National Executive Board, or a committee of the National Executive Board, by means of conference telephone or by any means of communication by which all persons participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 4. Roles and Responsibilities of Representatives to the National Executive Board

- A. Representatives of affiliated International, national, or statewide unions, and other national labor organizations shall represent their organization on the Pride at Work National Executive Board; shall seek financial and in-kind support from their organization that is commensurate with the size of the Member's organization for Pride at Work activities; shall build a strategic relationship between their organization and P@W; shall work to increase P@W membership by recruiting P@W members from their organization; and shall advocate and advance the mission, policies, and goals of Pride at Work within their respective organizations.
- B. All NEB members shall work to develop a plan to incorporate underrepresented groups at all levels of the organization; to recruit and mentor new P@W members; and to evaluate progress of expanding representation within the work of the organization. It shall be the responsibility of all Officers and the entire NEB to recruit and retain a diverse and inclusive membership.
- C. In addition to the general duties laid out herein for all NEB Members, shall assist in building and maintaining relationships with outside organizations in the LGBTQIA+, labor, and progressive movements.
- D. Chapter Representatives shall communicate with the staff, the Executive Committee, and the National Executive Board the needs, activities, and financial reports of local chapters and shall communicate national policy and programs to the local chapters; shall support organizing at the chapter level and in the surrounding geographic area; and mentor new chapter and P@W leadership. Chapter Representatives are required to participate in NEB meetings, their own Chapter meetings and activities, and are generally accountable for basic chapter health.

Article V

Executive Committee of the National Executive Board

Section 1. Executive Committee

- A. The officers of the Organization, together with such other members as designated by the National Executive Board, shall serve on the Executive Committee of the National Executive Board (hereafter "Executive Committee"). The Executive Committee shall act for the Organization between meetings of the National Executive Board, except that any such actions taken by the Executive Committee may be overridden by a majority vote of the National Executive Board at any regular or special meeting. Moreover, except as expressly provided by a resolution adopted by a two-thirds majority of the National Executive Board, the Executive Committee shall not have the authority to alter or amend these Bylaws, to remove or appoint members of the National Executive Board, to appoint or remove officers, or to adopt an annual budget.
- B. The Executive Committee shall keep regular minutes of its proceedings and shall report the same (excluding executive sessions) to the National Executive Board when required. A member of the Executive Committee may be removed without cause by a two-thirds vote of the National Executive Board at a meeting specifically called for such purpose, provided at least fifteen (15) days' notice is given to each National Executive Board Member specifying the purpose of the meeting. The National Executive Board at a regular or special meeting shall fill vacancies on the Executive Committee.

Section 2. Meetings of the Executive Committee

- A. Regular meetings of the Executive Committee shall be held at least twice each year. Special meetings and executive sessions may be called upon the written request of three (3) Members of the Executive Committee. The purpose for the Special meeting shall be specified when the meeting is called. The

Executive Committee may also meet in executive session at any duly called Executive Committee meeting.

- B. The time and place of all meetings of the Executive Committee shall be designated by the Co-Presidents. The meetings may be held within or without the District of Columbia or by video or telephone conference call.
- C. A regular meeting of the Executive Committee may be held upon notice of thirty (30) days. A notice of fifteen (15) days shall be given for special meetings. Notice of a meeting of the Executive Committee shall specify the date, time, and place of the meeting, but except as provided in Article XIII, need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally, including by telephone, to each Executive Committee Member, or mailed, including the sending of an electronic mail, to their business address. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with sufficient postage prepaid thereon. If such notice is given by electronic mail, it shall be deemed delivered when transmitted. Notwithstanding the foregoing, a Member of the Executive Committee may waive notice of any regular or special meetings of the Executive Committee by written statement filed with the Committee, or by oral statement at any such meeting. Attendance at a meeting of the Executive Committee shall also constitute a waiver of notice, except where a Member states that they are attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.
- D. One-half of the entire membership of the Executive Committee, as fixed in these Bylaws, shall constitute a quorum for the transaction of business at any Executive Committee meeting. In the absence of a quorum, a majority of Executive Committee members present may adjourn the meeting to another time, without further notice. When a quorum is once present to organize a meeting, it is not broken by the subsequent departure of one or more Executive Committee Members from the meeting, provided that at least two Members of the Committee are present at all times.
- E. Except otherwise provided by these Bylaws, all matters before the Executive Committee shall be decided by an affirmative vote of a majority of Executive Committee Members present at a meeting at which a quorum exists.
- F. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting, provided all Members consent in writing and set forth in the same writing the action or decision taken or made. Such consent in writing shall have the same force and effect as a vote of the Executive Committee at a meeting and may be described as such in any document executed by or on behalf of the Organization.
- G. Any or all Executive Committee Members may participate in a meeting of the Executive Committee by means of conference telephone or by any means of communication by which all persons participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 3. Other Committees

The Executive Committee may create other committees consisting of one or more Executive Committee Members and such other persons as are designated by the Executive Committee. These committees shall have such authority as the Executive Committee may by law and these Bylaws direct.

Article VI **Chapters**

Section 1. Formation and Composition

The Executive Committee shall charter all chapters of the organization. Chapters must have by-laws, a process for electing officers, and a financial officer who provides quarterly financial and membership information to the Chapter and to the NEB. Chapters shall have at least five (5) dues paying members in good standing and

must include members of at least one (1) International, national, or independent statewide union, or other organizations affiliated to the labor movement approved by the Executive Committee.

Newly chartered Chapters shall receive provisional status for the first year. Membership records, dues, and all Chapter finances will be handled by the National Office during this time. After the first year the Executive Committee shall review chapter membership and determine whether a provisional chapter shall become a full-fledged chapter or maintain its provisional status.

Chapters that successfully emerge from provisional status, given additional requirements, may elect to control their own finances. Chapters that wish to open a bank account and have more control over their funds must fulfill all state and federal requirements for the formation of a nonprofit organization. In addition, the Chapter shall have fifteen (15) dues paying members in good standing and must include members of at least three (3) International, national, or independent statewide unions, or other organizations affiliated to the labor movement approved by the Executive Committee. Such Chapters shall also submit to an annual audit by the National Office to ensure legal and fiscal compliance.

- A. Chapters must notify the National Office when elections are scheduled and when officers are elected or re-elected. Chapters must notify the National Office of any modifications to their bylaws.
- B. Chapters facing difficulty achieving or maintaining the membership and union representation requirements set forth herein may appeal to the Executive Committee of the NEB to request an exemption from this requirement.
- C. To merge or divide the jurisdiction of a Chapter or Chapters, Chapters in good standing may appeal to the Executive Committee for consideration.
- D. In the event a Chapter dissolves or otherwise loses its Chapter status, its members immediately become At-Large members.
- E. The National Executive Board may establish additional procedures to recognize new chapters. Any member in good standing may appeal such procedures to the convention.

Section 2. Autonomy

On issues and matters of local concern, all local chapters shall be fully autonomous from the Organization, except that the Organization through the National Executive Board, shall be empowered to establish reasonable due process to determine that Chapters and their officers conform to the purposes of the Organization as established by these Bylaws.

- A. On issues and matters of national concern, the decisions and actions of all local chapters shall be consistent with the policies and positions on such issues and matters established by the Organization.
- B. The Organization will only take positions on local and state issues in consultation with the local Chapter – if one exists.

Section 3. Chapter Conduct

In addition to these bylaws, the NEB has established a Code of Conduct for the organization in order to ensure the safety and security of all meeting and event participants at Pride at Work meetings and events, whether virtual or in person.

- A. Chapters and their officers shall abide by these Bylaws and the Code of Conduct established by the NEB and enforce these Bylaws and the Code of Conduct at all times during events and meetings, whether in person or virtual.
- B. Chapters that do not maintain these Bylaws or the Code of Conduct in meetings and events, whether in person or virtual, may face disciplinary action up to and including probation or revocation of the Chapter's charter.

Article VII Members

Section 1. Qualifications

The Organization shall be composed of local chapters with individual memberships, and of at-large members in geographic areas without chapters. The Executive Committee, whose decision shall be final, shall resolve any dispute as to eligibility for membership in the Organization. Membership shall be open to union members and individuals seeking to become union members, as well as straight allies of equality for LGBTQIA+ workers and LGBTQIA+ individuals supporting workers' labor rights. In order to maintain membership in the Organization, each member shall pay annual dues to the Organization in an amount to be established by the National Executive Board. The Organization may issue certificates evidencing membership therein.

Members who fall within the existing jurisdiction of a Chapter shall be considered members of that Chapter unless a member submits a request in writing to the National Office to move their membership to another Chapter or to become an At-Large member.

Section 2. Membership Dues

All Members of the Organization shall pay annual dues to the Organization in the amount to be established by the National Executive Board. If a Chapter maintains a bank account of its own, Chapter members may remit the annual dues to the Chapter, which shall forward the dues payment to the Organization twice annually in March and September. In most cases, Chapter members will remit their annual dues payment directly to the National Office and the Chapter's account will be credited appropriately. If a Chapter maintains a bank account of its own, the National Office will remit the Chapters' portion of the dues twice annually for those who make payment to the national and designate a Chapter with their membership.

- A. In case of economic hardship, a chapter may pay all or a portion of a Member's required annual dues, or the National Executive Board may dismiss all or a portion of the dues by a majority vote at a regularly scheduled Board meeting.
- B. At-large members shall remit annual dues directly to the Organization.
- C. Standard dues and how those dues are distributed between Chapters and National, as well as any other dues levels deemed necessary or desirable, shall be fixed by a majority vote of the NEB.

Section 3. Good Standing

To be a member in good standing, the member must meet all the following criteria:

- A. The member must be current on dues as defined by Article VII Section 2 and set by NEB resolution.
- B. The member's first and last name must be disclosed, and one or more valid means of contact must be made available to the national organization from the following list:
 - a. Home mailing address
 - b. Home or mobile phone
 - c. Email address
- C. Organizational members must include the information for an individual person that complies with Sub-Section B of this Section.
- D. Members in violation of any of the provisions in these bylaws or any policy set by majority vote of the National Executive Board, including the Code of Conduct, may face suspension or expulsion from the Organization.

Article VIII
Convention and Membership Meetings

Section 1. Membership Conventions

- A. A membership convention shall be held every four years, at a time and place established by the National Executive Board. The NEB shall also have the authority by resolution to change the month in which the convention is to be held. The convention shall be open to all members and invited guests.
- B. The first order of business of the convention shall be the adoption of the Rules of the Day and such rules shall govern until such time as new Rules of the Day are passed at a subsequent convention. Each member in good standing, having been duly registered by the Convention Rules and Credentials Committee, shall be entitled to one (1) vote for all questions coming before the convention. In the event that three (3) members from three (3) separate Chapters call for a Per Capita vote on any question brought before the convention, voting procedures established by the NEB, or a duly appointed Committee, and approved by the convention delegates as Rules of the Day shall apply. Delegates entitled to cast Per Capita votes shall have been elected by their Chapters prior to the start of the convention.
- C. The convention shall be governed by the Organization's Bylaws and the Rules of the Day, which may be adopted by future conventions of the Organization. In situations where neither the Bylaws nor Rules adopted by the convention are applicable, the convention shall be governed by Robert's Rules of Order.

Section 2. Membership Meetings

- A. The organization shall hold at least one meeting per year that is open to all members. An in-person meeting of the National Executive Board, or a quadrennial convention, shall suffice to meet this requirement.
- B. Special membership meetings may be called by the Executive Committee or the Co-Presidents at the written request of a majority of the Members of the Organization.
- C. Members shall be notified of the place, day and hour of conventions or membership meetings not less than three months in advance, by postal or electronic mail. Members shall be notified of the place, day, and hour of National Executive Board meetings not less than six weeks in advance, by postal or electronic mail.
- D. Written notice stating the place, date, and hour of a special membership meeting, including the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than fifteen (15) days before the meeting, either personally, by mail, or by electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at their address as it appears on the records of the Organization, with sufficient postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when outgoing message is sent to the email address as it appears in the records of the organization.
- E. The quorum and voting requirements for the convention and membership meetings shall be decided by the Executive Committee.
- F. The Organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its conventions, annual membership meetings, special meetings, and meetings of the National Executive Board and of any Committees having any of the authority of the National Executive Board. The Organization shall keep at its registered office or principal office within the District of Columbia a record of the names and addresses of its members entitled to vote. All books and records of the Organization may be inspected by any member or their agent or attorney for any proper purpose at any reasonable time.

Article IX **Executive Officers**

Section 1. Officers

The Executive Officers of the Organization shall consist of two (2) Co-Presidents, a Vice President, a Treasurer and Fundraising Director, and a Recording Secretary, and such other officers and assistant officers as the National Executive Board may from time to time establish. The duties of any such officers and assistant officers shall be fixed by the Executive Committee.

Executive Officers shall be responsible for attending meetings of the Executive Committee and participating in Executive Committee conference calls. Executive Officers who are not able to take part consistently in Executive Committee business shall be asked to step down so that they may be replaced.

Section 2. Terms

- A. The Executive Officers of the Organization shall be elected at the convention by the members of the Organization eligible to vote in such election as established by these Bylaws.
- B. The Executive Officers of the Organization shall hold office for a term of four years from the effective date of their election. If re-elected, an individual may serve as an Executive Officer for succeeding terms without limitation.
- C. The term of office of any Executive Officer shall terminate upon the effective date of their resignation submitted orally or in writing to the Executive Committee; upon their death; or upon a two-thirds majority vote of the Executive Board to remove them from office. In the case of a midterm vacancy for any Executive Officer, the National Executive Board, at its next scheduled meeting or a meeting called for that purpose following the vacancy, may nominate and elect by a majority vote, a successor Officer to fill such vacancy. The term of the successor Officer elected to fill a mid-term vacancy shall be the unexpired portion of the predecessor Officer's term. Any candidate for an Executive Officer vacancy must be a current member of the National Executive Board and must be a member of the Organization for at least six (6) months prior to nomination.

Section 3. Qualifications

Executive Officer candidates may, but need not be, members of the National Executive Board; however, all Executive Officers and candidates must be members of the Organization in good standing. All candidates for Executive Offices shall be members of Pride at Work in good standing six (6) months prior to the start of the convention during which the election shall be held.

At least one Co-President shall be non-male, non-cisgender, or a combination thereof.

Section 4. General Powers and Duties

- A. The duties and powers of the Executive Officers of the Organization shall be as provided in these Bylaws or as provided pursuant to these Bylaws, or (except to the extent inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.
- B. The Co-Presidents shall share duties of their respective offices as decided between them and shall have equal decision-making authority. In the event of a dispute between Co-Presidents, the disputed decision shall be brought before the Executive Committee, which shall render a final decision by a majority vote.

Section 5. Co-Presidents

The Co-Presidents shall: provide leadership in coordinating the Organization's convention and annual meeting; propose an annual budget, serve on the Finance Committee and lead fund-raising efforts for the organization; serve as liaison with the National AFL-CIO; lead, design, and help implement the activities of the Organization, including membership recruitment efforts, organizing, education, coalition building, and civil rights activities; provide overall direction to, and training for, members of the National Executive Board;

supervise the staff; alternately preside at National Executive Board meetings, annual meetings, and the convention; and be available as a spokesperson for the Organization.

Section 6. Vice President

The Vice President shall assist the Co-Presidents in performing their duties. In the absence of one of the Co-Presidents, the Vice President shall serve as Co-President. In case of disability, resignation, death, or removal of a Co-President, the Vice President may serve as interim Co-President until the succeeding Co-President is elected pursuant to Section 2, Subparagraph C of this Article. When acting as Co-President, a Vice President shall have all the powers of and be subject to all the restrictions upon the Co-Presidents.

Section 7. Treasurer and Fundraising Director

The Treasurer and Fundraising Director shall work with the appropriate staff and officers to ensure completion of the following duties: keep full and accurate account of the receipts and disbursements of the Organization, deposit or cause to be deposited all moneys and other assets in the name and to the credit of the Organization in such depositories as may be designated by the Executive Committee; disburse or cause to be disbursed Organizational funds, making proper vouchers for such disbursements; render to the Co-Presidents and to the Executive Committee, upon request, an accounting of all financial transactions, audits, and the financial condition of the Organization; maintain membership for voting purposes; service as a resource for Chapter Treasurers; oversee the budget of the Organization and prepare quarterly budget execution reports for the Executive Committee. The Treasurer shall serve as the Chair of the Finance Committee and together with the appropriate staff shall develop the Organization's annual budget; shall develop, maintain, and execute an appropriate annual fundraising plan in keeping with the organizational budget; shall ensure that the Organization files all appropriate tax and corporate reports and that the Organization carries proper disability and other necessary insurance. The Treasurer shall perform such other duties as the Executive Committee may prescribe.

Section 8. Recording Secretary

The Recording Secretary shall be responsible for keeping and disseminating an accurate record of proceedings (including all votes and minutes) of all meetings of the Executive Committee and the NEB, and such other actions of the Organization as the Executive Committee shall direct. They shall give or cause to be given notice of all meetings in accordance with these Bylaws or as required by law. They shall also perform such other duties as the Executive Committee may prescribe.

Section 9. Inspections

Both the Treasurer and the Secretary shall permit any member of the National Executive Board or their duly authorized attorney to inspect all books and records of the Organization, for any purpose at any reasonable time.

Article X **Staff**

Section 1. Director(s)

The staff of the Organization shall consist of no less than one Executive Director appointed by a majority vote of the Executive Committee. Such Director(s) shall serve at the will of the NEB, shall work under the direction of the Co-Presidents, shall perform all duties assigned to them by the Executive Committee, and shall receive such compensation and benefits as are approved by Executive Committee.

Section 2. General Powers and Duties

Unless otherwise fixed by resolution of the NEB, the Director(s) shall be the registered agent for the purposes of Article III Section 2 of these Bylaws. The Director(s) may, with the authorization of the Co-Presidents, enter into and execute on behalf of the Organization contracts, leases, debt obligations, and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation, and these Bylaws, except when such documents are required by law to be otherwise signed

and executed, or where the signing and execution thereof shall be exclusively delegated to some other officer or agent of the Organization.

- A. The Director(s) may hire staff to perform duties on behalf of the Organization. Such staff shall report to and be managed by the Director(s) or their designee.
- B. Except as laid out in Section 1 of this article, no officer, Executive Committee member or member of the NEB may individually instruct the Director(s) or any other employee.
- C. The Director(s) shall be ex-officio members of the NEB, the Executive Committee, and all committees. The Director(s) shall attend all meetings of the Executive Committee and NEB except when part or all of the meeting is in Executive Session, or any other conflict of interest exists.

Article XI **Miscellaneous Provisions**

Section 1. Seal

The seal of the Organization shall be square in form and shall have inscribed thereon the words: Pride at Work, AFL-CIO, (“District of Columbia,”) and (“Corporate Seal”).

Section 2. Checks

All checks, drafts, or other orders for the payment of money over an amount prescribed by the Executive Committee shall require the authorization of the Co-Presidents and, if paying by check, two signatures, at least one of which is that of a Co-President, the Treasurer, or such other officer or officers as the Executive Committee may from time to time designate.

Section 3. Fiscal Year

The fiscal year of the Organization shall be determined by a resolution of the Executive Board.

Article XII **Legislative and Political Positions**

Section 1. Positions and Policies

The Organization may adopt positions and policies on legislative and political matters, but only to the extent such positions and policies are not in conflict with the policies, positions, and best practices prevailing in the labor movement.

Section 2. No Conflict

Any amendment to the Organization’s Articles of Incorporation or these Bylaws may not be in conflict with the policies and principles of the AFL-CIO.

Article XIII **Amendments**

Section 1. Amendments of Bylaws

Interim Bylaws may be adopted by a majority vote of the National Executive Board. Thereafter, permanent Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, only at the membership convention upon two-thirds vote of accredited members present or in accordance with Article VII, Section 1, Subsection B.

Section 2. Amendment of Articles of Incorporation

The Articles of Incorporation may be altered, amended, or repealed, or new Articles of Incorporation adopted, at any meeting of the Executive Committee, but only if (1) the action taken is approved by the affirmative vote of a majority of all Executive Committee Members present at such meetings; and (2) at least ten (10) days written notice is given of the intention to take such action at such meeting.

Adopted on 22nd day of June, 2001
Amended: September 20 and 21, 2003
Amended: September 14, 2012
Amended: August 27, 2015
Amended: August 24, 2018
Amended August 20, 2022
_____ Secretary

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