

Pride Lafayette

Bylaws

Article 1. History

Pride Lafayette, Inc. and the Pride Lafayette Community Center have a history that spans back to the late 20th Century. The roots of the organization can be found in the post- Stonewall LGBTQ+ civil rights era. The local oppression of LGBTQ+ community members led to increased community organizing in the Lafayette-West Lafayette area. Our local civil rights battles of the 1990's solidified bonds across all segments of the community.

Since 1998, a conglomeration of community organizations in Lafayette have come together to host the Pride Lafayette booth at pride events in Indianapolis. After the 2000 event, those assisting with the booth expressed a desire for the participating organizations to stay in contact and continue to associate with one another more closely.

In July 2000, the Pride Lafayette e-mail discussion list was introduced to facilitate communication among local lesbian, gay, bisexual, transgender, queer, and sexual and gender diverse (LGBTQ+) community members seeking information about events and resources in Greater Lafayette.

In August 2002, after another successful Pride Lafayette booth at the Indy Pride Fayre, some individuals decided it was time to develop Pride Lafayette as an organization.

In April 2003, Pride Lafayette, Inc. was born. The same month, the organization opened its first community center at 646 Main St., Lafayette.

In 2004, the Pride Lafayette Community Center was moved to a new location at 658 Main St., Suite 218. The new location fostered growth in the organization and provided a comfortable space for social events, meetings, and educational seminars. The Center's library was also born in this space.

In 2008, Pride Lafayette, Inc., in conjunction with Citizens for Civil Rights (CCR), Lafayette's chapter of Parents and Friends of Lesbians and Gays (PFLAG), and other local community organizations, hosted the first-ever pride celebration in our community. OUToberfest 2008: Tippecanoe County Pride Celebration took place on National Coming Out Day, October 11, 2008, and brought over 3,000 people to the street festival held between 6th and 7th Streets on Main Street, Lafayette. The archived OUToberfest web site is still available for viewing.

In 2009, the Pride Lafayette Community Center changed its address yet again. On May 30, 2009, a large group of volunteers moved the Pride Lafayette Community Center to its new home at 640 Main St. This location offers 50% more space, a more accessible entrance and restroom, and a beautiful interior that welcomes everyone who enters it.

On August 29, 2009, Pride Lafayette, Inc., in conjunction with Citizens for Civil Rights (CCR), Lafayette's chapter of Parents and Friends of Lesbians and Gays (PFLAG), and other local community organizations, hosted OUTfest '09: 2nd Tippecanoe County Pride Celebration. The festival's name was changed from OUTobefest to OUTfest and moved to August due to scheduling conflicts with other community events. While the change caused some initial confusion, in the end the expanded festival brought over 5,000 people to Main Street Lafayette between 6th and 9th Streets.

Article 2. Name and Constitution

- **Section 2.01** The name of this organization is Pride Lafayette, Incorporated, which may be abbreviated in this document as Pride Lafayette, or Pride Lafayette, Inc.
- **Section 2.02** Pride Lafayette is a voluntary association of individuals who identify as lesbian, gay, bisexual, transgender, queer, or otherwise non-heterosexual, non-cisgender, and heterosexual and cisgender allies.
- **Section 2.03** Pride Lafayette has perpetual succession separate from the organizations and individuals referred to in this document.
- **Section 2.04** The financial accounting period for Pride Lafayette is from July 1 to June 30 of each year.
- **Section 2.05** The Pride Lafayette logo as represented at the beginning of this document is the official logo of Pride Lafayette.
- **Section 2.06** The principal office of Pride Lafayette is in Tippecanoe County, in the State of Indiana. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____ Dated: _____, 20__

New Address: _____ Dated: _____, 20__

Article 3. Definitions

- **Section 3.01** LGBTQ+ is an abbreviation for the community of lesbian, gay, bisexual, transgender, queer, non-heterosexual, and/or non-cisgender people.
- **Section 3.02** Greater Lafayette includes the cities of Lafayette, West Lafayette, all of Tippecanoe county and surrounding areas.
- **Section 3.03** An ally is any person who affirms the lives and experiences of people who are lesbian, gay, bisexual, transgender, queer, and non-heterosexual and/or non-cisgender.

Article 4. Statement of Internal Revenue Code Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

Article 5. Mission

The mission of Pride Lafayette, Inc, a 501 (c) 3 registered non-profit organization, is to continually educate and promote awareness of diversity, health, culture and acceptance of individuals based on sexual orientation, gender identity, and gender expression.

In support of this mission, members of the lesbian, gay, bisexual, transgender, queer, and non-heterosexual and/or non-cisgender (LGBTQ+) and allied communities work together to reach the same goal of nondiscrimination by education. Pride Lafayette, Inc. facilitates and coordinates the efforts of the communities to work together on a number of programs and activities such as diversity education, health initiatives, community mobilization, cultural enhancement, and research.

Tax deductible contributions to Pride Lafayette, Inc. help fund activities that result in progress toward equality, equity, and education for all individuals in the Lafayette-West Lafayette and surrounding areas.

Article 6. Vision

Pride Lafayette will become the premier link to the Greater Lafayette LGBTQ+ and allied community. We will seek to build bridges within the community and forge new bonds among younger and older citizens living on both sides of the Wabash River. We will celebrate the strength and diversity of our community, and we will foster an increased sense of well-being in the lives we touch.

Article 7. Objectives

- **Section 7.01** Organize monthly networking events that strengthen the camaraderie among members of our LGBTQ+ and allied community.
- **Section 7.02** Hosts series of regular events aimed at highlighting the culture of the local LGBTQ+ community.
- **Section 7.03** Sponsor initiatives that serve to educate community members about sexual orientation, gender identity, and issues that affect the lives of LGBTQ+ people.
- **Section 7.04** Provide programs that enhance the emotional and physical health of LGBTQ+ people in our community.
- **Section 7.05** Maintain a broad online presence for disseminating information.
- **Section 7.06** Coordinate information booths for area events. These booths will feature information about Greater Lafayette's LGBTQ+ community.
- **Section 7.07** Coordinate other area activities that increase awareness, improve the quality of life of our communities, and raise funds to achieve our goals.

- **Section 7.08** Maintain a public space to display information, hold gatherings, and conduct organizational business.
 - Renting Pride’s Public Space: The public space should be free and accessible to any and all support groups, including organizations without legal status and organizations with legal status (collectively referred to “organizations” in this subsection) when they have an annual net income of less than \$5000/year. This subsection should not be used to create an unnecessary burden on small organizations which may not have detailed records regarding income, expenses, and profit, or even a formal budget. Instead, this subclause should be used as a way to simultaneously empower smaller, support-based, and survival focused groups (examples may include PRYSM, trans and bisexual support groups, and an LGBTQ+ substance abuse recovery group) in the community while offering Pride additional rental income from larger agencies, such as universities, corporations, or larger not-for-profits. Rental costs may change and be determined by the board at the time of the planning for any event held by an external agency. A rental price for any agency must be voted on and agreed to by a quorum of the board.
- **Section 7.09** Establish and implement a firm Equal Opportunities Policy to ensure that individuals, groups, and businesses from all parts of our community can play a part in every aspect of the organization and its sponsored events.

Article 8. Principles

Pride Lafayette must aspire to the following principles in pursuing our aims and objectives:

- **Section 8.01 Democracy**

Pride Lafayette commits itself to democratic principles in its activities.
- **Section 8.02 Non-discrimination**

Pride Lafayette prohibits discrimination against any person on the basis of race, religion, color, sex, age, national origin or ancestry, marital status, parental or familial status, sexual orientation, gender identity and expression, disability, and military status. Pride Lafayette is committed to maintaining a community that recognizes and values the inherent worth and dignity of every person; fosters tolerance, sensitivity, understanding, and mutual respect among its members; and encourages each individual to strive to reach their own potential. In pursuit of its goal of fostering new bonds within the local LGBTQ+ and allied community, Pride Lafayette seeks to develop and promote inclusion.
- **Section 8.03 Access**

Pride Lafayette strives to ensure equitable access to all events and functions to all members of the LGBTQ+ community, including people of color, disabled people, undocumented people, and all other marginalized peoples in our commitment to non-discrimination, by creating policies and practices to ensure access.
- **Section 8.04 Inclusion and Representation**

As a community-based organization, Pride Lafayette strives to work with and include the entire LGBTQ+ community in organizing and running its events. In doing so, Pride Lafayette ensures that the organization and its events are representative and inclusive of the community.

Article 9. Board of Directors

- **Section 9.01 Number**

The corporation has no fewer than four (4) and no more than fifteen (15) directors and collectively they are known as the Board of Directors.

- **Section 9.02 Qualifications**

Directors must be of the age of majority in this state. Other qualifications for directors of this corporation are determined by resolution of the Board.

- **Section 9.03 Powers**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation are conducted and all corporate powers are exercised by or under the direction of the Board of Directors.

- **Section 9.04 Duties**

The duties of the directors are to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- Supervise all officers, agents and employees of the corporation to ensure that their duties are performed properly;
- Meet at such times and places as required by these Bylaws;
- Register their addresses with the Secretary of the corporation, and any required notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof;
- Determine organizational policies;
- Establish an annual budget, and direct payment of monies received by Pride Lafayette;
- Support each other in their professional development and ability to fulfill each of their duties, and hold each other accountable compassionately and firmly when duties are not fulfilled
- Lead the organization in pursuit of its mission and goals in compliance with local, state, and federal law.

• **Section 9.05 Attendance**

As stated in Section 9.04 Duties, all directors are expected to attend all scheduled meetings (both regular and special) of the Board of Directors. Absence from any scheduled meetings should include the following communications and recourse:

- Advance Notice of Absence: All directors are expected to give at least 24hrs notice by email if they will be absent from a scheduled meeting as long as the meeting was scheduled at least one week in advance. Even with at least 24hrs notice, the director's absence will still be counted as an absence for the purposes of the accountability measures described in Section 9.05. If a meeting is scheduled with less than 1 week notice, absent directors will not be penalized but they are each still expected to submit their availability for last minute meetings when possible. Every effort will be made to never schedule meetings without at least one week of notice and advance consultation with the entire board regarding each person's availability.
- Absence without Notice: When any director is absent from a meeting that was scheduled at least one week in advance, and does not give advance notice of their absence, the President is responsible for emailing the absentee director. This email should include a wellness check (because Pride should serve as a resource for the community and its own leadership), notify the director of their absence and information about the meeting missed (minutes should of course be emailed out by the Secretary), and remind the director of the notice expectations regarding scheduled meeting absences.
- Habitual Absence. Failure to attend three scheduled meetings of the Board of Directors, either consecutively or non-consecutively shall result in a review, at the earliest convenience of the Board of Directors at which a quorum is present, of the director's qualifications to remain on the board. Following a discussion of the director's contributions to the organization, an oral vote about removal is taken. A two-thirds majority is required for removal.
- Inactivity by Absence. Any director absent from two consecutive regularly scheduled meetings of the Board of Directors that were adjourned because of a failure to meet quorum shall have their status as a director reviewed at the earliest convenience of the Board of Directors at which a quorum is present. Following a discussion of the director's contributions to the organization, an oral vote for removal is taken. A two-thirds majority is required for removal.
- Systemic Inactivity by Absence. Any director absent from three consecutive regularly scheduled meetings of the Board of Directors that were adjourned because of a failure to meet quorum is automatically removed from the position of director.
- Removal by Resolution. The Board of Directors can remove any individual from the position of director by resolution that passes by two-thirds majority.

• **Section 9.06 Elections**

- **Timeline:** The election process begins at the September meeting of the Board of Directors with the appointment of one or more directors to serve as election administrators and the designation of the number of director positions to be filled (see Section 9.01 for details). Nominations officially begin following the designation of the election administrators. September and October meetings of the Board of Directors should include time for Board candidates to ask questions about Board responsibilities and the voting process. No nominations are accepted after Midnight on the Monday one week prior to the election; however, write-in nominations are addressed in the following. Voting takes place during the November meeting of the Board of Directors and the new Board becomes active beginning at the Board of Directors meeting in January following year.
- **Election Administrator(s):** The administrator(s) of the election are responsible for collecting nominations, preparing ballots, running the election at the November meeting of the Board of Directors and tallying the votes. The Secretary should avoid being an election administrator as they will be responsible for double-checking the work of the administrator(s) and/or assisting them with election preparation.
- **Nomination Process:** The beginning of the nomination process is to be thoroughly advertised using the best judgment of the election administrators in order to contact the most potential candidates and provide details to the public of the nomination and election procedure. Third-party nominations are welcome; however, no nomination is official until the candidate has personally contacted at least one of the election administrators. Write-in candidates nominated prior to midnight on the Monday one week prior to the election are welcome as long as they are present to accept the nomination at the election meeting of the Board of Directors. All candidates can run for up to three executive positions. Any candidate who is nominated for an executive position will automatically be listed as a candidate for the non-executive board in the event that they are not elected to an executive position.
- **Voters:** Since this corporation makes no provision for members, directors are elected by the Board of Directors at an election held during the November meeting of the Board of Directors and voted into their positions by the current Board of Directors.
- **Voting:** As outlined in Section 10.03 the election of officers precedes the election of directors so as to avoid surpassing the total number of allowed directors. As a result, the total number of open, non-officer director positions is the number set by the board minus four.
 - At the November meeting of the Board of Directors, candidates are invited but not required to make a short statement to the Board of Directors and answer questions posed by the Board of Directors concerning their candidacy. Once all of the candidates have been given a chance to speak, the election may begin.
 - Each director may cast one vote in support of a candidate for each of the executive positions. Votes will be counted for each executive position before voting begins on the next executive position. This is to ensure that each candidate may only occupy one board position. Once the executive positions are filled, each director may cast one vote per candidate for the candidates which they feel would make positive additions to the board.

- Votes are counted by the election administrators and verified by the director currently holding the position of Secretary. For a candidate to become a board member, they must receive at least half of the votes of the current board. In the event that there no executive candidates receive more than half of the votes, there should be an immediate run-off vote between the two (or three, in the case of a placement tie) candidates with the highest number of votes.
- In the event the number of candidates receiving a majority of votes does not fulfill the total number of available positions of director, those positions shall remain vacant until their vacancy is addressed as prescribed by section 9.16. In the event of a tie between one or more candidates receiving the lowest number of votes needed to be elected to a position, a run-off is immediately held between those candidates; each member of the board must vote for exactly one (1) candidate. If the run-off results in a tie between two or more candidates then the newly elected president will cast the deciding vote to appoint the director(s) to positions from among the candidates in the tie.

• **Section 9.07 Term of Office**

Each elected director serves a term lasting one year. The term shall begin at the call-to-order of the January Board of Directors meeting following their election. Interim directors appointed by the Board of Directors by resolution shall take office immediately following the passage of the appointing resolution. All director terms shall conclude at the call-to-order of the January Board of Directors meeting the following year, unless they resign, are removed by law, the articles of incorporation, or the Bylaws of this corporation, or otherwise unable to serve.

- Past President: When a prospective board member accepts the position of President of Pride, they also agree to serve as a Past President for one year following their last year of presidency. Serving as a Past President does not require being an official Pride board member for a second year, but does require the Past President to be available for schedule Pride meetings and to offer guidance to board members during their year of serving as Past President. If the same person serves as President for more than one year, no one is required to fulfill the Past President position during the second and additional years of that individual as President.

• **Section 9.08 Compensation**

Directors serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board. In addition, they are allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. For an expense to be reimbursed, the Director must receive advanced, written (including email) permission from the Treasurer and the expense must be in alignment with the budget developed and agreed upon by the Board for each given fiscal year.

• **Section 9.09 Place Of Meetings**

Meetings are held at the principal office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

- **Section 9.10 Regular Meetings**

Regular meetings of Directors are held on the first Tuesday of each month at 6:30 p.m., unless such day falls on a legal holiday, Federal (i.e., Presidential) Election day, or the board otherwise comes to a resolution to move the meeting, in which case the meeting will be held at the earliest convenience of the board, ideally at the same hour and place on the next business day.

- **Section 9.11 Special Meetings**

Special meetings of the Board of Directors may be called by the Chairperson of the Board, any one officer, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings are held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

- **Section 9.12 Notice of Meetings**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions govern the giving of notice for meetings of the Board of Directors:

- Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.
- Special Meetings. Each special meeting of the Board requires that at least one week prior notice must be given by the Secretary of the corporation to each director. Such notice by email and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, is equivalent to the giving of such notice.

- **Section 9.13 Quorum for Meetings**

A quorum consists of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business is considered by the Board at any meeting at which the required quorum is not present, and the only motion that the Chair entertains at such meeting is a motion to adjourn.

- **Section 9.14 Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

- **Section 9.15 Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in their absence, by the President of the corporation or, in their absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law. Robert's Rules of Order may be suspended for all or part of a meeting, subject to appeal by the directors present.

- **Section 9.16 Vacancies**

- Vacancies on the Board of Directors result (1) from the death, resignation or removal of any director, which causes the number of directors to decrease below the acceptable lower limit; and (2) whenever the number of required directors is increased such that the current number of directors falls below this upper limit.
- Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.
- Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. The process for removal of a director is by resolution of the Board of Directors.
- Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until their death, resignation, or removal from office.

- **Section 9.17 Nonliability of Directors**

The directors are not personally liable for the debts, liabilities or other obligations of the corporation.

- **Section 9.18 Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation are indemnified by the corporation to the fullest extent permissible under the laws of this state.

- **Section 9.19 Insurance For Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article 10. Officers

- **Section 10.01 Designation of Officers**

The officers of the corporation are President, a Vice President, a Secretary and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other such officers with such titles as may be determined from time to time by the Board of Directors.

- **Section 10.02 Qualifications**

Any person who is a director of this corporation may serve as an officer of this corporation.

- **Section 10.03 Election and Term of Office**

- Officers elected by the Board of Directors shall begin their terms upon inauguration during the January Board of Directors meeting following their election and conclude at the inauguration of the new officers during the January Board of Directors meeting the following year unless they resign, are removed, or are otherwise unable to serve. There are no limitations on officers serving in successive terms or on the number of terms that they may serve.
- Officers appointed by the Board of Directors by resolution shall take office immediately following the passage of the appointing resolution and shall serve until the inauguration of the new officers during the Board of Directors meeting the following January or until their permanent successor shall be elected and qualified, whichever occurs first, unless they resign, are removed, or are otherwise unable to serve.
- Additional information about elections can be found in detail in Section 9.06.

- **Section 10.04 Removal and Resignation**

- Removal: Any officer may be removed, either with or without cause, by the Board of Directors, at any time. If removal of a board member occurs in response to illegal behavior or actions in violation of or incongruent with the Articles of Incorporation or these Bylaws, the board member removed should receive written or email notice of their removal from the Pride Lafayette Board with information detailing the violating behavior and any and all efforts made by the Board of Directors to otherwise resolve these issues with the board member in violation.

- Resignation: Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

- **Section 10.05 Vacancies**

Any vacancy resulting from the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

- **Section 10.06 General Duties**

All officers must fulfill their duties as specified in the Bylaws. Further duties for officers may be specified in resolutions of the Board of Directors; however, the Bylaws will prevail if any conflicts occur between the Bylaws and such resolutions.

• **Section 10.07 Duties of President**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. They shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or those that may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President presides at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, they, in the name of the corporation, executes such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors. The President:

- Maintains oversight of both the internal and external aspects of the organization, focusing mainly on external contacts, networking, and the implementation of organizational/board policies and expectations;
- Initiates contact with local organizations and government bodies pertinent to the mission and goals of Pride Lafayette;
- Attends local events that present networking opportunities with key individuals and organizations;
- Maintains general awareness of committee and volunteer activities, and provides guidance and direction as necessary;
- Develops initiatives aimed at meeting the organization's long term goals and objectives;
- Coordinates the administrative committees of Pride Lafayette (i.e., Executive, Strategic Planning, Finance, and Networking);
- Assists active administrative committees in networking with one another and filling vacancies;
- Ensures that committee and volunteer activities are aligned with Board policies, organizational philosophy, the strategic plan, and the laws of the State of Indiana;
- Serves as chair of the Strategic Planning committee;
- Serves as presiding officer at the monthly board meetings and meetings of the Executive committee;
- Ensures that the secretary has prepared an agenda for each meeting;
- Ensures that the location for the board and volunteer meetings has been secured;
- Looks ahead at issues the board may need to address and coordinates each meeting accordingly;
- Prepares a monthly report for each meeting of the Board of Directors;

- Prepares an annual State of the Organization report. This report will be read at the February meeting of the Board of Directors;
- Appoints special committees with the approval of the Board of Directors;
- Has sole authority for entering into contracts on behalf of the organization, with the approval of the Board of Directors;
- Appoints committee chairs with approval of the Board of Directors and gives each chair written charges of their duties;
- Signs for the treasurer's expenses;
- Evaluates the progress of members of the Executive committee and the committee chairs, and shares feedback with individuals as needed;
- Personifies the organization, providing it with a face and voice;
- Serves as a "Past President" for 1 year following the end of their executive board presidency – note that serving as President does not require board membership but does require the Past President to be available to attend meetings and offer guidance to the board and current president as necessary;
- Completes other duties as assigned by the Board of Directors.

• **Section 10.08 Duties of Vice President**

In the absence of the President, or in the event of their inability or refusal to act, the Vice President performs all the duties of the President, and when so acting has all the powers of, and is subject to all the restrictions on, the President. The Vice President may have other powers and may perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors. The Vice President:

- Oversees the internal aspects of Pride Lafayette;
- Works closely with the treasurer and president to ensure that the financial and legal obligations as an organization are met;
- Works closely with the secretary to ensure that an effective communication structure is in place within the organization—particularly among the committees and other volunteers;
- Actively promotes the activities of the organization within the Greater Lafayette LGBTQ+ and allied community and works closely with the Publicity committee to that end;
- Develops initiatives that attract new volunteers to the organization and promote efficient, effective internal operations.
- Coordinates the operational committees of Pride Lafayette (i.e., those other than the administrative committees).
- Assists active operational committees in networking with one another and filling vacancies;
- Ensures that committee and volunteer activities are aligned with Board policies, organizational philosophy, the strategic plan, and the law of the State of Indiana;
- Assists the president where needed in providing general leadership to the organization and meets regularly with the president to work to that end;
- Maintains an officer handbook. This handbook should:
 - Serve as a training manual for new officers;
 - Include documents related to organizational policy and philosophy;
 - Provide step-by-step instructions for officer duties, where appropriate;
 - Guide officers in their relationship with the Board of Directors and organizational volunteers;
- Prepares a monthly report for each meeting of the Board of Directors;
- Assumes the duties of the president in the president's absence;
- Personifies the organization, as does the president, providing it with a face and voice;

- Serves as the Pride Lafayette Community Center Host Manager or delegates this responsibility to another Director of the Board or committed volunteer non-director;
- Completes other duties as assigned by the president or the Board of Directors.

• **Section 10.09 Duties of Secretary**

The Secretary:

- Certifies and keeps at the principal office of the corporation and in the primary digital storage location, the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- Keeps at the principal office of the corporation, at such other place as the Board may determine, and in the primary digital storage location, a book (or digital archive on a harddrive) of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof;
- Sees that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- Is custodian of the records and of the seal of the corporation and affixes the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation;
- Prepares a monthly report for each meeting of the Board of Directors;
- Exhibits at all reasonable times to any director of the corporation, or to their agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the directors of the corporation;
- Manages or coordinates the management of all Pride Lafayette communications, marketing, and advertising, including, but not limited to: Pride Lafayette, OUTfest, and all other relevant websites, servers, and email accounts, social media accounts, and non-digital communications platforms
- In general, performs all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or those that may be assigned to him or her from time to time by the Board of Directors.

- **Section 10.10 Duties Of Treasurer**

The Treasurer:

- Has charge and custody of, and is responsible for, all funds and securities of the corporation, and deposits all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors;
- Receives, and gives receipt for, monies due and payable to the corporation from any source whatsoever;
- Disburses, or causes to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- Keeps and maintains adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- Exhibits at all reasonable times the books of account and financial records to any director of the corporation, or to their agent or attorney, on request thereof;
- Renders to the President and directors, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the corporation;
- Prepares, or causes to be prepared, and certifies, or causes to be certified, the financial statements to be included in any required reports;
- Prepares a monthly report for each meeting of the Board of Directors;
- In general, performs all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or those that may be assigned to him or her from time to time by the Board of Directors.

- **Section 10.11 Compensation**

The salaries of the officers, if any, are fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation must be reasonable and given in return for services actually rendered to or for the corporation.

Article 11. Committees

- **Section 11.01 Type and formation**

The Bylaws or the Board of Directors may establish any number of standing committees and/or ad-hoc committees from time to time by resolution of the Board of Directors. The Board of Directors may also dissolve ad-hoc committees or standing committees that are not specified in the Bylaws.

- **Section 11.02 Purposes**

The Board establishes the purpose of each committee by resolution of the Board of Directors. All committees act in an advisory capacity to the Board of Directors, unless a resolution of the Board specifically delegates authority and responsibility to any committee.

- **Section 11.03 Membership**
The Board may appoint members to any committee or remove members from any committee at any time, provided that no such appointment or removal conflicts with committee assignments given in the Bylaws. Committee members are not required to be members of the Board.
- **Section 11.04 Meeting and Action of Committees**
The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees and the actions of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.
- **Section 11.05 Committee Chairs**
Unless specified by the Bylaws or by the Board, the President appoints committee chairs and may appoint a new chair of any committee at any time, subject to appeal by the Board. Committee chairs are not required to be members of the Board.
- **Section 11.06 Standing Committees**
The standing committees are at least the Executive, Finance, Fundraising, Strategic Planning, Publicity, Program Development, Health, Community Center, Youth, Ally, and Safe Zone Committees.
- **Section 11.07 Executive Committee**
The Executive Committee consists of all officers, who hold their executive committee positions by virtue of being elected officers, and any directors appointed by the Board of Directors. The Executive Committee is delegated all powers and responsibilities of the Board of Directors, provided that a Board of Directors meeting is not in session and the power being delegated by the Board does not require more than a simple majority vote. By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, and appoint or remove executive committee members that are not also officers. The Executive Committee keeps regular minutes of its proceedings, and causes them to be filed with the corporate records and report the same to the Board from time to time as the Board may require.

Article 12. Execution of Instruments, Deposits, and Funds

- **Section 12.01 Execution of Instruments**
The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee has any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- **Section 12.02 Checks and Notes**
Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation are signed by the Treasurer and countersigned by the President of the corporation or in the absence or unavailability of either the Treasurer or the President the Vice-President can provide the second signature.
- **Section 12.03 Deposits**
All funds of the corporation are deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

- **Section 12.04 Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Article 13. Corporate Records, Reports, and Seal

- **Section 13.01 Maintenance of Corporate Records**

The corporation keeps at its principal office and in its primary digital storage location:

- Minutes of all meetings of directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

- **Section 13.02 Corporate Seal**

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal is kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, does not affect the validity of any such instrument.

- **Section 13.03 Directors' Inspection Rights**

Every director has the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and has such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

- **Section 13.04 Right To Copy and Make Extracts**

Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection shall include the right to copy and make extracts.

- **Section 13.05 Periodic Report**

The Board must cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article 14. IRS 501(c)(3) Tax Exemption Provisions

Section 14.01 Limitations on Activities

- No substantial part of the activities of this corporation consists of the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation does not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- Notwithstanding any other provisions of these Bylaws, this corporation does not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal incometax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 14.02 Prohibition Against Private Inurement

No part of the net earnings of this corporation inures to the benefit of, or is distributable to, its members, directors or trustees, officers or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 14.03 Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation are distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or are distributed to the federal government, or to a state or local government, for a public purpose. Such distribution must be made in accordance with all applicable provisions of the laws of this state and due consideration should be given to direct the funds to another 501(c)(3) organization that supports the LGBT organization.

Section 14.04 Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) distributes its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) does not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) does not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) does not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) does not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 15. Amendment Procedures

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by a two-thirds (2/3) vote of approval by the Board of Directors present at any Board meeting following introduction of a written resolution proposing a by-law change in a prior meeting. There must be a quorum present in the meeting wherein a by-law change is proposed and also in the second meeting wherein the by-law change will be voted on.

Members of the Board of Directors who are unable to attend the second meeting may submit a signed vote to the Secretary or their substitute.

Article 16. Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws are unaffected by such holding. All references in these Bylaws to the Articles of Incorporation are to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code are to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

