

**BYLAWS**  
**PRIDE AT WORK, AFL-CIO**  
*As Amended: September 20 & 21, 2003*

**Article I**

**Statement of Purpose**

Today, there is a significant number of lesbian, gay, bisexual and transgender (LGBT) workers in the workforce in the United States. Both the LGBT 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 LGBT workers in the workforce and in the labor movement, this organization is established as a membership organization for trade unionists who are united around the goal of promoting the needs of LGBT workers.

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

To better the conditions of working people and thereby further labor organization purposes within the meaning of Section 501(c)(5) 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 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”).

## **Article III**

### **Offices and Registered Agent**

Section 1. Offices. The Organization shall continuously maintain in the District of Columbia a registered office, in compliance with the District of Columbia Nonprofit Corporation Act, at such place as may be designated by the Board of Directors. The principle 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. The National Executive Board shall have, and may exercise, any and all powers provided in 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 initial National Executive Board shall be comprised of the individuals named as Directors in the Articles of Incorporation. These Executive Board Members shall serve until their successors are chosen and qualified by election at the convention.

B. 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 Organization's Executive Officers, Chapter Representatives elected from Chapters, one (1) Member of the National Executive Board who shall be appointed by the President of the AFL-CIO, one (1) representative from each recognized International LGBT union caucus (maximum one per International),

and a maximum of six (6) Diversity Representatives to be appointed by the National Executive Board.

On June 30 of each non-convention year, smaller chapters that meet or exceed the average membership of the largest chapter that was entitled to one (1) NEB representative at the previous convention shall be entitled to elect one (1) representative to the NEB.

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 three consecutive years between conventions. Per capita for newly chartered chapters will be calculated in the same way, but based on the number of years they have been a chartered chapter. Chapters with 5%-9.9% of overall PAW membership shall be entitled to one (1) NEB Board seat. Chapters with 10% or more of overall PAW membership shall be entitled to two (2) NEB Board seats. No less than sixty (60) days prior to the convention, the Secretary shall cause written notification to be sent to all Chapters announcing the number of eligible NEB positions they are entitled to. Smaller chapters (defined as those chapters chartered by PAW but which have not met the 5% PAW membership requirement to qualify for a Board seat) shall elect, as a group, two (2) Board members to represent all small chapters on the National Executive Board. Nominations and elections for small Chapter Reps will commence during the convention according to election rules, to be completed no later than 3 months post convention. All candidates for Chapter Representative shall be members of the Organization for at least thirty (30) days.

Chapters eligible for two NEB Representatives, and Small Chapters collectively electing two NEB Representatives, are strongly encouraged to seek meaningful diversity among their candidates. Therefore, Chapters should avoid

electing two NEB Representatives of the same privileged status (e.g. white, male, union staff, etc.).

The National Executive Board, upon review of the overall diversity of the NEB, shall determine which (and whether) diversity categories are under-represented on the NEB) and shall appoint up to six (6) additional members to the NEB. Once specific diversity needs have been identified, PAW shall announce the available NEB positions and those PAW members interested in serving on the NEB shall apply to the NEB, or be nominated by a member of the NEB for consideration. (Categories covered under diversity include but are not limited to race, industrial sector, rank and file status, gender identity, union representation, gender, age and those geographic areas targeted for new chapter organizing, etc.)

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.

C. The Members of the National Executive Board shall serve 3-year terms. The term of a Member shall terminate upon the effective date of his or her resignation, which may be made at any time by giving written notice thereof to the Co-Presidents of the Board; upon his or her death; relocation outside the jurisdiction of the chapter, or upon removal from the National Executive Board in accordance with these Bylaws.

D. In the event of a vacancy of a Chapter Representative(s) to the National Executive Board caused by the resignation, death, relocation outside the jurisdiction of the chapter, or removal of a Chapter Representative(s), 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.

E. 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 Subparagraph C of these Bylaws.

F. A Chapter Representative of the National Executive Board may be removed without cause by a two-thirds vote of the National Executive Board at a meeting specifically called for such purpose.

G. 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 he or she is present, and shall perform such other duties as may be required of him or her by the National Executive Board. In the absence of either of the Co-Presidents, the Vice Co-Presidents shall alternately preside at meetings of the National Executive Board and shall perform such other duties as may be required of him or her by the National Executive Board. When acting as Co-President, a Vice Co-President shall have all the powers of, and be subject to all the restrictions upon the Co-Presidents.

H. 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 incurred while acting on behalf of the Organization.

Section 3. Meetings of the National Executive Board.

A. Regular meetings of the National Executive Board shall be held at least once each year, and shall be announced and open to all members of the

Organization. Special meetings may be called upon the 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.

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, except as provided in Article V of these Bylaws, 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 a telegram, fax or electronic mail, to his or her 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 telegram, it shall be deemed delivered when the content of the telegram is delivered to the telegraph company. If such notice is given by fax or 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 he or she is 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, the 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 Diversity and International Union LGBT Caucus National Executive Board Representatives. Diversity Representatives shall represent the category/sector/ region/etc. they were recruited to the National Executive Board to represent. In addition to attending



NEB meetings the Diversity Representatives, in consultation with the Officers and/or NEB, shall develop a plan to incorporate their underrepresented interest/group at all levels of the organization; to recruit and mentor new PAW members among those they represent; and to evaluate progress of expanding representation within the organization.

International Union LGBT Caucus Representatives shall represent their International Union's LGBT Caucus on the NEB; shall seek financial and in-kind support from their International Union for PAW activities; shall build a strategic relationship between PAW and the International Union; and shall increase PAW membership by recruiting PAW members from their International.

Section 5. Roles and Responsibilities of Chapter and Small Chapter National Executive Board Representatives. Chapter Representatives shall communicate with the staff, Executive Committee and National Executive Board the needs and activities 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 PAW 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. 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. 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 Executive Board, to appoint or remove officers, or to adopt an annual budget. The Executive Committee shall keep regular minutes of its proceedings and shall report the same 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 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.

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 a telegram, fax or electronic mail, to his or her 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 telegram, it shall be deemed delivered when the content of the telegram is delivered to the telegraph company. If such notice is given by fax or 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 meeting 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 he or she is 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 one-third of the Committee is present at all times.

E. Except as 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 every chapter of the Organization. Any chapter of the Organization shall have at least ten (10) paid members, with at least three (3) International or National Unions of the AFL-CIO, represented in the chapter, a financial officer who provides quarterly financial and membership information, chapter by-laws, and a process for electing local officers.

A. Chapters facing difficulty achieving this threshold due to lack of union density, etc., may appeal to the Executive Committee of the NEB for an exemption of this requirement. Newly chartered chapters meeting these requirements shall receive provisional status for the first year. 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. The National Executive Board may establish additional procedures to recognize new chapters. A fully recognized member 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 conform to the purposes of the Organization as established by these Bylaws. On issues and matters of national concern, the decisions and action of all local chapters shall be consistent with the policies and positions on such issues and matters established by the Organization.

## **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. In order to maintain their membership in the Organization, each member shall pay annual dues to the Organization in an

amount to be established by National Executive Board. The Organization may issue certificates evidencing membership therein.

Section 2. Membership Rights. Members of local chapters and at-large Members are Members of the Organization, and shall have the right to vote for officers of their local chapters; for Chapter Representatives and Small Chapter Representatives to the National Executive Board where eligible; and for Executive Officers of the Organization, who shall be elected at the convention. Only those Members of the Organization who have been paid members for sixty (60) days prior to the convention shall be eligible to vote in elections for Executive Officers. Members of the Organization shall be eligible to run as candidates for local chapter offices, executive offices, and for membership on the National Executive Board. All candidates for executive offices shall be Members of the Organization for at least six (6) months prior to nomination and shall not have been an employee of the organization for the previous year.

Section 3. Membership Dues. All Members of the Organization shall pay annual dues to the Organization in an amount to be established by the National Executive Board. 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. At-large members shall remit the annual dues directly to the Organization. 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.

## **Article VIII**

### **Conventions and Membership Meetings**

Section 1. Membership Conventions.

A. A membership convention shall be held every three years, at a time and place established by the National Executive Board. The Executive Board 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. 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 Executive Board 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. Regular meeting of the Members of the Organization shall be held annually at such time and place as determined by the Executive Committee. The Executive Committee shall have the authority by resolution to change the month in which the membership meeting is to be held. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Organization.

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. Written notice stating the place, day and hour of the convention or membership meeting shall be delivered not less than thirty (30) or more than one hundred and twenty (120) days before the meeting, either personally or by mail, by or at the direction of the Co-Presidents or the persons calling the meeting, to each member entitled to vote at such convention or meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Organization, with sufficient postage thereon prepaid.

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 or more than thirty (30) days before the meeting, either personally or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Organization, with sufficient postage thereon prepaid.

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 his 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 a male identified and a female identified Co-President, a male identified and a female identified Vice Co-President, an Organizing Vice President, a Treasurer, a 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 Board, or by the Co-Presidents if authorized to do so by the National Executive Board. The initial Executive Officers of the Organization shall also serve as National Executive Board Members.

### Section 2. Terms.

A. The initial Executive Officers of the Organization shall be the persons who were elected as Executive Officers at the Organization's third national convention held prior to incorporation. Thereafter, 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 three years from the effective date of their election. 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 his or her resignation submitted orally or in writing to the

Executive Committee; upon his or her death; or upon a two-thirds majority vote of the Executive Board to remove him or her from office. In the case of a mid-term vacancy for any Executive Officer, the National Executive Board, at its next scheduled meeting 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 Officers may, but need not be members of the National Executive Board; however all Executive Officers must be members of the Organization. All candidates for Executive Offices shall be members of the Organization for at least six (6) months prior to nomination.

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 and Vice 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-officers, 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 fundraising 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 Co-Presidents. The Vice Co-Presidents shall assist the Co-Presidents in performing their duties. In the absence of one of the Co-Presidents, the Vice Co-President of the same gender identification as the absent Co-President shall serve as Co-President. In case of disability, resignation, death or removal of a Co-President, the Vice Co-President of the same gender identification as the non-serving Co-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 Co-President shall have all the powers of, and be subject to all the restrictions upon the Co-Presidents.

Section 7. Treasurer. The Treasurer 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 Organization 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; serve 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 Chair of the Finance Committee and together with the appropriate staff, 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 be bonded and shall perform such other duties as the Executive Committee may prescribe.

Section 8. Secretary. The 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 such other actions of the Organization as the Executive Committee shall direct. He or she shall give or cause to be given notice of all meetings in accordance with these Bylaws or as required by law. The Secretary shall have custody of the corporate seal of the Organization, and he or she shall have the authority to affix the same to any instrument requiring it. The Secretary shall ensure that procedures for elections are followed and serve on the Elections Committee if not a candidate. He or she shall also perform such other duties as the Executive Committee may prescribe.

Section 9. Organizing Vice President. The Organizing Vice President shall report to the Co-Presidents and work with the appropriate staff to continue the growth of the organization and carry out the organizing agenda of PAW as established by the NEB.

Section 10. Inspections. Both the Treasurer and the Secretary shall permit any member of the National Executive Board or his or her 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 Director appointed by a majority vote of the Executive Committee. Such Director(s) shall work under the direction of the Co-Presidents, shall perform all duties assigned to him or her by the Executive Committee, and shall receive such compensation and benefits as are approved by Executive Committee.

**Section 2. General Powers and Duties.** The Director(s) may, with the authorization of the Co-Presidents and Treasurer, 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 where 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. The Director(s) may, subject to the authorization of the Co-Presidents, hire staff to perform duties on behalf of the Organization.

## **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 shall require two signatures, at least one of which is that of a Co-President, 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 resolution of the Executive Committee.

**Article XII**  
**Legislative and Political Positions**  
**Amendments to Articles or Bylaws**

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 consistent with all policies and positions on such matters established by the AFL-CIO.

Section 2. Political Action Committees. The Organization may not establish a political action committee, nor may it endorse or publicly support any candidates for electoral office.

Section 3. Amendments. Any amendment to the Organization's Articles of Incorporation or Bylaws, adopted pursuant to Article XIII of these Bylaws, must be consistent with the policies and principles of the AFL-CIO.

**Article XIII**  
**Amendments**

Section 1. Amendment 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.

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 two-thirds of all Executive Committee Members present at such meeting; and (2) at least ten (10) days' written notice is given of the intention to take such action at such meeting.

Adopted on the 22<sup>nd</sup> day of June, 2001.

Amended: September 20 and 21, 2003

\_\_\_\_\_ Secretary