**Flag Zero Bylaws**

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|  | **ARTICLE I Name and Purpose** | (1) This organization shall be "Flag Zero" ("Committee") of the Board of Governors of the Federal Reserve System ("Board").      (2) The purpose of the Committee is to advise the Staff Director for management and the EEO Programs Director on issues affecting LGBTQQIAAPP (“LGBT”) employees at the Board. Though the Committee shall focus primarily on issues which effect all LGBT employees or subgroups thereof, all LGBT employees are within the scope of the Committee if there exists the potential that a particular problem may affect a group of LGBT employees or all LGBT employees. The Committee will work to encourage pride and motivation and to promote their education and professional development through activities, programs, and seminars. |
|  | **ARTICLE II Membership** | 1. The Committee shall consist of one representative and one alternate from each division or group of divisions of the Board. Small divisions may be grouped together for purposes of representation as recommended by the Committee and approved by the Staff Director for Management. 2. Representatives shall be LGBTQQIAAPP employees of the Board. Representatives are entitled to vote and shall be eligible to serve as officers of Executive Committee. |
|  | **ARTICLE III Organization** | (1) The Officers of the Committee shall be Chairperson, Vice Chairperson, Secretary, and Parliamentarian.      (2) There shall be an Executive Committee composed of the Chairperson, Vice Chairperson, Secretary, Budget Chair and Event Chair. The Executive Committee shall conduct the business of the Committee between regular meetings and shall be responsible for reviewing the progress of subcommittees between regular meetings of the Committee. Any actions taken or activities engaged in by the Executive Committee, or by any individual member(s) of the Executive Committee on behalf of the Committee, between meetings of the full Committee, shall be brought to the attention of all members at the next meeting of the full Committee.      (3) The Executive Committee shall have primary responsibility for preparing and reviewing any written material or other communications of the Committee. The Executive Committee shall also prepare the agenda for regular meetings of the Committee.      (4) The committee may create subcommittees to investigate issues or to conduct the business of the Committee. Subcommittees shall make regular reports to the Committee on the task assigned to them and shall cease to exist when an issue is resolved or it is determined by the Committee that no further action is necessary.      (5) A subcommittee may include employees who are not members of the Committee if involvement by nonmembers has been approved by the Committee. |
|  | **ARTICLE IV Election, Replacement, and Removal of Members** | (1) The Chairperson of the Committee shall appoint a Nominating committee not less than sixty (60) days prior to the annual election of the Committee. The Nominating Committee shall consist of four (4) employees. The Advisory Committee members of the Nominating Committee are eligible to run for re-election.      (2) The annual election will be held at least five (5) working days prior to the annual meeting.      (3) The annual meeting shall occur in the month of December at a time and place designated by the Executive Committee.      (4) The Nominating Committee shall prepare a list of candidates with biographical sketches for distribution to all LGBT employees at least twenty-one (21) days prior to the election. The Nominating Committee, subject to approval of the Committee, will define an election procedure that will insure a Committee that is representative of the various job categories and divisions.      (5) The Nominating Committee shall be responsible for the printing of the ballot and for notifying the Secretary of the results.      (6) Prior to the annual election, the Chairperson shall appoint a committee of volunteers to cunt all ballots. No candidate for a position on the committee shall be appointed to count ballots.      (7) The nominee receiving the highest number of votes cast from his/her division shall be declared elected to that divisional vacancy. The nominee receiving the next highest number of votes in each divisional election shall be the division alternate. If there are no additional nominees, the Committee shall appoint an alternate.      (8) In the event of a tie vote, the tie shall be broken by drawing lots.      (9) The Secretary shall certify the election results.      (10) The newly elected members of the Committee shall assume their duties at the first meeting following the annual meeting.      (11) All vacancies occurring sixty (60) days or more before the annual meeting shall be filled by a majority vote of the regular members at a regular meeting of the Committee or special meeting called for this express purpose. The regular member elected to fill a vacancy shall complete the unexpired portion of the original term. Vacancies occurring less than sixty (60) days before the annual meeting shall be filled at the annual election in accordance with selection procedures described in this article.      (12) Any regular member of the Committee may be removed, with cause, by a two-thirds vote of the regular members of the Committee present at a regular meeting of the Committee or a special meeting called for this express purpose.      (13) Any divisional vacancy created by removal, with cause, should be filled immediately by a special election within the affected division if no duly elected alternate is available to fill the vacancy. |
|  | **ARTICLE V Election and  Removal of Officers  and Executive Committee Members** | (1) All regular members of the Committee shall be eligible to serve as Officers of the Committee and as members of the Executive Committee.      (2) The Officers and members of the Executive Committee shall be elected for one year terms by a majority vote of the regular members of the committee at a special meeting of the Committee held as soon as practicable after the annual meeting.      (3) In the event of the inability of the Chairperson to perform the Chairperson's duties due to illness, death, resignation, abandonment, or removal (with cause), the Vice Chairperson shall immediately succeed the Chairperson for the remainder of the unexpired term or in the case of illness, until the Chairperson is able to perform the duties of that office.      (4) Vacancies occurring in other Executive Committee positions shall be filled by a majority vote of the regular members of the Committee at a regular meeting of the committee or a special meeting called for this express purpose.      (5) Any officer or member of the Executive Committee may be removed from Office with cause, by two-thirds (2/3) vote of the regular member of the Committee present at a special meeting of the Committee called for this express purpose. |
|  | **ARTICLE VI Duties of Officers** | (1) The Chairperson shall:   1. call meetings of the Committee or the Executive Committee as prescribed in Article VII. Sections 2 through 4, or as deemed necessary for the conduct of business. 2. preside at meeting of the Committee and Executive Committee. 3. serve as the official representative of the Committee on all matters of interest to the Committee, after due consultation with the Executive Committee. 4. serve as an ex-officio member of all committees, except the Nominating Committee and any ad hoc balloting committee.       (2) The Vice Chairperson shall:   1. assume the duties of the Chairperson in the absence of the latter. 2. execute any other duties assigned by the Chairperson.       (3) The Secretary shall:   1. conduct the correspondence of the Executive Committee and the Committee, and maintain records of all transactions made by or on behalf of the Committee. 2. maintain a current membership roster of the Committee. 3. maintain adequate minutes of the proceedings of the Executive Committee and the Committee and distribute them to members of the committee prior to the next meeting. 4. give notice to the members of the Executive Committee, the Committee, or members of subcommittees of all orders, resolutions, or proceedings affecting them or pertaining to their respective duties. 5. notify committee members of special meetings of the Executive Committee and the Committee as provided for in these bylaws.   (4) The Budget Chair shall:  a. manage the food, entertainment, graphics and other functions budget.  b. prepare two-year budget projections.  c. collect and provide receipts to the EEO Office and oversee all disbursements.  d. provide quarterly comparative financial analysis statements.  e. provide financial recommendations to the Executive Committee.  (5) The Event Chair shall:  a. organize outreach, educational and social events.  b. work with the Budget Chair to ensure fiscal responsibility and sustainability of the Committee.  c. undertake and/or delegate any special tasks for particular events. |
|  | **ARTICLE VII Meetings** | (1) The annual meeting of the Committee shall be held at a time and place designated by the Executive Committee.      (2) Regular meetings of the Committee shall be held at least monthly and shall be open to all employees except when such meetings (or portions thereof) are closed by a two-thirds (2/3) majority vote of the regular and alternate members present.      (3) Special meetings of the committee shall be at the call of the Chairperson or may be called by a petition submitted to the Secretary by the majority of the regular members of the Committee. Special meetings of the Committee shall be open to all employees of the Committee, except when such meetings (or portions thereof) are closed by a two-thirds majority vote of the regular and alternate members present.      (4) Special meetings of the committee with the EEO Programs Director shall be called by a majority of the Committee.      (5) All decisions at meetings of the Executive Committee and the Committee shall be by majority vote of the regular and alternate members present and voting, unless otherwise provided for in the bylaws. |
|  | **ARTICLE VIII Quorum** | (1) Majority regular and alternate members shall constitute a quorum for the purpose of conducting business. No action may be taken on behalf of the committee unless a quorum is present.      (2) Notwithstanding paragraph 1 of Article VIII, votes to expel regular members or officers or to amend the bylaws of the Committee may be taken only at meetings at which a majority of the regular members are present.      (3) A majority of the members of the Executive Committee shall constitute a quorum for Executive Committee meetings. |
|  | **ARTICLE IX Rules of Order** | (1) If any member of the Executive Committee, or regular member of the Committee shall be absent without cause from 3 consecutive regularly scheduled meetings or any 5 regularly scheduled meetings, also without cause, after having prior notice of such meetings, such person shall be presumed to have abandoned his position as member of the Executive Committee, or member of the Committee. Thereafter, the secretary of the Committee, acting on behalf of the Committee, shall send a notice of presumed abandonment. If after two weeks from the effective date of such notice, the Secretary or his designate has not received a written response from the member of the Executive Committee, or regular member, the position of such member of the Executive Committee, or regular member shall be deemed to be conclusively abandoned. |
|  | **ARTICLE X Annual Report** | (1) The Committee shall issue a report annually ("Annual Report") which shall be available to all employees of the Board at the annual meeting.      (2) The Annual Report shall contain a roster of Committee members, summaries of business transacted during the year, vacancies resulting from expulsions and resignations, and a discussion of pending business for the coming year.      (3) Preparation of the Annual Report shall be the responsibility primarily of the Executive Committee, which may solicit assistance as may be required from other members.      (4) The Annual report shall be discussed at a regular meeting of the Committee and must be approved by a majority of the members prior to distribution. |
|  | **ARTICLE XI Amendments** | (1) Amendments to the bylaws require a two-thirds (2/3) majority vote of the regular members at a meeting of the committee following the meeting at which the amendments were discussed.      (2) On approval by the Committee, the amendments will be submitted by the Chairperson to the EEO Programs Director for his or her consideration.      (3) Amendments shall become effective upon approval by the EEO Programs Director and adoption by the Committee. |