UNIVERSITY OF PENNSYLVANIA
LESBIAN GAY BISEXUAL TRANSGENDER
ALUMNI ASSOCIATION (PennGALA)

BY-LAWS
Adopted by the Members, November 2, 2002
Amended by action of the Steering Committee, September 10, 2007
Further amended by action of the Steering Committee, January 23, 2013
Further amended by action of the Steering Committee, May 27, 2014
Further amended by action of the Office of Alumni Relations, July 31, 2014
Preamble

The members of the University of Pennsylvania Gay and Lesbian Alumni Association, having determined that the by-laws adopted October 13, 1998 are an impediment to the growth and effective administration of this Association, wishing to put in place a more functional foundation for the Association’s development, recognizing that the Association’s official status has changed by action of the University, and accepting the unanimous recommendation of their Steering Committee to rescind and replace the said by-laws, do hereby ratify, promulgate, and place in force these new By-Laws.

Article I. Name and Purposes

Section 1. Name of the Association - The name of this association shall henceforth be the University of Pennsylvania Lesbian Gay Bisexual Transgender Alumni Association. Informally, the Association shall be called PennGALA.

Section 2. Status of the Association - The Association is an independent, unincorporated, not-for profit organization affiliated with the University of Pennsylvania in Philadelphia, Pennsylvania. By action of the University and of Penn Alumni and notwithstanding its independent status, the Association is also a Diversity Alliance Group within Penn Alumni and the official representative of the lesbian, gay, bisexual, and transgender alumni before the University, through its Office of Alumni Relations.

Section 3. Purposes of the Association - The purposes of the Association shall be:

(a) To represent the interests of the lesbian, gay, bisexual, and transgender alumni of the University, herein called the “Constituent Alumni,” in maintaining a diverse, affirming, and excellent institution of higher education and in contributing to the greater good of the University;

(b) To foster a sense of community among these Constituent Alumni, and between the Constituent Alumni and other alumni of the University;

(c) To promote a closer relationship between these Constituent Alumni and the University and between the University and these Constituent Alumni; and

(d) To support and advocate for the gay, lesbian, bisexual, and transgender students of the University.

Article II. Membership

Section 1. Qualifications for Membership - Membership in the Association shall be open to all alumni of the University. Individual Constituent Alumni shall automatically be deemed Regular Members of the Association by definition at such time as the University confers their degrees. Alumni who were members of recognized University of Pennsylvania Lesbian Gay Bisexual Transgender Center constituent groups during their tenure at the University shall also be deemed Regular Members of the Association at such time as the University confers their degrees. Individuals, other than current students, who have attended the University but who have not been awarded degrees, and those alumni of the University who are not Regular Members of the Association by definition, may be deemed eligible for Member status by a two-thirds vote of the Steering Committee, on a case-by-case basis. Individual current and former faculty and staff of the University may also be deemed eligible for membership by a two-thirds vote of the Steering Committee. An eligible person, unless automatically a Member as defined above, may become a Member upon written application to the Secretary, and subject to the other provisions of these By-Laws. Having gained the status of a Member, an individual...
shall remain a Member from year to year until said Member resigns, dies, or is removed under the provisions of Section 2; or, in the event dues are instituted, upon said Member’s failure to pay dues in a timely fashion, subject, however, to the provisions of Article IV.

Section 2. Removing and Reinstating Members - A vote of a majority of the Members or of two-thirds of the Steering Committee shall remove a person from membership, or reinstate a person to membership, as the case may be, effective immediately. For the purposes of this Section 2, a vote of the majority of the Members, if held in accordance with reasonable, fair, and commonly accepted practices for such votes, shall supersede or override the results of a vote of the Steering Committee to remove or reinstate a member.

Section 3. Resignation of Members - Any Member may resign by written notice to the Secretary, in which case his or her name shall be stricken from the membership rolls immediately.

Section 4. Special Members – The Steering Committee may, by a two-thirds vote, grant the status of Special Member to an individual who, though not a Regular Member of the Association, has performed exemplary service to the Association or the communities it serves. Such Special Members shall not, however, be entitled to nomination or election to the Steering Committee, nor to vote in any proceeding before the Association.

Section 5. Membership Categories – At such time or times as it may deem necessary or desirable, the Steering Committee may create additional categories of membership.

Section 6. Prerogatives of the Membership - Individual Members may, in their discretion, bring issues, concerns, or proposed changes to the attention of the Steering Committee and request action. In the normal course of business, such requests shall be directed to the Secretary, who shall inform the Steering Committee in timely fashion. If the Steering Committee declines to take action within a reasonable period of time or, in the Member’s opinion, takes action which does not adequately address the matter at hand, the Member may place the matter before the entire membership by means of a Ballot Initiative, subject to the following provisions:

(a) The initiative must be directly relevant to the stated Purposes of the Association under Article I, Section 3 above.

(b) Ballot Initiatives shall in all cases require Members to approve or disapprove, by either a “yes” or “no” vote, a resolution directing the Steering Committee to act on behalf of the Members in the most expeditious and effective way possible, according to the provisions of the resolution. Only Members of the Association in good standing as of five days prior to the date of the first mailing of the ballot shall be eligible to vote.

(c) Prior to circulating the Ballot Initiative, the sponsoring Member or Members shall submit the Ballot Initiative to the Secretary, together with the signatures of no fewer than twenty percent (20%) of the membership (determined from the full mail and electronic mail lists maintained by the Secretary, current on the date of submission) signifying that said members wish the Initiative placed before the full membership.

(d) The Secretary, having certified the accuracy of the signatures on the petition, shall circulate the Ballot to the full membership and shall collect and tabulate votes no later than (30) days from the date of circulation. Ballot Initiatives shall be placed before the membership by the means most likely to reach the maximum number of Members, as determined by the Secretary. An Initiative shall be placed before the Members only during a regular Steering Committee election requiring the issuance of its own ballot or, if no such election is to be held in a given year, by means of a special ballot. No more than one special ballot shall be placed before the members in any year, measured from September 1 to August 31. However, any number of initiative questions may appear on a single ballot.
(e) The Secretary shall report the results of a Ballot Initiative to the Members in timely fashion after certifying the accuracy of the vote, which certification shall be undertaken with all reasonable speed.

(f) In the event a Ballot Initiative is approved by a two-thirds vote of the Members, the Steering Committee shall meet at the earliest possible date to implement its provisions, as required by the Members. In the event a Ballot Initiative fails to gain a two-thirds vote of the Members, it shall be declared defeated and have no effect.

(g) The provisions of this Article II notwithstanding, in no case shall a Ballot Initiative be employed to circumvent the provisions of these By-Laws, unless the Initiative, itself, is constituted as a Resolution to Amend the By-Laws under Article V.

**Article III. The Steering Committee**

**Section 1. Governing Authority** - The authority of the Members of the Association shall be vested in the Steering Committee, which shall be the governing body of the Association. The Steering Committee shall operate and administer the Association within the scope of the By-Laws and shall represent the membership within Penn Alumni and the larger University community. The Steering Committee shall meet from time to time as necessary, either in person or via electronic means, and shall hold an in-person General Business Meeting at least once per year. Each Elected Member of the Steering Committee shall have one vote, and a simple majority of the Elected Members shall constitute a quorum for voting purposes.

The Steering Committee shall have the power to create Subcommittees to conduct the ordinary affairs of the Association, and to delegate authority to such Subcommittees. Subcommittees can include any member or members of the Steering Committee as well as of the Association as a whole, and, when deemed advisable, other suitable persons.

The Elected Members may, from time to time, initiate Executive Sessions of the Steering Committee, which shall be defined as sessions consisting only of the Elected Members and such Appointed or Ex-Officio Members as the Elected Members may choose to have present. An Executive Session may be initiated by a majority vote of the Elected Members, provided that a quorum is present. In no case shall these By-Laws be amended or otherwise altered or suspended, permanently or temporarily, by action of an Executive Session.

**Section 2. Nominations and Elections** - The Steering Committee shall consist of nine members elected by the Regular Members of the Association (the “Elected Members”) and such Appointed Members and Ex-Officio Members as the Elected Members shall, from time to time, wish to appoint, subject to the other provisions of this Article III. All Regular Members of the Association in good standing as of five days prior to the date of the first mailing of a call for nominations shall be eligible for nomination to the Steering Committee. Members may be nominated by themselves or by other Members, but shall only be nominated by Regular Members of the Association. All nominations to Seats on the Steering Committee shall be made in writing in a uniform fashion determined by the Secretary, and transmitted to the Secretary in timely fashion.

Elections for the Seats of Elected Members of the Steering Committee (the “Seats”) shall be held each year during the summer, and the results shall be tabulated and reported to the Members no later than September 1, on which date the new Steering Committee shall succeed the predecessor Steering Committee in governance. The Steering Committee in place at the time these By-Laws come into force shall continue to serve, subject to the normal election cycle established hereunder. In the fall semester of 2002, five Seats on the existing Steering Committee shall be subject to new elections; thereafter, either four or five seats, in alternation, shall be subject to new elections each year. All Seats on the Steering Committee shall have two-year terms, including those filled by the Steering
Committee under Section 3 below, which appointees may thus serve a term shorter than the full two-year term attached to their respective Seats.

For the purpose of electing the Steering Committee, the Members of the Association shall cast a number of votes equal to no more than the total number of open Seats, but they shall not vote more than once for any candidate. All Regular Members of the Association in good standing as of five days prior to the date of the first mailing of an election ballot shall be eligible to vote.

Section 3. Specific Provisions of Nominations and Elections - No more than five of the elected Seats on the Steering Committee shall be held by persons of either the female or male sex. For the purposes of this Section 3, transgender persons shall be counted as male, female, or transgender, according to self-definition. When capitalized in these By-Laws, “Transgender” shall be understood to refer specifically to persons who define themselves as of neither the male nor the female sex.

(a) Open Seats subject to regular elections shall be filled by the top vote recipients of each sex, in descending order, until a “Threshold” number of four males and four females on the resulting Steering Committee has been reached; the remaining Seat will then be filled by the highest vote recipient from among all of the remaining candidates, regardless of gender. In the event that four males and four females have gained Seats, including incumbents, and the next highest male and female vote recipient have received an equal number of votes, then any Transgender nominee not already seated shall fill the remaining Seat; otherwise, the tie will be broken by majority vote of the existing Steering Committee, which shall vote after meeting to consider the qualifications of the candidates; or, in the event the existing Steering Committee is deadlocked, by the Secretary. In the event that a Transgender nominee is among the top vote recipients and seating said Transgender nominee would result in an impermissible number of males or females on the newly elected Steering Committee, then the Threshold number for males and females shall be reduced from four to three, and any remaining seats shall remain open, to be filled by a Special Meeting of the existing Steering Committee according to the aforementioned process.

(b) In the event that the number of nominees to Steering Committee Seats is exactly sufficient to fill the open Seats, and doing so would not result in seating more than five members of either the female or male sex, then the Seats shall be filled by all the nominees without need of a formal election; however, the Secretary shall still notify the Members of the outcome.

(c) In the event that the number of nominees to Steering Committee Seats is at least equivalent to the number of open Seats, but the number of nominees of each sex is insufficient to provide for at least four men or four women on the resulting Steering Committee, then elections shall proceed, and Seats shall be filled as follows: the top vote-getters of each gender shall be seated until such point as one gender occupies five Seats. The remaining seats, regardless of quantity, shall remain open. Any Open Seat or Seats shall be filled by the remaining members of the newly elected Steering Committee, which shall nominate eligible candidates equal in number to the number of Open Seats, for this purpose. Such nominations shall be affirmed by a majority vote of the Steering Committee, and the Secretary shall break any tie.

(d) In the event that the number of nominees, in total, is insufficient to fill the number of open Seats, then the Steering Committee may, at its discretion, either call for new nominations or place its own nominees on the ballot until the number of nominees is at least sufficient, in total quantity and gender allocation, to fill the Steering Committee Seats. However, in no case shall an election be held later than September 1, and the Secretary shall, in all cases, notify the Members of the results in a reasonably timely fashion following the date of the election. The Steering Committee shall be required to make its own nominations, in lieu of holding an
election, if it may reasonably be determined that insufficient time remains to solicit additional nominations and hold a timely election.

Section 4. Unexpired Terms – In the event a Seat on the Steering Committee becomes vacant due to the death, resignation, or removal of its former occupant, the Secretary shall notify the Steering Committee, which shall nominate an individual to complete the term. Such individual will assume the Seat subject to a two-thirds vote of the remaining Steering Committee members, but shall not automatically become an officer.

Section 5. Officers - After the annual election of the Steering Committee, the present chairpersons shall convene the new Steering Committee to elect three officers: two Chairpersons and one Secretary. Terms for all officers shall be for one year unless re-elected. In the event an officer shall resign, die, or be removed, the Steering Committee shall meet as soon as is practicable to elect a successor.

Section 6. Responsibilities of Officers - The general responsibilities of the officers shall be as follows:

(a) The Chairpersons shall call meetings of the General and Steering Committees, preside at such meetings, and represent and act for the Association between meetings. At least one of the Chairpersons, chosen by the entire Steering Committee, shall represent the Association before Penn Alumni, the University’s Office of Alumni Relations, and within the leadership body of the various Diversity Alliance Groups.

(b) The Secretary shall maintain the Minutes of the Association, its official records, and its membership list, and shall be the editor of its newsletter, to be sent to all Association members quarterly, unless another person is so designated by the Steering Committee. The Secretary shall be responsible for the timely announcement of meetings, the administration of nominations, elections, and other votes, and such other duties as the Steering Committee may determine from time to time. Due to University budgeting practices, the Association does not maintain its own accounts but makes use of accounts within the University. The Secretary shall monitor the University’s administration of such accounts and report on this matter to the Steering Committee from time to time, also serving as the liaison by whom requests for disbursements or deposits from or to said accounts shall be made for practical purposes of the Association.

Section 7. Removing Steering Committee Members - An officer or other Steering Committee member shall be removed by the vote of at least six of the voting members of the Steering Committee members.

Section 8. Ex-Officio Members - The Director and Associate Director of the University’s Lesbian Gay Bisexual Transgender Center shall be ex-officio, non-voting members of the Steering Committee. The Steering Committee may also designate other persons, including but not limited to current University students, as ex-officio members from time to time, subject to a majority vote.

Section 9. Appointed Members - The Elected Members may, from time to time, appoint such additional members of the Steering Committee as shall, in the Elected Members’ best judgment, provide necessary experience or guidance, including but not limited to experience or guidance related to tasks, goals, populations or the institutional memory of the Association (the “Appointed Members”). The designation of Appointed Members shall be accomplished by a vote of at least six of the Elected Members of the Steering Committee. Any number of Appointed Members may be designated, provided, however, that the combined total of the Elected and Appointed Members of the Steering Committee shall not exceed fifteen. The Elected Members may, in nominating an Appointed Member, specify the period of time (the “Term”) of the Appointed Member’s service or leave such Term unspecified, as the case may be; however, Appointed Members may be removed from the Steering Committee at any time by a vote of six or more Elected Members, and the Terms of all
Appointed Members shall expire on if not before the August 31 following their appointment. An Appointed Member may be redesignated for an unlimited number of additional Terms. An Appointed Member whose Term expires on August 31 of any given year may be designated to a new Term by a vote of at least six Elected Members of the Steering Committee that convenes on September 1 of the same year. Appointed Members shall not be entitled or permitted to vote in any proceeding of the Steering Committee. Where these By-Laws refer to votes taken by the Steering Committee, they shall be understood to mean votes taken by the Elected Members. Appointed Members shall be ineligible to serve as officers of the Association.

Article IV. Dues and Fundraising

Section 1. Establishment of Dues - The Steering Committee shall have the power to establish, by majority vote, a structure of annual dues, including, if so desired, different classifications of membership tied to the levels of dues paid. However, no individual shall be denied membership in the Association because of an inability to pay dues.

Section 2. Disposition of Dues – Dues collected by the Association shall be used to defray the costs of maintaining the Association, to reduce the cost of activities and services the Association offers to members, and/or to serve as a Treasury or Endowment against which funds may be drawn as needed in the future. Funds so collected shall be kept in an interest-bearing account established in a Federally insured financial institution, such account to be administered by the Treasurer; or, in the event the Association is unable to maintain its own accounts for administrative or tax purposes, such funds shall be deposited in a separate account with the University, to be monitored by the Treasurer in accordance with the provisions of Article III(6)(c) above. The Treasurer shall report the state of such accounts to the Steering Committee at its regular meetings and at such other times as Steering Committee members may require.

Section 3. Fundraising – The Association may, should the Steering Committee or the Members so determine, engage in fundraising for the purposes of supporting the Association’s own activities and designated Purposes under Article I, subject to the provisions of Article VI, Section 6, and only with, written approval by the Assistant Vice President of Alumni Relations.

Section 4. Tax Status – Under no circumstances shall financial activities be undertaken that would violate the Association’s 501(c)(7) tax status, were the Association to enjoy such status.

Article V. Amendments

The By-Laws of the Association shall be amended by the affirmative vote of two-thirds of the Steering Committee, or upon the affirmative vote of two-thirds of the Members of the Association on a Ballot Initiative directing the Steering Committee to so amend the By-Laws. To the extent an amendment may violate the terms of the Association’s relationship to the University of Pennsylvania, its Office of Alumni Relations, or Penn Alumni, or would violate the Association’s tax-exempt status were it to enjoy such status, such amendment shall be null and void and stricken from the By-Laws; however, its other provisions shall remain in force.

Article VI. General Provisions

Section 1. All notices required to be given by these By-Laws shall be deemed delivered five business days after a copy has been deposited, first-class postage or other charges prepaid, at the United States
Postal Service, addressed to the individuals concerned at the addresses on record with the Secretary; or one day after the issuance of an electronic mail message, provided all reasonable care has been taken to assure that the designated recipients are capable of receiving said message.

Section 2. The Association, by vote of the Steering Committee, may indemnify any person who becomes subject to a civil, criminal, or other proceeding because of his or her actions, performed in good faith, on behalf of the Association.

Section 3. No contract or obligation shall be entered into except by vote of the Steering Committee, and no funds shall be withdrawn from the accounts of the Association except pursuant to a vote of the Steering Committee or by such means as it may designate.

Section 4. Members of the Steering Committee shall serve as such without pay or other compensation except for the reimbursement of such reasonable expenses, as authorized by the Steering Committee, that they may incur.

Section 5. In case of the dissolution of the Association, all assets shall be distributed to appropriate tax-exempt organizations, as determined by the Steering Committee. No portion of the proceeds of the Association shall inure to the benefit of any individual or for-profit organization except in payment for services rendered or as reimbursement for expenses incurred.

Section 6. The Association shall operate in a manner consistent with the provisions of Section 501C(7) of the Internal Revenue Code.

Section 7. The Steering Committee shall have the power to convene alternative forms of Steering Committee meetings using proxies, telephone conference calls, postal mail, electronic mail, or other forms of electronic communication provided such meetings provide adequate information, deliberation, and integrity of votes.

Section 8. The election of the Steering Committee by the Members may occur through alternative forms of meeting. The election of officers shall only occur in an actual meeting of the Steering Committee, although some or all of the Steering Committee’s members may attend via alternate means, including but not limited to telephone or Internet.

Section 9. The section headings used in these By-Laws are for the convenience of reference only and shall not be considered part of the By-Laws.

[SIGNED]
THE STEERING COMMITTEE OF THE UNIVERSITY OF PENNSYLVANIA GAY AND LESBIAN ALUMNI ASSOCIATION and of the UNIVERSITY OF PENNSYLVANIA LESBIAN, GAY, BISEXUAL, AND TRANSGENDER ALUMNI ASSOCIATION

Elizabeth B. Cooper, Esq., C’83 Co-Chair
Robert E. Shepard, C’83, G’83 Co-Chair
Matthew Brown, W’87, G’88 Treasurer
Albert M. Moore, SW’86 Secretary
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Joan Lau, EAS’92
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Jill Siegel, C’89, G’01

[SIGNED]
THE ASSISTANT VICE PRESIDENT OF THE UNIVERSITY OF PENNSYLVANIA FOR DEVELOPMENT AND ALUMNI RELATIONS

[SIGNED]
THE SECRETARY OF THE UNIVERSITY OF PENNSYLVANIA ALUMNI SOCIETY

AMENDMENT HISTORY
Article III, Sections 1 and 2 were amended and Article III, Section 9 added in its entirety by action of the Steering Committee, September 10, 2007.

Article III, Sections 5 and 6 were amended, and Article III, Section 6(c) was removed and adapted by Article III, Section 6(b), by action of the Steering Committee, on January 23, 2013