

APPROVED BYLAWS OF THE
MASSACHUSETTS COMMISSION ON LESBIAN, GAY, BISEXUAL, TRANSGENDER, QUEER AND
QUESTIONING YOUTH

REVISED DECEMBER 2018

Article 1 – Name

The name of this organization shall be the **Massachusetts Commission on Lesbian, Gay, Bisexual, Transgender, Queer and Questioning Youth (MCLGBTQY)**, hereinafter referred to as the Commission.

Article 2 – Authority and Powers

The Commission is an independent agency of the Commonwealth and shall not be subject to the control of any other department or agency, as established by the Great and General Court of the Commonwealth of Massachusetts in an Act of Jul. 1, 2006, ch. 139, §4, codified in Mass. Gen. Laws ch. 3, §67 (2006).

The powers of the Commission shall include, but not be limited to, the following:

- (1) to recommend policies and make recommendations to agencies and officers of the Commonwealth and local subdivisions of government to effectuate its mission and goals, outlined below in Article 3;
- (2) to use voluntary and uncompensated services of private individuals, agencies and organizations that may from time to time be offered and needed;
- (3) to acquire adequate staff to perform its duties, subject to appropriation;
- (4) to establish and maintain offices that it considers necessary, subject to appropriation;
- (5) to enact bylaws for its own governance;
- (6) to appoint members to regional chapters of the commission; and
- (7) to hold regular, public meetings and to hold fact-finding hearings and other public forums as it may consider necessary.

The Commission may request from all state agencies such information and assistance as the Commission may require.

The Commission may accept and solicit funds, including any gifts, donations, grants or bequests or any federal funds, for any of its purposes outlined in Article 3 below. These funds shall be deposited in a separate account with the State Treasurer, be received by the Treasurer on behalf of the Commonwealth, and be expended by the Commission in accordance with law.

{In the event of a conflict between these bylaws and the terms and revisions of the authorizing legislation, applicable Massachusetts General Laws shall supersede these bylaws.}

Article 3 - Mission and Goals

The Commission's mission is to investigate the use of resources from both the public and private sectors to enhance and improve the ability of state agencies to provide services to lesbian, gay, bisexual, transgender, queer and questioning youth. In furtherance of that responsibility, the Commission's goals are to:

(1) work in partnership with state agencies and the state legislature to create school-based and community-based programs focusing on suicide prevention, violence intervention, and the promotion of effective policies regarding harassment, bullying and discrimination against lesbian, gay, bisexual, transgender, queer and questioning youth; and

(2) make recommendations about policies and programs supporting lesbian, gay, bisexual, transgender, queer and questioning youth on an ongoing basis to the department of education, the department of public health, the executive office of health and human services, and other Massachusetts entities.

Article 4 – Annual Policy Recommendations

The Commission shall once per fiscal year report the results of its findings of the preceding year and make recommendations relating to the concerns of lesbian, gay, bisexual, transgender, queer and questioning youth to the Governor and to the clerks of the Massachusetts Senate and House of Representatives. The Director or their designee shall bear primary responsibility for authoring these recommendations, in consultation with the Executive Committee and the full Commission. The Chair and Vice Chair(s) shall approve the recommendations before their release, and all members of the Commission shall be given the opportunity to see a final draft prior to their release.

Article 5 – Nomination, Appointment, and Responsibilities of Members

Section 5.1 Number

The Commission shall consist of at least twenty-seven (27) persons, and no more than fifty (50) persons.

Section 5.2 Rights & Responsibilities

All Commission members share the same rights and responsibilities. All Commissioners are expected to participate in meetings in a cordial manner.

Section 5.3 Composition

The membership of the Commission shall include at least one (1) parent of a lesbian, gay, bisexual, transgender, queer or questioning person; two (2) high school students; two (2) college students; one (1) out-of-school youth; one (1) representative from an educational institution; and one (1) representative of the mental health professions.

Members of the Commission shall be drawn from diverse racial, ethnic, religious, age, sexual-orientation, gender identity, gender expression, and socio-economic backgrounds from throughout the Commonwealth. The Commission will strive to include in its composition at least 20% of Commissioners who identify as youth.

The Commission shall consist of at least twenty-seven (27) members nominated by organizations, including, but not limited to, the following:

- ◆ Three (3) persons appointed by the Massachusetts chapter of the *National Association of Social Workers (NASW)*;
- ◆ Three (3) persons appointed by the *Massachusetts Coalition for Suicide Prevention*;
- ◆ Two (2) persons appointed by the *Fenway Community Health Center*;
- ◆ Four (4) persons appointed by *Greater Boston PFLAG* (formerly the *Greater Boston Parents, Families and Friends of Lesbians and Gays*);
- ◆ Two (2) persons appointed by the *Massachusetts Gay and Lesbian Political Caucus (MGLPC)*;
- ◆ One (1) person appointed by *MassEquality*;
- ◆ One (1) person appointed by the *Massachusetts Teachers Association (MTA)*;
- ◆ One (1) persons appointed by *American Federation of Teachers (AFT), Massachusetts*;
- ◆ Three (3) persons appointed by the Massachusetts Chapter of the *American Academy of Pediatrics*
- ◆ Two (2) persons appointed by *GLSEN Massachusetts* (formerly the *Gay, Lesbian and Straight Education Network*);
- ◆ Two (2) persons appointed by the *Massachusetts Public Health Association (MPHA)*; and,
- ◆ Three (3) persons appointed by the *Massachusetts Association of School Superintendents (MASS)*.
- ◆ *23 Regional Commissioners*

Section 5.4 Appointing Additional Members

The Commission may solicit nominations in addition to those from the organizations listed in Section 5.3. The Commission may appoint additional members to the Commission, within the number range prescribed in Section 5.1.

Section 5.5 Terms

Members shall serve terms of two (2) years and may continue until they forfeit, are removed or their successors are appointed. Terms of the Commissioners shall commence on January 1st immediately following their approval by the full Commission.

Section 5.6 Compensation

The members of the Commission shall receive no compensation for their services, but shall be reimbursed for any usual and customary expenses incurred in the performance of their duties, subject to the availability of funds and the policies of the Commission's fiscal agent for reimbursements.

Section 5.7 Voting

Each Commissioner appointed pursuant to Section 5.3 and 5.4 shall be entitled to one (1) vote on each matter submitted to the Commission for a vote. There shall be no voting by proxy or secret ballots.

Section 5.8 Conflict of Interest

Members shall be considered special state employees for purposes of Chapter 268A of the *Massachusetts General Laws*.

Commissioners, consultants, and staff must certify in writing to the Commission staff that they have attended one (1) State Ethics Commission seminar or completed the equivalent State Ethics Commission online seminar, during each term or contract for consultancy or employment, in accordance with state law.

No member of the Commission shall apply for or be considered for employment or consultancy with the Commission for a period of at least one month following their departure from the Commission, in accordance with state law.

Section 5.9 Committee and Team Participation

Much of the work of the Commission takes place in the committees and teams of the Commission. As a condition of appointment, each Commission member will serve on at least one of the Commission's committees or teams.

Section 5.10 Resolving Conflict of Interest

Commission members and Commission officers should be free of conflict of interest or the perception of conflict of interest, between their Commission duties as an officer and their employment or other significant affiliations. Any member of the Commission may raise a potential

conflict of interest with regard to a Commission member, by requesting the Executive Committee to consider the matter, through an Executive Committee member or the State Ethics Commission.

Section 5.11 Resignation

Any member of the Commission may resign at any time by written notice delivered in person or sent by mail/fax/e-mail to the Chair. Any such resignation shall take effect at the time specified in the notice, or if not so specified, then immediately upon receipt by the Chair of the Commission. The Chair will promptly notify the Chair of the Membership Committee of the receipt of any notice of resignation; and, if the Commission member was appointed by an organization identified in Section 5.3, the Chair shall contemporaneously notify the appointing organization.

Section 5.12 Removal

Commission members may be removed for cause by a two-thirds vote of the full Commission. Removal for cause will take place in Executive Session under applicable law.

Section 5.13 Forfeiture

Commission members with more than 2 unexcused absences from mandatory regularly scheduled full Commission meetings, or have missed more than one-third (1/3) of regularly scheduled committee meetings during a term shall forfeit their position and create a vacancy on the Commission after receiving written notice from the Chair or Director upon a vote by the Executive Committee. Reasonable accommodations shall be extended to those members who require them because of an illness or disability. Remote participation at meetings (e.g. via conference call) is permitted and does not count as an absence.

Section 5.14 Leave of Absence

Commission members may request a leave of absence of up to three months from Commission, subject to prior approval of the Chair. All such requests must be submitted in writing to the Chair, specifying beginning and end dates of the leave of absence. An approved leave of absence suspends one's participation and responsibilities to the Commission but does not extend the Commission member's term.

Section 5.15 Membership Committee

The Chair shall form annually a Membership Committee and appoint it a chair, which will solicit volunteers for participation on the Committee. The Committee will (a) receive applications for membership on the Commission, (b) guide the selection and appointment process, (c) recommend potential Commission members to the organizations identified in Section 5.3 and to the Commission at large for regional members and (d) solicit additional nominations for Commission membership. The Executive Committee can designate desired criteria for new members. The Membership Committee shall actively recruit and recommend applicants so that the Commission membership conforms to the provisions of Section 5.3.

The Commission shall adopt such further written procedures for the Nominating Procedure to ensure its efficient, fair and transparent operation and fulfillment of its responsibilities as it deems

appropriate.

The Committee shall solicit nominations to the Commission for at least 30 days between August 1st and November 1st of each year through an open application process using a uniform application in conformance with any guidance published by the Executive Committee, the notice of which nominating process is widely circulated throughout the state, including but not limited to giving written notice on or before August 1st to the organizations identified in Section 5. 3 of the commencement of the nominating process together with copies of the Commission's procedures for application and of the approved application form. The application process shall be accessible to a diversity of applicants, specifically those referred to in Section 5.3. The slate of new candidates must be circulated to the Commission in advance of the full Commission vote on the slate.

Section 5.16 Appointment Procedures in the Event of a Vacancy

Following the receipt of notice of the resignation of a Commission member pursuant to Section 5.11, the removal of a Commission member by the Commission pursuant to Section 5.12, or the forfeiture of Commission membership pursuant to Section 5.13, the Executive Committee shall determine if the resigned or removed Commission member was nominated by an organization specified by statute or otherwise appointed to the Commission. In the former instance, the Membership Committee shall contact the appointing organization to inform them of the vacancy and request a replacement appointee. The Membership Committee may also suggest former and/or prospective applicants to the appointing organization. Vacancies in the membership of the Commission shall be filled by the original appointing authority for the balance of the unexpired term.

Section 5.17 Grievance Procedure

In case of a grievance with the Commission or the Commission member, the Executive Committee will appoint a 3 member grievance committee. Members shall serve year long terms and their role shall be to address any grievance brought to them regarding another member of the Commission or a non-Commissioner. The Grievance Committee will then meet individually with each member involved with the issue and shall then make a recommendation to the Executive Committee about how to address the grievance.

Article 6 – Officers

Section 6.1 List of Officers

The officers of the Commission shall be a Chair and Vice Chair(s).

Section 6.2 Election/Appointment

The Commission shall elect annually from among its members a Chair and up to three (3) Vice Chair(s). The Chair of the Commission shall annually appoint a chair of the Membership Committee.

Section 6.3 Duties

The Chair and Vice Chair(s) shall be voting members of the Commission. The Chair shall preside at all meetings of the full Commission and Executive Committee. In the absence of the Chair, the Chair shall designate a Vice Chair to preside. In the case that the Chair cannot designate a Vice Chair to preside, the Director shall select a Vice Chair.

The Chair shall have the duty to meet regularly with the Commission's Director to receive reports on the operations of the Commission. The Chair and Vice Chair(s) shall also have responsibilities in the recruiting, hiring, and removal of the Director, as outlined in Article 10 below.

The Chair, in collaboration with the Vice Chair(s) and Director, shall select full Commission and Executive Committee meeting dates and agendas, and shall work with the Commission's membership and staff to ensure the fulfillment of the Commission's legislative requirements. The Director shall act as the official spokesperson of the Commission within the guidelines set by the Executive Committee. This shall include communicating with government, press, media, and other external entities.

Section 6.4 Terms and Term Limits

The Chair and Vice Chair(s) are elected at the December meeting and each serves a one-year term.

No one shall hold the office of Chair for more than three (3) consecutive one-year, terms.

Section 6.5 Vacancies

Any vacancy occurring in the office of Chair or Vice Chair shall be filled by election by the membership of the Commission.

Section 6.6 Resignation

Any officer may resign at any time by written notice delivered in person, by mail/fax/e-mail to the Chair of the Commission. In the event of the resignation of the Chair and all the Vice Chair(s), the resignation shall be directed to all members of the Commission.

Section 6.7 Removal of the Chair for Cause

With at least ten (10) days prior notice, the Chair may be removed for cause by a two-thirds vote at any regularly scheduled meeting of the Commission. A two-thirds (2/3) vote of the quorum present shall be required. Removal for cause will take place in Executive Session under applicable law. The Executive Committee may make a recommendation to the full Commission about removing the Chair for cause. Any other Commission member may also make a recommendation about removing the Chair for cause at a full Commission meeting after going through the grievance process with the grievance committee. Removal from the office of Chair does not remove a member from the Commission.

Article 7 – Meetings

Section 7.1 General Meetings

The Commission shall meet a minimum of four times each calendar year at such times and places as it may determine, or as may be specified in the notice of the meeting. The meetings of the Commission shall be open to the public and shall be held only after adequate notice to the public.

Section 7.2 Special and Emergency Meetings

Special and Emergency meetings of the Commission may be called by the Chair of the Commission. The Chair of the Commission will call a special meeting of the Commission when requested by a minimum of 25% of the standing membership.

Section 7.3 Notice of Meetings

All meetings of the Commission are open to the public and shall be given public notice including the date, time and place of the meeting. Notice of all meetings of the Commission shall be sent by mail, e-mail, or fax to each Commission member at their last known address as carried on the records of the organization not less than five (5) business days prior to the date of the meeting. Notice of the meetings shall also be posted on the Commission website.

Section 7.4 Quorum

The Commission shall follow the minimum allowable quorum requirements under current Massachusetts law to convene meetings and hold votes.

Section 7.5 Manner of Acting

A quorum present, the act of the majority of the members present shall constitute the action of the entire Commission, except as otherwise provided in these bylaws.

Section 7.6 Meeting Procedure

Meetings of the Commission shall be conducted informally, governed by commonly accepted rules of courtesy, except that all decisions of the Commission shall be made by Motion and that the Chair shall have the authority to invoke *Robert's Rules of Order Newly Revised*, in its latest edition, when they deem it necessary to continue the Commission's deliberations.

Section 7.6.1 Minutes

The Commission will maintain accurate minutes of all meetings in accordance with the Public Records law that must include, but are not limited to, date, time, place of the meeting, identity of members present, and actions taken.

Section 7.6.2 Executive Session

The Commission may enter into Executive Session as permitted by law. Roll call votes are required to enter into and during an Executive Session.

Article 8 – Committees and Teams

Section 8.1 General

The Executive Committee may establish standing committees and task forces to assist the Commission in its work. Each committee and task force shall maintain minutes of its proceedings and shall report to the Commission as required by the Commission.

Section 8.2 Executive Committee

The Executive Committee is composed of the Chair, Vice-Chairs, and three “at large” members appointed by the Chair. The Executive Committee may approve increasing the number of “at large” members that the Chair can appoint. The Chair, or their designee, serves as chair of the Executive Committee. The Executive Committee shall include at least one youth member.

The Executive Committee approves the Commission’s policy framework, priorities, and strategy. It addresses administrative matters, including planning meetings, setting meeting agendas, authorizing expenditures to the extent detailed in Article 10 below, setting policies with respect to employees and consultants to supplement those of the fiscal agent, and coordinating implementation of Commission decisions. The Executive Committee shall:

- A) Be responsible with the Commission staff for ensuring the orderly and integrated progression of work of the Commission and its Committees and teams;
- B) Oversee the operations of the Commission and recommend amendments to the bylaws as appropriate;
- C) Provide a structure that ensures the active and meaningful participation of all Commission members, create a supportive environment where input is valued, and ensure that Commission work and decisions are representative and effective of the full Commission;
- D) Approve a budget as drafted by the Director for the presentation to the full Commission;
- E) Assign tasks to other committees or to working groups, as needed.

Between Commission meetings, the Executive Committee may be convened to make a decision or act on behalf of the Commission on any matters that require action before the next full Commission meeting.

Section 8.3 Other Committees and Working Groups

The Executive Committee, or Chair with their designation, has the authority to create other committees or working groups to carry out the work of the Commission, and to issue guidance for their membership and operations.

Article 9 – Records

There shall be minutes maintained of all proceedings of the Commission, its committees, its task forces, and such other records as may be required by the public records law for the proper conduct of its business and affairs. These minutes and related information shall be available for public inspection and copying at the entity which provides support to the Commission.

Article 10 – Staff and Expenditures

Section 10.1 Hiring of a Director

Whenever the position of Director is vacant, the Chair and Vice Chair(s) shall oversee the process of recruiting and hiring a new Director. The Chair, Vice Chairs, and any others invited to participate in the process shall present the results to the Executive Committee. The Executive Committee may also pass guidance that provides instruction for factors to be considered in the hiring of a Director.

Section 10.2 Oversight of the Director

The Director shall report to the Chair of the Commission and be formally supervised by the appropriate party within the fiscal agent of the Commission, as the employer of the Director. The Chair and Vice Chair(s) shall, in conformity with any guidance published by the Executive Committee, meet regularly with the Director to discuss their performance.

Section 10.3 Termination of the Director

The Chair and Vice Chair(s), in consultation with the fiscal agent and in keeping with state and federal law, has the authority to terminate employment of the Director at any time. The Executive Committee may also pass guidance that provides instruction for factors to be considered in the termination of a Director.

Section 10.4 Issuance of an Annual Budget

The Director or their designee shall draft a budget prior to the beginning of a new fiscal year, after having solicited ideas from the full Commission and having consulted with the Executive Committee. The budget shall be in keeping with any strategic priorities that the Commission has been identified, as determined by the Director. The Director shall present the Executive Committee with a draft for approval. Once approved, the Chair and the Director shall present the budget to the full Commission for a vote to approve or reject. Should a new budget not be in place when a new fiscal year is to begin, the Chair shall work with the Executive Committee and the Director to create an interim plan. Necessary spending to ensure the core functioning of the Commission shall continue until a budget is approved.

Section 10.5 Amendment of the Budget

Should any line item of the budget be expected to fall below or surpass its total amount by a difference of greater than 10%, and thus require amendment per state law and policy, the Director shall present an amended budget to the Executive Committee for approval.

Section 10.6 Appropriation of Commission Funds

The Director shall oversee the process of assuring that the Commission receives its annual appropriation from the legislature, and that the appropriate procedure occurs to ensure that the funds are made available as early in the fiscal year as possible. The Chair shall be kept apprised of the progress of this process and shall assist the Director where possible. The Executive Committee shall be informed of any major change, delay, or problem that occurs throughout this process.

Section 10.7 Expenditure of Funds

The Director or their designee shall spend the Commission's funds in accordance with its budget. Any expense that exceeds \$500 and that is outside of the budget's authorized spending shall first go to the Chair or their designee for approval. At the Chair's discretion, such a proposed purchase can be brought to the Executive Committee for approval.

Section 10.8 Additional Staff and Consultants

The Director shall be solely responsible for: authorizing the Commission's fiscal agent to contract with consultants, ending or amending contracts with consultants, overseeing the work of consultants, authorizing the Commission's fiscal agent to hire additional employees, and supervising and removing said employees as necessary. The Executive Committee may pass guidelines for the Director with respect to these responsibilities. The Director shall abide by the Commission's mission and budget in completing these tasks.

Section 10.9 Fiscal Agent

The Commission may, in accordance with these bylaws and state law, utilize a fiscal agent to manage its resources and to employ its staff. If the fiscal agent employs the Director and designates the Director as their main representative to the Chair, then the Director shall be responsible for maintaining the relationship between the agent and the Commission, and for ensuring that the policies of both entities are followed. In this case, the Chair may seek to meet annually with the supervisor of the Director to maintain a relationship with the fiscal agent, as well as to resolve any issues that could not be resolved with the Director or to address concerns with the Director's performance. In the case of an absence of a Director, or should the fiscal agent choose to appoint someone other than the Director as their primary representative to the Commission, or should the Chair object to the appointment of the Director as the primary representative of the fiscal agent to the Commission, then the Chair and the appropriate party within the fiscal agent shall arrange a means of regular communication.

The Executive Committee may vote to explore alternatives to the current fiscal agent and, after disclosing the findings of that investigation to the full Commission, may vote to end the relationship with the current fiscal agent and to begin a new relationship or structure. Should this occur, the Chair will convene a new Ad Hoc Committee on Operations to ensure that these bylaws and other procedures of the Commission are manageable with and in compliance with the policies of the new fiscal agent or structure.

Section 10.10 Absence of a Director

In the case of the absence of a Director, until the position can be filled or the bylaws amended, the Chair or their designee shall assume the responsibilities of the Director herein to the extent possible. The Chair or their designee shall coordinate with the Commission's fiscal agent to receive any required assistance to continue the proper expenditure of the Commission's funds and management of its additional staff members.

Article 11 – Amendments

The Commission shall have the power to alter, amend, or repeal the bylaws at any meeting at which a quorum is present, provided that written notice of the proposed change is sent to all members at least ten (10) business days prior to such meeting. A two-thirds (2/3) vote of the quorum present shall be required to amend the bylaws.