

CHARTER & BYLAWS

AFFIRMATION: LGBTQ Mormons, Families & Friends

General Charter

Original drafted in 1979

Last amended by membership vote on July 15, 2018

FOREWORD

For behold, it is not meet that I should command in all things; for he that is compelled in all things, the same is a slothful and not a wise servant; wherefore he receiveth no reward. Verily I say, men should be anxiously engaged in a good cause, and do many things of their own free will, and bring to pass much righteousness; for the power is in them, wherein they are agents unto themselves. And inasmuch as men do good they shall in nowise lose their reward.

Doctrine & Covenants 58:26-28

1.1–NAME

The name of this organization shall be Affirmation: LGBTQ Mormons, Families & Friends (Affirmation).

1.2–POSITION

We affirm that gender and sexual diversity, including healthy loving relationships expressing that diversity, can be consistent with and supported by the gospel of Jesus Christ.

1.3–PURPOSE

1.3.1 Affirmation charters itself for the purposes and position herein stated, as a charitable, service, educational, and religious oriented association.

1.3.2 Mission:

Affirmation exists to work for the understanding, acceptance, and self-determination of individuals with diverse sexual orientations, gender identities and expressions as full, equal, and worthy persons within the Church of Jesus Christ of Latter-day Saints and society, and to help them realize and affirm self-worth.

1.3.3 Affirmation welcomes all persons regardless of sex, race, ethnicity, national origin, age, religion, disability, marital status, sexual orientation, gender identity, or gender expression.

1.3.4 Affirmation supports and encourages its members by assisting them in self-acceptance, and in relating to the Church of Jesus Christ of Latter-day Saints (the Church) and its leaders,

their families, friends, and social contacts. Affirmation offers its members strength and support through resources, education, mutual acceptance, and fellowship.

1.3.5 Affirmation is organized to:

- Encourage SPIRITUALITY, prayer, and the practice of all Christ-like and charitable behavior in the recognition of all as whole and complete children of God.
- Provide RESOURCES and support for people experiencing difficulty reconciling their sexual orientation, gender identity and/or expression with Mormon beliefs and other belief systems about sexual orientation, gender identity, and gender expression.
- Provide a forum for DIALOGUE, communication, and education to eliminate the prejudices and misconceptions of members and leaders of the Church, family members, and our peers concerning sexual orientation, gender identity, and expression.
- Provide a COMMUNITY of support where we are safe to be fully authentic in our sexual, gender, and spiritual diversity with opportunities for social interaction, intellectual development, and emotional resilience: a place where LGBTQIA+ Mormons and former Mormons can celebrate and use their unique gifts and talents.

1.3.6 Principles and Values:

- Sexual orientation and gender identity are inherent parts of each individual.
- Many people have prejudices and misconceptions about sexual orientation, gender identity, and expression. Eliminating those prejudices and misconceptions is in everyone's interest.
- Although Affirmation is not a religion, Mormon cultural, spiritual, and religious heritage is an intrinsic part of Affirmation. We encourage our members to develop personal spirituality based on learned principles.
- Affirmation is one voice in a chorus of many. We respect the right of individuals to organize to meet their own needs.
- Affirmation will interact with other LGBTQIA+ organizations to share our values and views, and encourage our members to serve the community.
- Friendship, learning, healing, and support are inherent in our gatherings. Family and friends are welcome in this process.
- We encourage individuals to discover their own values and develop a way of living in harmony with those values.
- Affirmation functions to provide a safe place to affirm our humanity. Beliefs about religion, spirituality, sexuality, and other private issues are respected as personal values. We honor and affirm each individual's process without judgment.
- We do not take positions on how people choose to act on their sexuality and/or gender identity and expression.
- We do not take positions on how people choose to relate to the Church.
- Affirmation does not take official positions on church doctrine.
- Affirmation affirms the spiritual equality of LGBTQIA+ individuals.
- Affirmation is a politically neutral organization, but encourages its members to understand the issues in their social environment, be politically engaged, and act according to their consciences.
- We strive for leadership, community, and resources that reflect cultural competence and the full diversity of LGBTQIA+ Mormons throughout the world.
- We value optimism, civility, humility, patience, openness, and maintain a bright hope for the future.

1.4–ORGANIZATION

1.4.1 The Board of Directors (Board) shall set the criteria by which an individual shall be considered a member of Affirmation. Members of Affirmation shall be the ultimate governing authority of the organization. The regular activities of Affirmation shall be directed by an Executive Committee (hereinafter, “EC”) consisting of the elected President and two appointed Vice Presidents, as provided in the Bylaws. The members of the Board shall be selected as provided in the Bylaws. The EC shall serve as the functioning executive of the organization, and shall constitute the leadership of the Board. The EC shall develop and recommend policies and procedures for the organization, for approval by the Board, ensuring that all policies and procedures are consistent with Affirmation’s Charter and Bylaws. The EC has day-to-day decision making and operational authority only within approved policies and procedures. Governance responsibility rests with the EC and Board. The EC recommends the Corresponding Secretary, Board Secretary, and Treasurer of the organization, with approval by the Board.

1.5-LEGISLATION

1.5.1 Proposed amendments to the Charter and Bylaws may be submitted by any three or more members of Affirmation to the EC. Proposals to amend must be presented to the EC no later than one month prior to the annual meeting. The EC shall present any such proposed amendments in writing to the full membership. Voting on the acceptance or rejection of amendments shall follow the same rules and timeline as a Presidential election. The amendments shall become permanent upon the ratifying vote of a simple majority of the ballots received in reply. Should the EC and a majority of the Board agree a proposed amendment is inconvenient or ineffective, they may refuse to submit the proposed amendment to the membership for a vote.

1.6–STATEMENT OF NONPROFIT STATUS

1.6.1 Affirmation is organized exclusively for nonprofit, charitable, educational, and religious oriented purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Internal Revenue Code”).

This type of association can take various forms according to the legal context in Latin America in which it is created or developed, including for this purpose:

Organización sin ánimo de lucro (OAL)
Organización sin fines de lucro (OSFL)
Organización No Lucrativa (ONL)
Entidad sin ánimo de lucro (ESAL)

1.6.2 The organization claims that donations and funds received shall therefore be exempt and deductible under the foregoing section of the Internal Revenue Code as defined by the United States of America. Upon the dissolution of the organization, its assets remaining after payment of all its debts and liabilities shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious oriented purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

1.6.3 In accordance with the laws of the nation where Affirmation was founded (the United States of America, no part of the net earnings of this organization shall ever inure to or be for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the association shall be empowered to make reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

1.6.4 Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

1.6.5. The organization will be subject to the legal conditions that may govern in each country where chapters or associations of Affirmation are organized; whether they are created independently or as a dependency of the organization at the international level.

1.6.6. The organization will accept in each country the legislation that it is responsible for, respecting the tax and accounting standards that are inherent to it.

1.6.7. The accounting of each of the chapters will be governed by the technical guidelines established in the International Financial Reporting Standards - IFRS -, except in those countries or regions that have their own guidelines. For the United States of America it is understood that the records will have the definition given by the US GAAP. In this way any report that is made must be compiled so that it has validity and foundation.

AFFIRMATION: LGBTQ Mormons, Families & Friends

Bylaws

2–ADHERENCE TO GENERAL CHARTER

Affirmation is empowered to perform any and all acts which are defined in the General Charter and the Bylaws of the association and shall do nothing which is inconsistent with their provisions and with resolutions adopted by the EC and ratified by the Board as provided herein.

3–ELECTION OF OFFICERS

3.1 Election of the President

3.1.1 The President shall be elected by members of the organization. The term of office for President shall be two calendar years, from January 1 through December 31 of the following year. The President may run for a second elected term.

3.1.2 For a month prior to its annual meeting, Affirmation shall solicit candidates for President from among its membership. Candidates for the office of President must formally declare their candidacy, and name their proposed vice presidents in writing to the Corresponding Secretary no later than the end of the first day of the annual conference of Affirmation. Declaration(s) of candidacy shall be included in the following issue of Affirmation's official newsletter and on the

Affirmation website. A ballot shall be provided to each current, dues-paying member of Affirmation. The polling method shall ensure that dues-paying members have a single vote. If there are more than two candidates for President, ranked choice voting (also known as instant runoff voting) shall be used. The election shall be held within 30 days of the annual meeting. Voting shall be open for two weeks.

3.1.3 Ballot votes shall be submitted to and tallied by an Election Committee consisting of the Corresponding Secretary of the organization and two members of Affirmation chosen by the Board. Election results shall be certified to the EC and Board, within one week of the close of voting. Election results shall be announced to the general membership in Affirmation's official newsletter and on the Affirmation website.

3.1.4 The President shall appoint from among the dues-paying members of the organization, two Vice Presidents, one of whom shall be designated the Senior Vice President. The President and the two Vice Presidents shall constitute the EC, which is the leadership of the Board. The appointment of the Vice Presidents shall be effective upon ratification by the Board. In the event of the President's resignation, removal, or other inability to act, the Senior Vice President shall become the President, appointing two new Vice Presidents. In the event of the simultaneous resignation, removal, or other inability to act of both the President and the Senior Vice President, the other Vice President shall become the President. If neither are able or willing to serve as President, the Board may appoint a temporary President. The President may remove a Vice President at any time and shall appoint (a) successor Vice President(s) in the manner provided for the original appointment of such Vice President(s).

3.1.5 The Affirmation Board has the power to recall and remove the President. Recall and removal of the President may be initiated by the written request of three or more members of the Board (the "moving parties"). The moving parties shall prepare and deliver to the Corresponding Secretary a written statement of the reason for such request, and copies of the statement shall be provided to each member of the Board. Not sooner than seven days or later than fourteen days following the delivery of this statement, the Board shall meet to consider the action to be taken with respect to the request. Recall and removal of the President shall require a two-thirds majority vote of all members of the Board. If the President is removed, reasons for the action shall be published in the next issue of Affirmation's official newsletter and on the Affirmation website. Upon removal of the President, the Senior Vice President shall become Acting President and serve in that capacity until a new election may be held to select the next President. Such an election must be held not more than two months after the removal of the former President. The person removed from the Presidency may not run for re-election at this time, but is not prohibited from running for President in later elections.

3.1.6 Persons who become President of Affirmation by means other than a regular biennial election, as described in sections 3.1.4 or 3.1.5, complete the regularly elected president's term.

3.2 Election of the Board

3.2.1 A Board shall be elected to advance the mission of Affirmation, advise and assist the EC, and to oversee any paid staff or employees of the organization. The Board shall consist of no more than fifteen members, plus the President, who shall preside at meetings of the Board, and the two Vice Presidents. Nominations to the Board may be made by any Board member and must be confirmed by a majority of the Board members currently serving. Elections may not be made in excess of the total seats permitted by the Charter. With the exception of the members of the EC, who serve *ex officio*, members of the Board serve for three-year terms. If a board

member desires to serve additional terms, said board member must be nominated by three board members and confirmed by a majority of the board to serve a new three-year term.

3.2.2 A Board member may be removed by the remainder of the Board. Three Board members may propose to the President in writing the removal of a Board member. Unless the Board member wishes to willingly resign, the President must call a vote of the Board on the proposal. If a majority of the Board agrees, the removal is effective, and the Board may elect a new member.

4 DUTIES OF THE OFFICERS

4.1. Duties of the Executive Committee

4.1.1 The EC shall be empowered to perform any tasks deemed appropriate by the Board, and in keeping with Affirmation's Charter and Bylaws. The President shall conduct the business meetings of the EC and Board. In the absence of the President, another member of the EC shall conduct. The EC shall meet at such times and places as designated by the President. A quorum of the EC shall consist of the President and one of the Vice Presidents. One member of the EC shall act as secretary at the meetings of the committee, and records the minutes and key actions of the meeting.

4.1.2 The three members of the EC shall serve as *ex officio* members of the Board. When their term ends, their involvement with the board ends, unless nominated and confirmed by a majority of the Board for a three-year board term.

4.1.3 The President shall report or cause to be reported at each regular meeting of the Board, and each annual international meeting of Affirmation, the status of the organization's budget and operating expenses; likewise, he/she will present the financial reports with their due disclosures and an audit opinion in accordance with the applicable international standards for the purpose (ISA)..

4.1.4 The President shall be responsible for the following:

- Lead the Board and EC to carry out its governance functions.
- Ensure the Board has approved policies to help ensure sound governance and management in accordance with the mission of the organization.
- Request from the Executive Director the necessary inputs to direct the development and refinement of metrics.
- Assess the performance of the Board and its committees.
- Propose strategies to ensure ongoing recruitment, development, and contributions of Board members.
- In conjunction and coordination with the Executive Director, propose strategies to help ensure the Board's directives, policies, and resolutions are carried out.

- Work in coordination with the Executive Director to maintain and solicit major corporate grants and individual donations.
- Coordinate with the Human Resources Committee an annual performance review of the Executive Director and other staff.
- Set priorities and create agendas for meetings of the Board and EC.
- Attend or delegate attendance at international conferences.
- Represent Affirmation as spokesperson to dignitaries, press, and public events and delegate such responsibilities to a member of the EC, board, or ED (or combination thereof) as the president sees fit. .

4.1.5 Members of the EC shall be responsible for the following:

- Support the President in executive responsibilities.
- Meet at least monthly and communicate key decisions to the Board.
- Chair the Standing Committees of the Board.
- Serve as ambassadors of the organization and advocate its mission to internal and external stakeholders.
- Work with the Executive Director to create and update policies for the organization, including non-discrimination, sexual harassment, travel, spending, legal compliance and social media policies; policies must be confirmed by a majority of members of the applicable Board committee.
- Appoint and remove the Corresponding Secretary, Board Secretary, Treasurer, and Annual Conference Co-Chairs; these actions must be confirmed by a majority of the Board.
- Appoint new country and regional leadership to serve for a single year term.
- Periodically review and determine the status of country/regional/city groups.
- Appoint and remove adjunct officers and committees as needed.

4.2 Duties of the Board of Directors

4.2.1 The Board shall meet at least quarterly. It may meet at other times, and may conduct business by electronic communications followed by written confirmation of the decisions of its members. A quorum shall be a simple majority of all currently serving Board members. A quorum is required for Board decisions to be binding upon the President or the organization. Meetings of the Board with less than a quorum may occur, but no binding decision may be made at such meetings. Unless the Bylaws specify otherwise, all actions of the Board require a simple majority of all members of the Board.

4.2.2 The President conducts board meetings or other proceedings of the Board, unless the matter at issue involves the President, in which case any member of the Board designated by three or more members of the Board shall conduct.

4.2.3 The Board shall be responsible for the following:

- Advise and assist the EC.

- Direct the process of planning, long range goal setting, annual objectives, and monitoring progress towards goals and objectives.
- Approve each annual budget, as well as the financial reports with an opinion.
- Support fundraising efforts.
- Ensure an annual audit.
- Oversee the Executive Director and staff (approve hiring and firing).
- Direct strategic relationships within and outside of LDS LGBTQIA+ community (including, for instance, with the LDS Church or with LGBTQIA+ community organizations) and evaluate stakeholder needs and how well we are serving them
- Approve communications and messaging and branding strategies.
- Approve policies and procedures proposed by the EC, ensuring that all policies and procedures are consistent with Affirmation's charter and bylaws.
- Provide guidance to the Executive Director regarding any legal action or action that requires the organization to bind itself legally to another individual or organization.
- Actively participate in Standing Committees and ad hoc committees.
- Nominate and confirm members to vacant seats on the Board.
- Ratify the appointments of the Corresponding Secretary, Board Secretary, Treasurer, and Annual Conference Co-Chairs.
- Support programmatic or other operational needs.
- Review the income and expenses and determine the General Association annual fee to be assessed of each voting member of the Association.
- Support international conferences with their assistance and participation.

4.3 Duties of the Corresponding Secretary, Board Secretary and Treasurer

4.3.1 The Corresponding Secretary shall lead the Election Committee.

4.3.2 The Board Secretary shall take and publish minutes of Board meetings.

4.3.3 The Treasurer shall manage the financial obligations and assets of the organization, file tax returns, prepare regular financial reports for use in EC, Board, and annual meetings.

5 DUTIES OF STAFF

5.1 Executive Director

5.1.1 The Executive Director is responsible for the implementation of policies established by the EC and Board, and for management of strategic relationships with funders, with the media, and with organizations that are critical to the fulfillment of Affirmation's mission. The Executive Director can be delegated by the President to represent Affirmation publicly or to organize and develop volunteers and groups within Affirmation as needed.

5.1.2 Specific duties of the Executive Director are established by the EC and the Board, and can vary depending on the needs of Affirmation and the abilities of the current leadership, but would typically include the following responsibilities:

FINANCES AND FUNDRAISING

1. Developing and managing Affirmation's budget, working closely with the Treasurer and Board Finance Committee
2. Planning and managing all fundraising activities with collaboration and support of the EC and Board
3. Verify that the end-of-year financial reports are presented in a timely manner together with the corresponding report.
4. Approve current financial and procedural policies.

PUBLIC RELATIONS

5. Managing Affirmation's Public Relations with all key stakeholder groups and strategic constituencies (including in the LDS community and in the non-LDS LGBTQIA+ community), and identifying and developing new strategic relationships
6. Assisting the EC and Board in the crafting of communications and managing the dissemination of press releases and other communications
7. Working with Online Content Managers and volunteers to ensure that communications and messaging (including website and social media posts, newsletters, advertising, and press releases) are consistent with Affirmation's mission and Board-approved strategies and branding
8. Receiving media inquiries and relaying them to the President as appropriate, or responding to them as directed by the President

MEMBERSHIP

9. Overseeing implementation of Board-approved membership development plans (including membership drives) to foster membership growth and sustained community engagement with and support for Affirmation, including developing and maintaining a unified membership and donor database management system
10. Working with the EC to develop or assist with development of new chapters/ groups in areas where there are unmet community needs
11. Working with the EC to inspire and bring in more volunteers and interview and engage "natural leaders" in the LGBTQIA+ Mormon community
12. Overseeing the maintenance of an accurate volunteer database and developing an effective volunteer coordination structure to engage, train and retain volunteers and prevent volunteer burnout
13. Working with the EC and Board to develop leadership manuals, guides, and a training curriculum, and assisting with leadership development training

PROGRAMS & GOVERNANCE

14. Overseeing Affirmation's Program Management (including organization and management of conferences, retreats, and other gatherings)
15. Developing and implementing accountability structures to ensure accomplishment of key actions from Affirmation's Board-approved Strategic Plan
16. Conducting board member intake interviews and skills assessments, receiving and filing board member commitments, tracking board member terms and assisting the board in board member recruitment
17. Hiring, supervising and managing all other paid staff, including ensuring that staff receive opportunities for professional development, coaching, training and team building

5.2 Other Staff

5.2.1 As determined by the EC and Board, it may be necessary to hire additional staff, such as operations managers, administrative assistants, online content managers, accountants or others as needed.

5.2.2 The EC and Board will determine the need and authorize new hires.

5.2.3 The Governance/HR Committee will work with the Executive Director to develop a job description for approval by the Board.

5.2.4 The Executive Director will advertise the position as directed by the Board, and the Governance/HR committee will organize a hiring committee to interview candidates and make a final hiring recommendation that will be approved by the Board.

6 REGIONAL/COUNTRY/CITY LOCAL LEADERSHIP & GROUP ORGANIZATION

6.1 When a region, country, or city has sufficient membership, Affirmation may organize leadership to support the mission and goals of the organization in that area. The right to use the designation of Affirmation: LGBTQ Mormons, Families & Friends, or any part thereof, is at the discretion of the Executive Committee, with a majority approval of the Board.

6.1.1 Initially, a region or country leadership team is appointed by the EC for a one year term. This could be in the form of a president and vice presidents, or co-leads, or a committee, as determined appropriate for the cultural and local situation at hand and the availability of members willing to take leadership roles. Leadership is selected based on their demonstration of adhering to the Charter, Bylaws, mission, goals, principles, and values of the organization. During this time, a leadership team is assembled from the membership to cultivate Affirmation growth and activities. After one year, if the EC determines the local group to continue to be in adherence with Affirmation's mission, goals, values, and established policies and procedures, an election shall be held by members in the locale to determine leadership. All regional/country/ city election results will be audited by the Corresponding Secretary and ratified by the Board.

6.1.2 All regional, country, and city leadership must be dues-paying members prior to assuming an appointed or elected position in their locale.

6.1.3 Regional, country, and city leadership should prepare an annual budget for their locale and submit to the Board by November 1 for approval and incorporation into the organization's

annual budget. Local leadership should keep record of use of all funds provided by the organization and report such use to the Treasurer on an annual basis.

6.1.4 Affirmation may incorporate as a non-profit organization within a country where there is an established Affirmation leadership for a period of two or more years and incorporation has been approved by a majority of the Board. All legal entities formed in countries outside the United States of America must use this Charter and ByLaws as the foundation for their legal registration, modifying only as needed to meet requirements of local laws and regulations. Any modifications must be approved by the EC.

6.1.5 Local Affirmation leadership teams and groups that are not adhering to our Charter, Bylaws, mission, goals, principles, values, and established policies and procedures will be reviewed by the Board and if determined necessary, local leadership will be removed with a majority vote of the Board. Upon dissolution of any group, the membership records and any remaining funds shall be sent to the Treasurer and become part of the general funds of the Association, in accordance with the 501(c)(3) requirements imposed by the internal Revenue Service of the United States of America.

7—ENDOWMENT FUND

7.1 The Executive Committee may establish an Affirmation Endowment Fund (Endowment) which shall receive contributions from members and friends of Affirmation. The objective of the Endowment will be to receive and invest principal funds and to earn an income which shall be used to further the purposes of Affirmation as stated in the organization's Charter.

7.1.1 The Endowment shall be governed by the Finance Committee comprised of not less than three nor more than seven members who shall be appointed by the President and ratified by the Board.

7.1.2 The Finance Committee may appoint an Endowment Administrator to administer the affairs of the Endowment in accordance with policies and rules that the Finance Committee will establish.

7.1.3 The Affirmation Treasurer shall be the custodian of the monetary assets of the Endowment. Funds are to be invested and disbursed in accordance with the directions of the Finance Committee.

7.1.4 A report of Endowment finances and activities shall be made regularly to the President, EC, and the Board. Annually, a financial report of the Endowment shall be made available to the general membership of Affirmation.

7.1.5 Disbursements of funds from the Endowment, including internal transfers, must be approved by the Board upon the recommendation of the President.