

# BYLAWS OF THE LGBTQ+ SECTION OF THE DELAWARE STATE BAR ASSOCIATION 

## Amended \& Restated on February 15, 2024

## ARTICLE I: IDENTIFICATION

1.1 NAME. This Section shall be known as the "LGBTQ+ Section" and shall be hereinafter designated simply as "the Section."
1.2 PURPOSE. The Section shall address issues that are important to attorneys with an interest in legal issues relating to lesbian, gay, bisexual, transgender, and queer ("LGBTQ+") people. The Section shall promote the objectives of the Delaware State Bar Association (the "Association") within the context of professional development, community building, and the study of legal issues as it relates to the Section's purpose and membership. To that end, it shall be the purpose of the Section to improve the public service rendered by its members in legal matters concerning the LGBTQ+ community, to promote the professional development and interests of its members, to provide education to all members of the Association and the Section about legal issues affecting the LGBTQ+ community, and to provide a common meeting ground for all attorneys who are interested in the purpose of the Section.
1.3 LIMITATIONS. These Bylaws have been adopted subject to the Bylaws of the Association.

## ARTICLE II: MEMBERSHIP

2.1 ENROLLMENT. Any member in good standing of the Association shall, upon request to the Secretary of the Association, be enrolled as a member of the Section by the payment of annual Section dues. Notwithstanding the foregoing, pursuant to § 2.1 of the Association's Bylaws, new admittees to the Delaware state bar may become members of the Section prior to the payment of Section dues.
2.2 THE MEMBERSHIP. Members so enrolled, and whose dues are paid pursuant to the provisions of this Article, shall constitute the membership of the Section.
2.3 DUES. Pursuant to § 7.4 of the Association's Bylaws, dues for membership in the Section shall be in an amount proposed by the Section and approved by the Executive Committee of the Association (the "Executive Committee"). Pursuant to § 2.2 of the Association's Bylaws, dues are payable upon enrollment and thereafter annually in advance each year at the beginning of the Association's fiscal year succeeding such enrollment or at such other time as established by the Association.

## ARTICLE III: OFFICERS OF THE EXECUTIVE BOARD \& EXECUTIVE BOARD FUNCTIONS

3.1 OFFICERS. The Officers of the Section shall consist of the following seven (7) positions, which shall collectively comprise the Executive Board of the Section (the "Board"):
(1) Chairperson;
(2) Co-Chairperson or Vice-Chairperson;
(3) Secretary;
(4) Treasurer;
(5) Law School Outreach Coordinator;
(6) Member-at-Large; and
(7) Member-at-Large.

Officers shall be individuals elected or appointed pursuant to Article IV below. Officers shall perform the following functions:

CHAIRPERSON(S). The Chairperson shall preside at all meetings of the Section, have general and active management of the business of the Section, including: ensuring notices are issued in advance of all meetings and other activities, organizing and contracting with vendors for Section events, and corresponding with the Section.

VICE-CHAIRPERSON. The Vice-Chairperson shall aid the Chairperson in the performance of the Chairperson's responsibilities in the manner and to the extent the Chairperson may request. In the absence of the Chairperson at a specific meeting, the Vice-Chairperson shall preside at the meeting.

SECRETARY. The Secretary shall maintain the files, keep a record of the meetings of the Executive Board and Section, keep an accurate roll of the Officers, and perform such other duties as may be required by the Chairperson. In the absence of the Chairperson or ViceChairperson at a specific meeting, the Secretary shall preside at the meeting.

TREASURER. The Treasurer shall maintain all financial records of the Section and shall consult with and assist all of the Officers with the work of the Section generally in the manner and to the extent each Officer may request. The Treasurer shall also be responsible to ensure all bills incurred by the Section are paid by the Section. At the request of the Chairperson,
the Treasurer shall report and provide at each member meeting a detailed statement of the financial status of the Section, including moneys received and expended.

LAW SCHOOL OUTREACH COORDINATOR. The Law School Outreach Coordinator will develop, organize, and coordinate the Section's law school outreach program. The Law School Outreach Coordinator shall also assist the Section in developing relationships with LGBTQ+ student groups of various law schools located throughout the Country and will lead efforts to mentor and support prospective Delaware Attorneys and newly admitted Delaware Attorneys.

MEMBERS-AT-LARGE. The two Members-at-Large shall aid the other Officers in the performance of their responsibilities in the manner and to the extent the Chairperson may request.
3.2 EXECUTIVE BOARD DUTIES. The Board shall (a) schedule and coordinate the Section's meetings, (b) communicate with the Executive Committee, (c) network with other sections of the Association, (d) recommend any amendments to the Section's Bylaws, (e) authorize all contracts that entail the payment of money, and (f) establish Section committees. The Board shall not authorize commitments that entail the payment of more money during any fiscal year than the Section possesses in its account.
3.3 MEETINGS. The Board shall hold meetings as needed at such time and place as the Board shall determine. A quorum of the Board shall be four (4) Officers in order to conduct business. Meetings may be held by such means, in person or by remote communication, as the Chairperson shall determine. Notice of meetings may be given by either the Chairperson, the Secretary, or any Officer delegated to provide such notices and may be in any manner, including email, designed to reach all Officers. If by personal email, such emails must be
verified by the Officer prior to the first notice being sent. The notice need not state the purpose of the meeting; however, an agenda is required to be distributed to the Officers at least two (2) hours prior to the meeting.

On any matter requiring approval of the Board, the matter shall only be approved upon a majority vote of the entire Board in favor of such matter. The Officers may vote in person or by written consent delivered to the Secretary at least one (1) hour prior to the meeting. Written consent may be satisfied by the Officer emailing the Secretary from a professional or verified personal account with their vote as long as the Officer has included a signature block and signature in the email.
3.4 COMMITTEES. The Board may establish such committees as it deems necessary and desirable to effectively promote and further the purpose and activities of the Section. The Board may likewise terminate such committees, determine the functions and duties of those committees, and specify the number of committee members. The Board may overrule any decision of a committee.

## ARTICLE IV: BOARD ELECTIONS, VACANCIES, \& REMOVAL

4.1 ELECTIONS. Officers shall be elected at an annual Section meeting of members in April ("April Meeting"). Section members may seek self-nomination or nominate other members for office by notifying the Chairperson(s) in writing, by an April deadline to annually be determined by the Board, that the member seeks to run for a particular Officer position, or is nominating another member for office. A member may only run for one Officer position each election, and shall select one office if they have been nominated for multiple offices. At the April Meeting, the Officers shall be elected by a plurality vote of the Section members present, with each member possessing one vote per Officer position.

Proxy voting shall not be permitted. Votes must be cast in person verbally or by written ballot. If the April Meeting is being held virtually, then votes must be cast verbally while the member is visible on camera or via the program's "Chat" function to the Chairperson and the Secretary who will confirm the result. After each member has cast their vote for each Officer position, the Chairperson shall tally the votes cast, and the Secretary shall confirm the results. Alternatively, if each candidate comprising the complete Board is running unopposed, then the Chairperson shall call for a voice-vote and a majority of the Section members present shall elect the unopposed Board by acclamation. The complete Board may not include Co-Chairpersons and a Vice-Chairperson. The Secretary shall confirm the results.
4.2 TERM OF OFFICE. The term of office shall begin on the first day of August following the April Meeting held to elect Officers and run for one (1) year. Officers are permitted to seek re-election to the same or different offices in successive or future years. Prior to the April Meeting, the Chairperson(s) shall confirm with each current Officer whether they seek to run for re-election and inform the Section of the same prior to the April meeting or later nomination deadline established pursuant to Section 4.1.
4.3 VACANCIES. Except in the case of a Chairperson vacancy, Board vacancies shall be filled by appointment by the Chairperson or an unanimous vote of both Co-Chairpersons. The member voted in to fill a vacancy will only serve for the balance of the remaining term. If a Chairperson vacancy occurs, then an Officer shall nominate a member of the Section and a majority vote of the remaining Board shall confirm said member to the position.
4.4 REMOVAL. Officers may only be removed for good cause (as deemed by the Board), such as failing to perform their duties, by vote of the Board at a special meeting. Only an

Officer (the "Removing Officer") can seek to remove another Officer (the "Removed Officer"). The removal process may be initiated by a Removing Officer emailing the Chairperson and requesting a special meeting. If the Removed Officer is a Chairperson, then the Removing Officer shall email the Co-Chairperson or Vice-Chairperson. The Removed Officer shall be given two (2) weeks' notice of the special meeting, the purpose of the special meeting, and an opportunity to defend themselves prior to the removal vote at the special meeting. Removal shall require the affirmative vote of two-thirds of the officers comprising the Board, excluding the Removed Officer (i.e.: if no Officer positions are vacant, then the required vote will be four [4] out of six [6]).

## ARTICLE V: MEMBERSHIP MEETINGS

5.1 ANNUAL MEETING \& MEETINGS. As noted in § 4.1, the Section shall hold the April Meeting, which shall be an annual meeting, and such other meetings of its members at such time and place as the Board shall determine. Among the matters of business to be transacted at the April Meeting shall be the election of Officers and such other matters as shall be decided by the Chairperson(s).
5.2 QUORUM. A quorum of Section members shall be those members present at any meeting duly noticed and convened.
5.3 CONTROLLING VOTE. The action of the Section shall be by a majority vote of a quorum of members present, except for Officer elections as outlined in §4.1.
5.4 VOTING ELIGIBILITY. Any member of both the Association and the Section whose good standing can be certified by the records of the Association shall be eligible to vote.
5.5 NOTICE OF MEETINGS. Notice of a membership meeting shall be distributed to the members twice: one (1) week before the meeting and twenty-four (24) hours before the
meeting. Notice of meetings may be given by the Chairperson, the Secretary, or any Officer delegated to provide such notices and may be in any manner, including email, designed to reach all members. The notice need not state the purpose of the meeting; however, an agenda is required to be distributed to the members at least twenty-four (24) hours prior to the meeting. Notice sent via e-mail to the list of members' e-mail addresses maintained by the Association shall be a sufficient notice method.

### 5.6 ATTENDANCE BY NON-MEMBERS. Non-members of the Section may attend its

 meetings with the consent of the Chairperson(s), but shall not be entitled to vote.
## ARTICLE VI: PUBLIC STATEMENTS, LEGISLATION \& PUBLIC POLICY

6.1 INDEPENDENT STATEMENT. A proposal to make public comment on behalf of the Section on proposed legislation or matters of public policy must be approved by the Board. However, if the timeframe of the legislation or matter of public policy is exigent, then under such circumstances, the consent of the Chairperson shall be sufficient approval.

## ARTICLE VII: AMENDMENTS \& OVERRIDING AUTHORITY

7.1 BYLAWS AND SECTION AMENDMENT. The Bylaws of this Section and any amendments shall be approved by the Board. The approved Bylaws shall then be introduced at a meeting of the Section members for discussion, prior to the Bylaws approval by the Executive Committee pursuant to § 7.2. At this meeting, the Section members may recommend changes to the Bylaws, and a majority of the Board present at the meeting may vote to further amend the Bylaws based upon the recommendations raised by the Section members.
7.2 ASSOCIATION APPROVAL OF AMENDMENT. Pursuant to § 7.6 of the Association's Bylaws, the Executive Committee must approve any amendment to these

Bylaws, unless the Executive Committee has also vested the right to make, alter or amend any or all of these Bylaws in the members or the Officers of this Section through written communication.
7.3 ASSOCIATION BYLAWS. The Section shall be bound by these Bylaws and by the Bylaws of the Association.

