

HONOR Political Action Committee GOVERNING BYLAWS

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I. MISSION

The HONOR Political Action Committee (aka "HONOR PAC") advocates for the political empowerment of the Latina/o LGBT communities. The PAC supports candidates and ballot propositions that advance progressive policies that directly address the unique needs and views of the Latina/o LGBT communities. This document shall serve as the governing bylaws for the Board of Directors of the HONOR PAC.

II. NAME

The political action committee shall be formally called the HONOR Political Action Committee. (a.k.a. "HONOR PAC"). HONOR means pride in both English and Spanish and represents the empowerment of the gay Latino community that the PAC is working to achieve.

III. GOVERNING AUTHORITY

HONOR PAC, a voluntary non-partisan committee established in the state of California that supports and opposes candidates for elected office and ballot propositions, shall abide by the state and federal laws governing political action committees. All powers and activities of this committee shall be exercised and managed by the Board of Directors of this committee directly, or if delegated, under the ultimate direction of the Board of Directors.

IV. PURPOSE

HONOR PAC shall serve the following purposes:

1. To help elect candidates who support and advocate for the interests of the Latina/o LGBT communities as determined by the HONOR PAC Board of Directors.
2. To help support or oppose ballot propositions according to the interests of the Latina/o LGBT communities as determined by the HONOR PAC Board of Directors.
3. To establish a continuing political campaign fund managed and operated in accordance with the terms of these bylaws.
4. To promote HONOR PAC member education and mobilization of lawful political action among the Latina/o LGBT communities, including seeking elected or appointed political office.

V. POLITICAL ACTION COMMITTEE ORGANIZATION

1. HONOR PAC shall be organized as a committee.
2. The committee shall be composed of no fewer than six Board of Directors. The committee will consist of Founding Directors and Directors both of which will constitute the ("Board of Directors"). The Board of Directors of the committee must be a contributor to HONOR PAC in an annual amount to be determined by the Board of Directors.

A. Founding Directors:

The following persons shall serve as directors of this committee, and shall each be known as the Founding Directors:

Javier Angulo, Sergio Carillo, Ari Gutierrez, Ricardo Lara, Luis Lopez, Felipe Agredano-Lozano, Jeannette Soriano, David Vela.

Founding Directors shall serve as a director for life, or until his/her earlier incapacity, resignation, or removal. Upon termination of the service of any Founding Director as a director for any reason, that Founding Director's position shall be replaced by a new Board Elected Director position on the Board.

3. The committee shall meet at least quarterly per calendar year.
4. Meetings can be called by the President of the committee or any five Board of Directors of the committee.
5. The Board of Directors of the committee shall elect seven officers and one ex officio non-voting officer.

The officers of the committee shall be: President, Executive Vice President, Vice President of Development, Vice President of Membership, Vice President of Government Relations, Vice President of Public Relations and Secretary.

The officers of the committee shall be elected by the Board of Directors of the committee and shall serve as the governing body of the committee. Two thirds of the Board of Directors must be from the Latina/o LGBT community.

The ex officio non voting member shall be: a Student Liaison who may not hold an officer position and will be exempt from the contribution requirements in Section V, subsection 2.

The Student Liaison shall be elected with a simple majority vote from the officers of committee.

A. President

May convene and shall preside over all meetings, and shall carry out any other duties voted upon by the Board of Directors of the committee.

B. Executive Vice President

Shall act in the absence or disability of the President and carry out any other duties voted upon by the Board of Directors of the committee.

C. Vice President of Development

Shall be responsible for overseeing and coordinating PAC fundraising efforts and programs, including corporate and individual sponsorship drives.

D. Vice President of Membership

Shall be responsible for managing committee membership database and all outreach, membership drives, volunteers and communications, between the committee's memberships.

E. Vice President of Government Relations

Shall serve as the liaison between the committee and elected officials, government agencies, state legislatures and Federal Government.

Shall be responsible for all policy matters and issues that are deemed appropriate by the committee.

F. Executive Secretary/Treasurer

Shall keep a record of all proceedings, time and date of meeting attendance, quorum, and minutes of discussion and votes.

Shall keep or cause to be kept all accounts of property and business transactions of the committee. The books of account shall be at all times open to inspection by any officer or Board of Director of the committee.

Shall be responsible for the preparation of a budget to be adopted by the Board of Directors of the committee.

Shall file or initiate the filing of all legally mandated reports with the appropriate public agencies.

- i) The committee may engage the services of a professional treasurer to conduct political reporting, and/or sign accounts on behalf of the PAC. In such event, the committee shall annually review the contract for services, and annually record a vote on its continuation.
- ii) If a professional treasurer is retained, the Vice President of Development shall serve as the assistant treasure and assume all relevant responsibilities.
- iii) A professionally contracted treasurer shall not be eligible to vote on any committee business.

G. Student Liaison

Shall assist the Board of Directors in seeking student input and coordinate student volunteer efforts and input. Shall serve as the liaison between the committee and institutions of higher education.

Shall be responsible for coordinating student volunteer efforts for committee projects and events.

6. Any Director may nominate an individual to serve on the Board of Directors of the committee. A new Director must be approved by a 2/3 vote by the entire Board of Directors of the committee.
7. Elections of the Officers of the HONOR PAC shall occur every two years or until their resignation, removal, or other disqualification from service.

A. Election of Officers:

The committee shall vote upon methods for electing the officers of the committee.

B. Removal and Resignation:

Any officer may be removed, with or without cause, by a 2/3 vote of the Board of Directors at any time or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal is conferred by the Board of Directors. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the Board of Directors of the HONOR PAC, but without prejudice to the rights, if any, of the committee under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

C. Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to

such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

8. Unless otherwise stated, all votes during meetings of the committee shall be carried by the majority of those present at the time of the vote. In addition, the President may, at the President's or acting President's discretion, conduct a vote by telecommunication.
9. A quorum for all meetings of the committee shall be a majority of the Board Members of the committee unless previously determined otherwise by the Board of Directors.
10. The first item of the agenda of each committee shall be approval of the agenda for that meeting.
11. Robert's Rules of Order shall govern all conduct so specified and voted upon by the committee.

VI. HONOR PAC COMMITTEE AUTHORITY

1. The committee shall have the power to:
 - A. Design and promulgate a program of activities deemed as desirable, necessary and lawful in order to carry out the purposes of HONOR PAC;
 - B. Solicit and disburse funds to candidates seeking election to public offices;
 - C. Solicit and disburse funds to ballot proposition campaigns consistent with the purpose of the HONOR PAC;
 - D. Engage in issue advocacy consistent with the purpose of the HONOR PAC; and,
 - E. Carry out other activities designed to advance the purposes set forth in Article IV of these by laws;
2. The committee shall vote upon all major policies and procedures governing funding, solicitations and disbursements to candidates and ballot proposition campaigns, and methods for recommending endorsing or not endorsing candidates.
3. The committee may appoint permanent and temporary subcommittees to carry out various activities.

4. Committee appointees shall not be compensated for performing their duties except for reimbursement of preauthorized expenses in carrying out these duties.

VII. HONOR PAC COMMITTEE RESPONSIBILITIES

1. The committee shall designate the appropriate Director with responsibility for signing checks, drafts, loans, notes and other documents on behalf of the committee.
2. There shall be no commitment of funds in excess of \$200.00 without specific committee action.
3. The committee shall cause to be established appropriate banking accounts for depositing all contributions and shall have a system of documenting deposits and expenditures. All funds shall be maintained in a bank account separate and apart from the individual funds of the Board of Directors of the committee.
4. The committee shall have its fiscal records appropriately reviewed no fewer than once every three years. Copies of such reviews shall be distributed to each Director member and filed with the President of the committee.
5. The committee shall submit necessary reports on activities as required by the State of California.

VIII. HONOR PAC FINANCING

1. The fund to support HONOR PAC shall be based upon voluntary and solicited contributions allowed under California State Law.
2. The committee, under authority of Article VI, may develop and adopt programs of solicitation of funds as deemed necessary and proper.
3. No contributor shall have any rights, to, or vested interest in the funds held by HONOR PAC by reason of her/his contribution thereto.

IX. HONOR PAC LIABILITY

1. Committee Board of Directors shall be liable only for their individual gross negligence or misconduct in the administration of the committee's monies, fraud, or willful breach of trust embodied in the mission.

2. No committee Director shall be held liable for any action taken or omitted in good faith, nor for acts of any agent of the committee, nor for any act or omission of any other committee member, nor for anything done or omitted in the administration of the committee prior to the date of becoming a member, and the committee is authorized to provide indemnification for any member of the committee from liability on any claims or proceedings instituted against him or her and arising out of acts described in this subsection, and to hold such persons harmless from any expenses connected to the defense, settlement, or payment of monetary judgments on such claims or proceedings.
3. By vote of the Board of Directors, legal counsel may be employed for the committee and these costs shall be a proper charge against the committee's assets.
4. Written financial reports of income and expenditures shall be available to the Board of Directors at each regularly called meeting.

X. CONCLUDING PROVISIONS

1. If any of these provisions is so construed by a court or agency of the State of California to be invalid, the committee shall amend these by laws; in conformity with the requirements of California state laws and regulations, to preserve the sponsored existence of HONOR PAC.
2. These Bylaws may be amended or repealed by the two-thirds vote of the HONOR PAC Board of Directors.

CERTIFICATE OF EXECUTIVE SECRETARY/TREASURER

I, the undersigned, certify that I am the presently elected and acting Secretary of the HONOR PAC, a California political action committee, and the above bylaws, consisting of nine pages, are the bylaws of this committee as adopted at a meeting of the Board of Directors of the HONOR PAC on _____.

Executed on _____ at Los Angeles, California.

(Typed name)
Secretary, HONOR PAC

Enacted ____/____/2005.