

Bylaws of Aggie Allies

Article I: Name

The name of this organization shall be Aggie Allies, hereafter referred to as “Allies.”

Article II: Mission

The purpose of Allies is to provide visible support to and a safe and welcoming environment for persons of diverse sexual orientations, gender identities and/or gender expressions (hereafter referred to as “the Community”). Through programming and educational activities, Allies will strive to promote diversity and acceptance in the Brazos Valley.

Article III: Membership

The membership of Allies is open and consists of individuals inside and outside the Brazos Valley. In order to become a member, interested individuals must attend an educational and informative training workshop entitled “Allies Advance.” At the completion of the workshop, all attendees are given the opportunity to sign a contract proclaiming their willingness to support, listen to, and provide resources for anyone who needs support within the Community. Once an attendee chooses to sign the contract, they have officially become a member of the organization.

Article IV: Aggie Allies Steering Committee

The Aggie Allies Steering Committee (hereafter referred to as the “Steering Committee”) exists to keep the Allies membership focused on the organization’s mission, maintain an ethic of inclusiveness, recruit and educate members, recognize those individuals who have gone above and beyond in support of the Community, and inform members of programs that they may want to attend in support of the Community.

1. Duties and Powers: The property, affairs, and business of the organization shall be under the care and management of the Steering Committee, subject to local, state and federal law, and these Bylaws. The Steering Committee shall have ultimate fiduciary responsibility for the organization. It may create and dissolve committees, enter into contracts, and create any and all policies of the organization, which then become organizational law. The Steering Committee shall be in charge of managing the day-to-day operations of the Allies and coordinating among the standing committees and any additional committees established by the Steering Committee.
1. Composition and Qualifications: The Steering Committee shall be in charge of managing the day-to-day operations of the Allies and coordinating the actions among the standing committees and any additional committees established by the Steering Committee. The Steering Committee shall be made up of the following officer positions:
 - a. President
 - b. Vice President (President-elect)
 - c. Secretary
 - d. Treasurer
 - e. Past President
 - f. Education Chair
 - g. Communications Chair

The Steering Committee shall also include the chairs of all standing committees, and any ex-officio members deemed appropriate by the Steering Committee. Except for the ex-officio members, all Steering Committee members shall serve either as an officer, a

standing committee chair, or a member of a standing committee. Ex-officio members (those representing partner organizations) have the same rights and privileges as do all other members, excluding the right to vote. The Steering Committee will aim to be inclusive of diverse populations among the Community. To that end, and to the extent that qualified persons are available, the Steering Committee shall strive to represent the diverse Community, including such attributes as gender, sex, age, race, sexual orientation, gender identity, gender expression, religion, national origin, physical ability, and other forms of identity and identity self-expression. No person shall be denied Steering Committee membership due to identity or identity self-expression.

2. Appointment of Steering Committee members: Steering Committee members must be members of Aggie Allies. Steering Committee member-candidates may be nominated by any Steering Committee member or may self-nominate, either to expand the Steering Committee, at the end of a Steering Committee member's term, or in the case of a resignation or vacancy. Appointment of Steering Committee members shall be by quorum (see V.1.b.). Voting by quorum shall be done without the nominated present. Appointment of Steering Committee members to fill expired terms shall be held at the last meeting of the calendar year. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term will pre-date the appointment). Steering Committee members whose terms have expired may continue serving until they or their successors are appointed.
3. Terms: Steering Committee members shall serve terms of two years, with a maximum of six consecutive years. The terms of office for Steering Committee members shall be staggered so that one-third of the Steering Committee memberships will expire each calendar year (or if the number does not evenly divide by thirds, it shall be divided as close to thirds as possible). If a member wishes to re-join the Steering Committee after serving six consecutive years they must sit out for a period of not less than one year.
4. Resignation: While any Steering Committee member may resign at any time in an emergency situation, the standard procedure shall be for the Steering Committee member to deliver written notice to the Secretary or President at least one week prior to the next Steering Committee meeting, at which time such resignation shall be presented to the Steering Committee. A resignation shall take effect at the time specified in the notice, if any. Any Steering Committee member may withdraw their resignation and resume their position if done prior to the effective date as stated in the written notice. After the effective date, the resigning Steering Committee member may be subsequently re-appointed by the Steering Committee.
5. Vacancies: Vacancies shall be filled by quorum, and the new Steering Committee member filling the vacancy shall serve for the remainder of the term of the Steering Committee membership that was vacated. Vacancies shall be filled as soon as practical. Any Steering Committee member may make nominations to fill vacant Steering Committee memberships.
6. Removal: A Steering Committee member may be removed by resolution of the Steering Committee adopted by a quorum, at a Regular Meeting, or Special Meeting called for that purpose. The full Steering Committee, including the Steering Committee member under consideration for removal must first be notified of such at least fourteen (14) days prior to the meeting at which the vote is to be taken. The Steering Committee member under consideration for removal must be notified by Certified letter. Steering Committee members can be removed for any of the following reasons:
 - a. Absence from three consecutive Steering Committee meetings.
 - b. Failure to perform duties of the position as determined by the Steering Committee.

- c. Willful violation of the provisions of these Bylaws.
 - d. Engaging in an activity not authorized by the Steering Committee and which is against local, state, or federal law and which harms or has the potential of harming the Allies. This may include harm to the reputation of the Allies or its standing with the public.
 - e. Such other reasonable cause as may be determined by the Steering Committee.
7. Return to Office: A Steering Committee member who has been removed from office may be returned to office by the Steering Committee upon its finding that the cause for removal has been remedied. The former Steering Committee member would follow the same nomination process as other potential Steering Committee members.

Article V: Meetings

1. Steering Committee Meetings: The Steering Committee shall meet at least once quarterly. A convenient time and place for each meeting will be established by the President, and the Secretary will communicate this information to the Steering Committee at least fourteen (14) days in advance. Any general member is welcome to attend the Steering Committee meeting to learn more about Allies' operations or to volunteer for specific tasks or committees. The Steering Committee can call for a closed session meeting at the end of any general Steering Committee meeting or as necessary.
- a. Special Meetings of the Steering Committee: Special Meetings may be called by the President or by a minimum of 1/3 of the Steering Committee making the request to the President. A Special Meeting requires that each Steering Committee member have notification of the meeting at least forty-eight (48) hours in advance. Such meetings serve to facilitate decisions concerning emergency business. Criteria for quorum for this meeting type shall remain the same as those for regular meetings.
 - b. Quorum: Two-thirds of voting Steering Committee members shall constitute a quorum for the transaction of business.
 - c. Voting: The Steering Committee shall strive to achieve consensus at all times. If, after reasonable efforts, consensus has not been achieved, the President shall put the matter to a vote. Each voting Steering Committee member shall be entitled to cast one vote on all matters presented to the Steering Committee for approval, except that the President may vote only where the vote of the other Steering Committee members present has resulted in a tie. Steering Committee members shall be permitted to participate by speaker phone or other electronic means in meetings they cannot attend. The minutes of the Steering Committee's meetings shall contain the voting record of all Steering Committee meetings and shall be available for review.
 - d. Protocol: The agenda containing points of business and the protocol by which meetings are conducted are the responsibility of the President. The President will request agenda items from the Steering Committee members. The details of protocol for meetings will be up to the discretion of the President; however, the President may defer to the Secretary on meeting protocol, referring specifically to the latest edition of Roberts' Rules of Order.
2. General Meetings: The general membership of the Allies will be invited to a town hall format meeting at least once per calendar year. The specific format and content of these meetings is up to the discretion of the Steering Committee and will be presided over by the President. All Steering Committee members should make every effort to attend these general meetings.

3. Committee meetings: Each of the standing committees shall meet at least one time every six months. The frequency of meetings, however, is ultimately contingent upon the nature of the committee's purpose and duties. The schedule and location of meetings shall be established by each committee's chair to accommodate the committee's responsibilities and the availability of the committee's members.

Article VI: Standing Committees

Aggie Allies shall have four (4) standing committees formed to do the work of the organization on an ongoing basis. Committees are chaired by members of the Steering Committee, as indicated below.

1. Committees and Terms:
 - a. Communications Committee - Develops communications and marketing plan for Allies; manages all communications and marketing, including emails, fliers, and promotional materials. The Allies webmaster will manage the web presence of the Allies at the directions of the Communications Committee.
 - b. Membership Committee - Develops and coordinates recruitment plan for Allies; conducts biannual Allies member evaluation surveys; oversees updates to the membership database and listserv; coordinates all volunteers for table staffing or other events.
 - c. Education Committee - Develops educational plan for Allies; oversees all educational initiatives, including the Allies Advance workshops, continuing education events, and other educational programs; coordinates facilitators for the Allies Advance workshops.
 - d. Finance Committee - Develops budget and fundraising plan for upcoming fiscal year to present to the Steering Committee in April/May; presents the end-of-year financial report to the Steering Committee within 35 days prior to the end of the fiscal year; assists the Treasurer in budgetary responsibilities; plans, coordinates, and collects donations from fundraising events as well as collects member dues during Allies events.
2. Committee Members: Committee members can be selected from both current Steering Committee members as well as the general Allies membership. Committee member selection shall be up to the discretion of the Chair of the committee. Membership of each committee shall be communicated to the Steering Committee.
4. Additional Committees: The Steering Committee may from time to time establish additional standing or temporary committees as needed. Such committees shall have and exercise such prescribed authority as determined by the Steering Committee. The Steering Committee may authorize these committees to exercise any powers, responsibilities, and duties consistent with local, state, and federal law, and these Bylaws. The chairs of temporary committees do not serve on the Steering Committee unless they are a chair of a standing committee in addition to chairing a temporary committee, or serve as another position on the Steering Committee. Temporary committee chairs report to the Steering Committee through the President.

Article VII: Officers

1. Officers: All Allies officers shall serve on the Steering Committee and shall consist of the following positions:
 - a. President
 - b. Vice President (President-elect)
 - c. Secretary

- d. Treasurer
 - e. Past President
 - f. Education Chair
 - g. Communications Chair
2. Appointment and Removal of Officers: President, Vice-president, and Past President shall serve one-year terms (sequence of three years total commitment). All other officer positions shall serve two-year terms, with up to two consecutive terms. A person may be nominated for an officer position either by volunteering or by being nominated by Allies membership, with the consent of the nominator. The election and appointment of new officers shall be by Steering Committee quorum, conducted at the first meeting of the calendar year, or as soon as practical thereafter. Officers shall remain in office until their successors have been appointed. If a member wishes to re-join as an officer after serving the maximum term, they must wait for a period of not less than one year.
2. Vacancies: If a vacancy occurs during the term of office for any appointed officer, the Steering Committee shall appoint a new officer to fill the remainder of the term as soon as practical.
3. Duties of the Officers
- a. President
 - i. Schedules, sets agenda, and facilitates Steering Committee meetings;
 - ii. Ensures that officer positions are filled and essential tasks are being completed;
 - iii. Serves as primary contact person for Allies information and routes referrals as appropriate;
 - iv. Shall serve as the official representative of Allies, and may appoint other Allies membership to serve as a representative as needed.
 - b. Vice-president (President-elect)
 - i. Chairs the Membership Committee;
 - ii. Acts in place of the President in the event of the President's absence or inability to act;
 - iii. With approval of the Steering Committee, becomes the President at the conclusion of the current President's term.
 - c. Secretary
 - i. Attests to and keeps the Bylaws and other legal records of the Allies, or copies thereof;
 - ii. Sees that all records of the Allies are properly kept and filed;
 - iii. Takes minutes or may designate an Assistant Secretary to take minutes of all Steering Committee meetings, and sends them electronically to the Steering Committee within seven (7) days following each meeting;
 - iv. Collects and files committee minutes from all committees;
 - v. Keeps a record of the names, addresses, and terms of the Steering Committee members and officers;
 - vi. Ensures that all records of the Allies, minutes of all meetings, and records of all votes, are available for inspection by any Steering Committee member during reasonable hours by appointment.
 - vii. Acts as Steering Committee parliamentarian;
 - d. Treasurer
 - i. Chairs the Finance Committee;
 - ii. Keeps Excel spreadsheet of revenue (donations) and expenses (bills, purchases);
 - iii. Gives financial report at each Steering Committee meeting;
 - iv. Checks to ensure that bills are paid and obtains purchase orders;

- v. Tracks deposits and confirms donations are deposited properly to Allies account;
 - vi. Reconciles Allies account quarterly;
 - vii. Verifies monthly statements;
 - viii. Sends thank you notes and verification of donation to donors;
 - ix. Sends reminders and thank you notes to members about suggested dues;
 - x. Seeks approval of the Steering Committee for purchases over \$100;
 - xi. Complies with the terms for financial reporting as indicated in any existing MOUs/contracts.
- e. Past President
- i. Serves for a one-year term after serving as President;
 - ii. Acts in an advisory capacity to the President and the Steering Committee.

Article VIII: Operations

Funding Sources: Allies depends on donations to fulfill its mission. Allies members are asked to pay suggested dues each year, an amount that is significant to each individual. Aggie Allies participates in and/or sponsors fundraising events.

Article IX: Dissolution

The dissolution of the Allies may take place after a ballot of all members of the Steering Committee if there is a 4/5 majority of currently active Steering Committee members voting in favor of such a dissolution. If Allies is dissolved, any remaining money shall be donated to an exempt non-profit organization under Section 501(c)(3).

Article X: Amendments

These Bylaws shall be amended by quorum of the Steering Committee.

I hereby certify that these Bylaws were approved and adopted by the Steering Committee of Aggie Allies on January 20, 2025.

_____ President