

ARTICLE I

Name and Definition

The name of this unincorporated organization shall be the Rainbow Chamber of Commerce Political Action Committee, hereinafter referred to as the “RainbowPAC.” The RainbowPAC is a voluntary, not-for-profit, non-partisan political action committee of Sacramento area lesbian, gay, bisexual, transgender, and queer (LGBTQ) business owners as well as their allies.

ARTICLE II

Mission Statement and Purpose

The RainbowPAC’s mission is to support candidates for public office and ballot initiatives that will have an impact on Sacramento area’s LGBTQ community and its many businesses and enhance awareness of LGBTQ political and social issues.

The purposes of the RainbowPAC are to:

- Promote and strive for the improvement of non-partisan government by encouraging members and the community to take a more active and effective role in local government affairs.
- Inform members and the community about issues affecting the Sacramento LGBTQ community and business owners, and important issues requiring action by local, state and federal government.
- Inform members and the community of voting records of local office holders and candidates for elected office.
- Solicit and receive information from members and the community regarding important economic and political issues requiring action by Sacramento government officials at all levels of government
- Solicit and receive contributions to be used to make political campaign donations to those candidates for local elected office who have demonstrated understanding and interest of views and goals of the RainbowPAC.
- Solicit and receive contributions to be used to pay for the distribution of information pertaining to important community issues and/or to support or oppose local, statewide and federal legislation, candidates for local, statewide and federal office, local governmental actions and/or local ballot measures.
- Assist members and the community in organizing more effective political actions and in carrying out their civic responsibilities.
- Support the activities of other organizations supporting the goals of the RainbowPAC.

ARTICLE III

Organization

Governance

The RainbowPAC shall be managed by a Board of Directors (hereinafter referred to as the “Board”). The regulation of the RainbowPAC and the conduct of the affairs of RainbowPAC shall be governed as determined by the Bylaws.

Location and Meetings

The RainbowPAC office shall be located in the offices of the Sacramento Rainbow Chamber of Commerce, if any. The Chair may appoint individuals to serve as an ad-hoc committee to assist in raising and collecting funding for the RainbowPAC or for any other purpose at any time deemed necessary.

ARTICLE IV

Membership

The membership of the RainbowPAC shall be the membership of the Sacramento Rainbow Chamber of Commerce. Each member of the Sacramento Rainbow Chamber of Commerce entitled to vote as to the affairs of the Sacramento Rainbow Chamber of Commerce shall be entitled to vote as to the affairs of the RainbowPAC, except as provided for in the Bylaws.

ARTICLE V

Board of Directors

Board of Directors

The Board is the RainbowPAC's governing body and exercises all of the managerial control and authority over the business and policy of the RainbowPAC and the terms of conditions of these Bylaws.

Composition of Board

The Board shall consist of five (5) Officers and up to six (6) voting Directors. The Officers shall be appointed by the Board of Directors of the Sacramento Rainbow Chamber of Commerce on an annual basis. Additional Directors shall be appointed by the Board. No more than 50% of Board members may concurrently be members of the Sacramento Rainbow Chamber of Commerce Board of Directors. At least one officer and one director shall be a member of the Rainbow Chamber of Commerce Board of Directors.

Executive Committee

The Executive Committee shall consist of the five (5) Officers appointed to the Board. A quorum of the Executive Committee for purposes of taking any action, including but not limited to appointing Directors to the Board, shall be three (3) Officers.

Attendance Obligation

Officers or Directors missing three (3) consecutive regular Board meetings may be removed from the Board. Participation by conference call is a recognized form of Board meeting attendance, if absolutely necessary. If an Officer is removed pursuant to this section, a replacement member shall be appointed by the Sacramento Rainbow Chamber of Commerce Board of Directors.

Term of Office. Each Officer or Director shall serve a two-year term. There shall be no limit on the number of terms to which an Officer or Director may be appointed. Terms of office shall begin on January 1. The terms of the Chair, Vice Chair, and Immediate Past Chair shall begin during odd-numbered years, and the terms of the Secretary and Chief Financial Officer shall begin during

even-numbered years. Three Directors' terms shall begin during odd-numbered years, and three Directors' terms shall begin on even-numbered years.

Call to Meetings. The Chair or any two Board Members (Officers or Directors) may call a meeting of the Board.

Notice

The Board may hold regular meetings without notice at the time and place of the regular meetings fixed by the Board, and may hold emergency meetings with notice appropriate to the circumstances, if any person authorized to call a meeting determines that an emergency exists and calls an emergency meeting. The Board may hold special meetings upon four days' notice by first class mail or 48 hours' notice by personal delivery, telephone, email or facsimile.

Quorum

A majority of the number of Board Members (Officers and Directors) in office, but no fewer than three (3), shall constitute a quorum of the Board for the transaction of business of the RainbowPAC.

Board Action

Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to Members, Directors, and Officers, to the extent they are consistent with any applicable law, including but not limited to, federal and state tax and campaign finance laws.

Strategic Plan. The Board shall support the development of and approve long range plans for the activities of the RainbowPAC, and will present these plans to the Board of Directors of the Sacramento Rainbow Chamber of Commerce annually for comment and approval.

Removal from the Board

An Officer may be removed from the Board for cause by a two-thirds majority vote of the Board of Directors of the Sacramento Rainbow Chamber of Commerce. A Director may be removed from the Board for cause by a two-thirds majority vote of the Board of Directors of the RainbowPAC.

Duties

A. Chair — The Chair shall:

- preside at all meetings of the RainbowPAC and the Executive Committee;
- provide guidance to all committees;
- nominate all standing and special committee chairs and appoint the committee members (unless otherwise provided in these Bylaws);
- appoint other ex-officio non-voting officers as may be needed to assist in the conduct of the meetings;
- represent the RainbowPAC at county, district, state, and national meetings and functions (or appoint a designee);
- act as primary spokesperson for the RainbowPAC; and

- serve as chief executive and administrative officer, with the power to sign all contracts and other instruments of the RainbowPAC which are authorized by the Executive Committee; and
 - work with the Treasurer to present a budget to the Board.
- B. Vice Chair— The Vice Chair shall:
- act as second-in-command of the RainbowPAC and run Executive Committee and membership meetings in the absence of the Chair.
- C. Secretary — The Secretary shall:
- provide members with notice of meetings, proposed Bylaws changes, and other procedural business;
 - maintain a record of all meetings of the Executive Committee and general membership; and
 - maintain all records of the RainbowPAC (except as otherwise assigned by these Bylaws) including, but not limited to, meeting minutes, committee reports, the official membership roll, committee lists, and the Bylaws.
- D. Chief Financial Officer— The Chief Financial Officer shall:
- Supervise the RainbowPAC’s professional Treasurer and manage other services for compliance with campaign finance laws and regulations;
 - serve as the custodian of all funds of the RainbowPAC;
 - be responsible for keeping an accurate record of receipts and expenditures and presenting a current statement of income and all expenditures at each Executive Committee meeting as requested by the Executive Committee;
 - present a report at each general membership meeting;
 - disburse funds only as authorized by the Executive Committee or the Board;
 - appoint, with the approval of the Executive Committee, deputies to receive and account for RainbowPAC funds, if needed. The RainbowPAC’s financial records shall be available for review by any member upon reasonable request; and
 - work with the Chair to present a budget to the Board.
- E. Immediate Past Chair – The Immediate Past Chair shall:
- provide continuity of governance of the RainbowPAC; and
 - Any other duties assigned by the Chair, Executive Committee, or Board.
 - In the event that the Immediate Past Chair is unavailable or unable to sit on the Board, an Executive Committee Member at Large shall fill this role

Liability

RainbowPAC shall hold harmless and indemnify any Officer or Director from any civil liability, including late penalties rendered against, or owed by, the Chief Financial Officer, or RainbowPAC on account of any action taken on behalf of the RainbowPAC, unless the Officer or Director intentionally violated a statute or was reckless in the performance of his/her duties.

This mandatory hold-harmless provision shall not extend to any professional treasurer advisor, accountant or attorney retained by RainbowPAC. Notwithstanding the above, RainbowPAC may pay such fines or judgments, in its own discretion, regardless of the motivation of the Officer or Director. All obligations of RainbowPAC, hereunder are obligations of the RainbowPAC only to the extent of RainbowPAC's assets and not of any Officer, Director, employee, or any other person or entity associated with the RainbowPAC.

Compensation of Officers and Directors

Officers and Directors waive any right to receive compensation for services rendered hereunder. Officers and Directors shall be entitled to reimbursement for all reasonable expenses incurred on behalf of the RainbowPAC, provided those expenses are approved by the Board.

ARTICLE VI

Voting

Any decision by RainbowPAC to take a position on a ballot measure, policy, legislation or other political matter or to make an endorsement of a candidate shall require an affirmative vote of sixty percent (60%) of the Board Members present and voting.

ARTICLE VII

Endorsements and Contributions

The ability to endorse a candidate for office, take a position on a ballot initiative or piece of legislation, or make a financial contribution to a candidate rests in the Board. The Board has the authority to approve necessary procedures, including questionnaires.

ARTICLE VIII

Subcommittees

The RainbowPAC shall have such committees as the Board determines are necessary and desirable for carrying out its mission and purposes. The Chair and members of such committees shall be appointed by the Chair of the Board.

ARTICLE IX

Donations and Expenditures

All donations to the RainbowPAC shall be voluntary. Donations to the RainbowPAC shall not be required as a condition of membership of the Sacramento Rainbow Chamber of Commerce. No donations shall be accepted, and no expenditures shall be made by the RainbowPAC in any manner in violation of local, state, or federal campaign finance laws or regulations.

ARTICLE X

Books and Records

The RainbowPAC shall keep correct and complete books and records of account, and shall also keep minutes of Board meetings. All records shall be kept and the preparation and filing of all

required reports of receipts and expenditures conducted, in compliance with the California Political Reform Act of 1974 and other applicable federal, state, or local laws and regulations.

ARTICLE XI

Accounting

1. Expenditures will be made in accordance with a budget prepared by the Chief Financial Officer and Chair and adopted by the Board. Non-budget expenditures of up to \$500 may be approved by the Executive Committee. Non-budget expenditures of \$500.01 or more must be approved by the Board.
2. The RainbowPAC's fiscal year shall be the period from July 1 through June 30 of one (1) calendar year.

ARTICLE XII

Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the RainbowPAC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any local, state or federal statute applicable to the RainbowPAC that do not authorize the provisions of these Bylaws to take precedence.

ARTICLE XIII

Amendment of the Bylaws

These Bylaws may be amended by a seventy-five (75%) vote of the Board. After any such amendment, the revised Bylaws shall be distributed via e-mail to the members, together with copies of the minutes of the Board Meeting at which such amendments were adopted, and shall be filed with all appropriate agencies within thirty (30) days following adoption.