

**LGBT Freedom & Asylum Network (LGBT-FAN)
Bylaws**

Revised November 20, 2014

A. Mission

The LGBT Freedom & Asylum Network (LGBT-FAN) is a coalition dedicated to helping people in the United States who are seeking safety because of persecution based on sexual orientation or gender identity in their home countries.

B. Membership

Members of LGBT FAN, which may be organizations which designate representatives to LGBT-FAN, or individuals:

1. Affirm that LGBT asylum seekers¹ in the U.S. have the right to life, liberty and the pursuit of happiness. They have the right to live free from immigration detention, to paid work, to supportive community, and to the basic necessities of life (including safe housing, food, health care, clothing, etc.).
2. Affirm that faith- and community-based organizations in the U.S. can and should prioritize serving and empowering LGBT asylum seekers.
3. Participate in LGBT-FAN conference calls or meetings at least twice per year, and work together in a collegial fashion to promote the wellbeing and empowerment of LGBT asylum seekers in the U.S.
4. Make annual financial contributions to the LGBT-FAN Fund, in whatever amount is deemed appropriate by the Member.
5. Agree to abide by LGBT-FAN's bylaws.
6. Agree to be represented as a "Member" of LGBT-FAN (although exceptions will be made for LGBT asylum seekers who need to protect their privacy).
7. Have been accepted as LGBT-FAN members by a vote of the existing membership.
8. Are permitted to vote as specified in Section E below.

¹ Individuals accessing assistance may, or may not, identify as lesbian, gay, bisexual or transgender (LGBT). Many individuals who flee their countries because of their perceived sexual and/or gender non-conformity identify as queer or intersex, and others choose not to self-assign a label to their identity and expression. LGBT-FAN's assistance is inclusive to and affirming of individuals whose vocabulary and conceptualizations differ from the dominant paradigm but for whom the risks remain the same. Assistance is also available to human rights defenders who do not identify as LGBT but who have advocated on behalf of the LGBT community and who have fled their country after facing similar threats and/or abuses.

C. Steering Committee

The Steering Committee is composed of individuals, who may represent member organizations or may be independent Members. Steering Committee Members (SCMs) will retain their positions even if they cease to act as representatives of organizations, as long as they are also Members of LGBT-FAN as individuals.

The following SCMs are elected by LGBT-FAN Members at the Annual Meeting. In electing SCMs, LGBT-FAN Members are encouraged to consider multiple aspects of diversity including, but not limited to, geography, race, sexual orientation, gender identity, gender, ethnicity, and religious background or affiliation.

Normal terms are for three years, and staggered. Initial renewal dates as stated in the table below are intended to insure that SCMs cycle off and on at different times. Each SCM may serve for a maximum of two terms or six years, whichever comes first, before taking a break of at least one year.

	Officer	Next Election	Notes
1	Coordinator	2017	Any Member may serve in these roles
2	Communications Director	2016	
3	Treasurer	2016	
4	Secretary	2015	
5	Asylum Seeker	2017	Must be LGBT asylum seekers/asylees ²
6	Asylum Seeker	2016	
7	Asylum Seeker	2015	
8	Service Provider	2017	Must be representatives of FBO/CBOs ³ that provide direct services to LGBT asylum seekers
9	Service Provider	2016	
10	At-Large	2017	Any Member may serve in these roles
11	At-Large	2016	

Steering Committee Member Roles:

1. All SCMs make a good faith effort to participate in every LGBT-FAN meeting or conference call.
2. All SCMs who are expected to engage in mentorship and training opportunities with one another. For example, the Treasurer might mentor an asylum seeker SCM or Member who is interested in learning about financial management, or an asylum seeker SCM might teach another SCM or Member how to speak her/his native language.
3. All SCMs are expected to participate in periodic development/educational activities.
4. All SCMs represent and communicate about LGBT-FAN as appropriate.
5. The Coordinator carries out or causes to be carried out the following functions:
 - a. Facilitate meetings and conference calls.

² See footnote 1.

³ Faith-based organizations (FBOs) and community-based organizations (CBOs).

- b. Facilitate decision-making within LGBT-FAN.
 - c. Follow up on decisions made by Members and SCMs.
 - d. Take leadership in fundraising.
 - e. Track income and expenses under the Treasurer's leadership.
 - f. Work with the Treasurer to draft an annual budget, as well as other budgets.
 - g. Serve as primary point of contact with partners (including fiscal agents and the group/s administering the LGBT-FAN Fund) and vendors.
 - h. Recruit new Members.
 - i. Orient new Members and SCMs to their roles and the coalition.
 - j. Help other SCMs and Members to do their work more effectively.
6. Communications Director: Lead LGBT-FAN's external communications efforts including, but not limited to, the website, press releases, posters, and blog posts. It is understood that the Communications Director will work with others to make decisions and implement communications.
7. Treasurer:
- a. Monitor all income and expenses with information provided by the Coordinator.
 - b. Report on finances to SCMs and Members at each meeting or conference call.
 - c. Work with the Coordinator and others as appropriate to draft the annual budget; present the budget for a vote, and revise as necessary.
 - d. Interact with the fiscal agent on financial matters.
8. Secretary:
- a. Schedule meetings and conference calls.
 - b. Take (or cause to be taken), distribute, and revise (as necessary) notes of each meeting or conference call.
 - c. Keep all LGBT-FAN notes and other documents (e.g. confidentiality and informed consent forms) organized and accessible as appropriate on a secure online file-sharing site.
 - d. Count and record all votes except in cases of potential conflict of interest or unavailability, in which case the Treasurer or Communications Director will count votes.
 - e. Maintain the LGBT-FAN Member contact list.
 - f. Maintain the LGBT-FAN email list/s.
 - g. Maintain the LGBT-FAN calendar.
9. Asylum Seeker: LGBT asylum seekers are encouraged to serve in all SC positions. However, these seats are reserved specifically for them. As SCMs filling these seats, they are expected to pay special attention to the views, needs, and assets of LGBT asylum seekers within LGBT-FAN.
10. Service Provider: Individuals working with groups that provide direct services to LGBT asylum-seekers are encouraged to serve in all SCM positions. However, these seats are reserved specifically for them. As SCMs filling these seats, they are expected to pay special attention to the views, needs and assets of service providers within LGBT-FAN.
11. At-Large: All Members of LGBT-FAN are eligible to fill these Steering Committee seats.

D. Annual Meeting

LGBT-FAN will have an annual meeting, face-to-face if possible, as scheduled by the Steering Committee

E. Voting

1. LGBT-FAN's major decisions will require votes of the Membership. Matters requiring a vote include:
 - a. New Member admissions;
 - b. Adoption and revision of the annual budget;
 - c. Bylaw adoption, revocation or amendments;
 - d. Steering Committee elections;
 - e. Public policy positions adopted by the LGBT-FAN;
 - f. Partnerships with other organizations;
 - g. Additional matters as determined by a vote of the Steering Committee
2. The Steering Committee is responsible for voting on applications to the LGBT-FAN Fund; as per Section E-1-g above; and on procedures for voting in writing (see footnote). Those votes shall follow the standards expressed in this section of the bylaws.
3. Voting can be communicated orally, by show of hands, or in writing.⁴
4. Except with regards to changing the bylaws (Section F, below), a Membership quorum consists of 20% of Members. A Steering Committee quorum consists of 50% of the Steering Committee.
5. The vote carries with a majority vote by 51% of the voters present, except for changes to the bylaws.
6. Each individual may cast only one vote and is not able to cast votes on behalf of one or more other Members. This applies even if an individual serves as both the representative for an organizational Member, and as a Member independently in her or his own right.

F. Changes to the Bylaws

1. Votes to change the bylaws require a quorum of 50% of Members and a vote of 75% of Members present.
2. Notice of intent to vote on a change to the bylaws must be provided to Membership at least two weeks (14 days) prior to a vote.

⁴ Procedures for voting in writing (for example via email) will be determined by vote of the Steering Committee.

G. Conflict of Interest Policy

1. Purpose: This conflict of interest policy is designed to foster public confidence in the integrity of LGBT - FAN (the “Organization”) and to protect the Organization’s interest when it is contemplating entering a transaction that might benefit the private interest of a Steering Committee Member.
2. Definitions:
 - a. Each member of the Steering Committee is considered an *insider* for the purposes of this policy:
 - b. *Interest* means any commitment, investment, relationship, obligation, or involvement, financial or otherwise, direct or indirect, that may influence a person’s judgment, including receipt of compensation from the Organization, a sale, loan, or exchange transaction with the Organization.
 - c. A *conflict of interest* is present when, in the judgment of the Membership, an insider’s stake in the transaction is such that it reduces the likelihood that an insider’s influence can be exercised impartially in the best interests of the Organization.
 - d. *Transaction* means any transaction, agreement, or arrangement between an insider and the Organization, or between the Organization and any third party where an insider has an interest in the transaction or any party to it.
3. Procedures:
 - a. *Duty to Disclose*: Each insider shall disclose to the Steering Committee all material facts regarding his or her interest in the transaction, promptly upon learning of the proposed transaction.
 - b. *Determining Whether a Conflict of Interest Exists*: With regard to an insider, the Steering Committee shall determine if a conflict of interest exists. The insider(s) and any other interested person(s) involved with the transaction shall not be present during the Steering Committee’s discussion or determination of whether a conflict of interest exists, except as provided in Article 4 below.
 - c. *Procedures for Addressing a Conflict of Interest*: The Steering Committee shall follow the procedures set forth in Article 4 in order to decide what measures are needed to protect the Organization’s interests in light of the nature and seriousness of the conflict, to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are appropriate.
4. Review by the Steering Committee:
 - a. The Steering Committee may ask questions of and receive presentation(s) from the insider(s) and any other interested person(s), but shall deliberate and vote on the transaction in their absence. The Steering Committee shall ascertain that all material facts regarding the transaction and the insider’s conflict of interest have been disclosed to the Steering Committee and shall compile appropriate data, such as comparability studies, to determine fair market value for the transaction.
 - b. After exercising due diligence, which may include investigating alternatives that present no conflict, the Steering Committee shall determine whether the transaction is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable to the Organization; the majority of disinterested members of the Steering Committee then in office may approve the transaction.

5. Records of Proceedings: The minutes of any meeting of the Steering Committee pursuant to this policy shall contain the name of each insider who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the members of the Steering Committee who were present during the deliberations on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Steering Committee and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.
6. Annual Disclosure and Compliance Statements: Each Steering Committee Member shall annually sign a statement on the form attached, that:
 - a. Affirms that the person has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy; and
 - b. Discloses the person's financial interests and family relationships that could give rise to conflicts of interest.
7. Violations: If the Steering Committee has reasonable cause to believe that an insider of the Organization has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Steering Committee determines that the insider has failed to disclose an actual or possible conflict of interest, the Steering Committee shall take appropriate disciplinary and corrective action.
8. Annual Reviews: To ensure that the Organization operates in a manner consistent with its status as an organization exempt from federal income tax, the Steering Committee shall authorize and oversee an annual review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.