



**Pride Lafayette, Inc.  
By-Laws  
as adopted June 29, 2025**

**ARTICLE I  
Name and Offices**

The name of the Corporation is Pride Lafayette, Inc., and shall be referred to in these Bylaws as Pride Lafayette. It shall continuously maintain in the State of Indiana a registered office within Tippecanoe County and registered agent whose business office is identical with such registered office and may have other offices within or without the state.

**ARTICLE II  
Purpose**

1. **GENERAL PURPOSE.** The purpose and activities shall be those which are exempt from taxation under Sections 501(c) or 501(d) of the United States Internal Revenue Code, as now in or hereafter amended and any purpose that would qualify for tax deductible gifts under Section 170(c) of the United States Internal Revenue Code, as now or hereafter amended. Any such purpose is deemed to be charitable under Section 2 of this Article.
2. **SPECIFIC PURPOSES.** Without limiting the General Purpose of Section 1, the Corporation is further organized for such purposes that shall include, but not be limited to:
  - a. Sponsor initiatives that serve to educate community members about sexual orientation, gender identity, and issues that affect the lives of LGBTQ+ people.
  - b. Provide programs that enhance the emotional and physical health of LGBTQ+ people.
  - c. Maintain a broad online presence for disseminating information.
  - d. Partner with community organizations within Tippecanoe County and the state of Indiana to share information and raise awareness about Pride Lafayette and the LGBTQ+ community of Tippecanoe County.
  - e. Coordinate other activities that increase awareness and improve the quality of life of the LGBTQ+ community.
  - f. Maintain a public space to display information, hold community gatherings, and conduct organizational business.
  - g. Organize events that strengthen the camaraderie among members of the LGBTQ+ and allied community.
  - h. Host events aimed at highlighting the culture of the local LGBTQ+ community.
3. **PROHIBITIONS AND LIMITATIONS.** Article XI shall provide prohibitions and limitations on the activities of Pride Lafayette. The board of Directors may enact policies in support of permissible purposes, prohibitions, and limitations, and such policies may be included in Pride Lafayette's Board Handbook.

**ARTICLE III  
Board of Directors**

1. **GENERAL POWERS.** The business and legal affairs of Pride Lafayette shall be managed by and under the direction of its Board of Directors.

2. **QUALIFICATIONS.** To serve on the Corporation's Board of Directors, a person must, at a minimum, be the age of majority in Indiana, be nominated by the Governance Committee and adhere to the fiduciary and stewardship expectations as established by the Board. Other qualifications for directors may be determined by resolution of the Board of Directors.
3. **NUMBER AND TENURE.** The number of Directors of the Corporation shall be not less than five (5) nor more than fifteen (15) as fixed from time to time by the Board of Directors. At all times, the number of Directors shall be odd in number. The Directors shall hold office for a term of two (2) years or until their successors shall have been elected and qualified. Each Director will be classified as a Class A Director or a Class B Director. Class A Directors shall serve for an initial one-year term ending at the annual meeting of the Board of Directors in 2026. Class B Directors shall serve for a two-year term ending at the annual meeting of the Board of Directors in 2027. The Board of Directors in existence and classified as Class A or Class B Directors as of the adoption of these bylaws shall so serve until the annual meetings set forth herein. The range in the number of Directors may be increased or decreased from time to time by amendment of this Section. In no circumstance shall a decrease in the number of Directors have the effect of shortening the term of any incumbent director.
4. **ELECTION.** The Board of Directors shall annually provide for the election of the Board of Directors in the following manner:
  - a. The Governance Committee shall develop a calendar or timetable for the Committee's activities, provided that elections are annually scheduled in the fourth quarter of the calendar year. This schedule shall be approved by the Board of Directors.
  - b. The Governance Committee shall be charged with identifying and recruiting nominees for selection as members of the Board of Directors. The Governance Committee shall also be charged with identifying and recruiting suitable nominees for Board Officers.
  - c. Candidates shall be elected on the basis of achieving a plurality of votes cast.
  - d. Directors-elect and Officers-elect shall assume their duties on the first day of the year immediately following their election.
5. **VACANCIES.** Any vacancy occurring due to death, resignation, removal, disqualification or otherwise on the Board of Directors or Executive Committee and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the current Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office.
6. **REMOVAL AND RESIGNATION**
  - a. **REMOVAL.** Any director elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. 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.

- b. **RESIGNATION.** Any board member 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.
  - c. 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 or director of the corporation.
- 7. **DUTIES.** The Board of Directors shall oversee the business, property, and affairs of the Corporation. Each Director shall represent the interests of the Corporation as a whole.
- 8. **MEETINGS OF THE BOARD.** Meetings shall be held at the call of the President or the call of the majority of the Board of Directors. Meetings shall be held at the principal office of the Corporation and shall be open to the public unless otherwise provided or as may be designated from time to time by resolution of the Board of Directors. All meetings shall be held in accordance with the Indiana Nonprofit Corporation Act of 1991, and any other laws regulating the meeting of corporations.
  - a. **REGULAR MEETINGS.** Regular monthly meetings of the Board of Directors shall be held at the time and place fixed by resolution of the Board without other notice than such resolution.
  - b. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the President or any five Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.
  - c. **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.
- 9. **NOTICE.** Notice of any special meeting shall be given at least three (3) days previous thereto by written notice to each director at their last known business or residence address, by electronic mail (e-mail) to each director at their last known e-mail address, or other electronic means explicitly authorized by the Board of Directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a director, in person, telephonically, or by other electronic means at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- 10. **QUORUM.** A majority of the number of Directors then holding office shall constitute a quorum for transaction of business at any meeting of the Board of Directors. A Director shall be allowed to attend a meeting by telephone or other electronic means. Members not physically present at a meeting but participating in the meeting remotely (through electronic or other reasonable means) shall be counted as "present" for these purposes.
- 11. **MANNER OF ACTING.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation.

12. **REASONABLE COMPENSATION FOR SERVICES OR SUPPLIES.** Any member or Director or Officer of the Corporation is authorized to receive reasonable compensation from the Corporation for services or supplies rendered to the Corporation when such compensation is authorized by the Board of Directors.
13. **ACTION WITHOUT A MEETING.** Unless specifically prohibited by the articles of incorporation or Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Any such consent signed by all the Directors, or all the members of the committee shall have the same effect as an unanimous vote, and may be stated as such in any document filed with the Secretary of State or with anyone else.
14. **PRESUMPTION OF ASSENT.** A director of the corporation who is present at a meeting of the Board of Directors shall be presumed to assent to all corporate actions taken at that meeting unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

#### **ARTICLE IV Officers**

1. **NUMBER.** The officers of the corporation shall be members of the Board of Directors and shall include a president, an executive vice president, a treasurer, a secretary, and such other officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.
2. **ELECTION AND TERM OF OFFICE.** The officers of the corporation shall be elected annually by the Board of Directors at the same meeting as elections for the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be done. Officers must be members of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.
3. **REMOVAL AND RESIGNATION.**
  - a. **REMOVAL.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If removal of an officer occurs in response to illegal behavior or actions in violation of or incongruent with the Articles of Incorporation or these Bylaws, the officer 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 officer in violation.

- b. **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.
  - c. 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 or director of the corporation.
- 4. **VACANCIES.** The Board of Directors shall fill individual vacancies of Officers. A Director filling a vacancy occurring among the Officers shall serve until the next election. Unless the Board enacts provisions for an alternate procedure, a vacancy shall be filled by the nomination of a Director by any Director present at a Board meeting followed by the approval of such nomination by the Board.
- 5. **DUTIES OF OFFICERS** The duties of the officers shall be as follows:
  - a. **PRESIDENT.** The president shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, they shall be in charge of the business of the corporation; they shall see that the resolutions and directions of the Board of Directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors; and, in general, they shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. They shall preside at all meetings of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these by-laws, they may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and they may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. They may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.
  - b. **EXECUTIVE VICE PRESIDENT.** The Executive Vice President shall assist the president in the discharge of their duties, and the president may direct and shall perform such other duties as from time to time may be assigned to them by the president or by the Board of Directors. In the absence of the president or in the event of their inability or refusal to act, the executive vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the executive vice president (or each of them if there are more than one) may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and they may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

- c. **SECRETARY.** The secretary shall: (a) record the minutes of the Members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation; (d) sign with the president, or a vice-president, or any other officer thereunto authorized by the Board of Directors, any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board of Directors or these by-laws; (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to them by the president or by the Board of Directors.
  - d. **TREASURER.** The treasurer shall be the principal accounting and financial officer of the corporation. They shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to them by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors may determine.
6. **OTHER OFFICERS.** Other officers may be elected as deemed appropriate and necessary by the Board of Directors. Such officers shall not automatically serve on the Executive Committee unless appointed by the Board of Directors.

## **ARTICLE V**

### **Committees**

- 1. **COMMITTEE STRUCTURE.** The President and Board of Directors shall develop committees for the management of the affairs of the Corporation. These Committees shall be of two kinds: standing committees and ad hoc committees.
- 2. **LEADERSHIP.** The leadership and membership of committees serve at the direction and pleasure of the President and the Board of Directors. The Board of Directors may establish an approval process for these assignments and delegations.
- 3. **REPORTS AND ACTION ITEMS.** Committee leadership is responsible to report to the Board of Directors at regular intervals. Reports shall be made in writing and filed with the Secretary of the Corporation. Action items shall be placed on the agenda of the Board of Directors.
- 4. **STANDING COMMITTEES.** Standing Committees shall be appointed by the President and approved by the Board of Directors. The President shall develop a charter for Standing Committees which shall be approved by the Board of Directors. At all times, the Corporation will maintain an Executive Committee, Audit Committee and Governance Committee, each of which shall be a Standing Committee. The Corporation may also establish and maintain additional Standing Committees as the Board of Directors deems necessary.
  - a. **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the President, Executive Vice President, Secretary, and Treasurer, and any directors appointed by the Board of Directors, who shall all be voting members, and an Executive Director duly appointed under Article VII, who shall serve on the Committee in a non-voting, ex officio

b. **GOVERNANCE COMMITTEE.** The President shall, with the approval of the Board of Directors, select one member of the Board of Directors to serve as the chairperson of the Governance Committee. The Chair shall select at least two other persons to serve together with the Governance Chair as the Governance Committee. When possible, the Secretary should be included on all meetings of the Governance Committee. Members of the Governance Committee shall serve on the Committee for a one-year term beginning on the first of the year following their appointment. The Governance Committee shall have responsibility for recruiting and nominating members of the Board of Directors as provided for in Article III and shall also provide oversight of other duties as may be prescribed by the Board of Directors, including ensuring the bylaws and policies adopted by the board remain consistent with state and federal law.

c. **AUDIT COMMITTEE.** The Audit Committee shall consist of the Treasurer, Executive Director (if any), and at least one person appointed by the President, with the approval of the Board of Directors. Appointed members of the Audit Committee need not be Directors.

5. **AD HOC COMMITTEES.** Ad Hoc Committees shall be appointed by the President and approved by the Board of Directors. In establishing an Ad Hoc Committee, the President and the Board of Directors shall establish when and how the Committee's function shall end.
6. **COMMITTEE MEMBERSHIP AND RECRUITMENT.** Except as prescribed by these bylaws, the President and the Board of Directors may delegate recruitment responsibilities and authority to the leadership of a committee, though all committee membership is to be approved by the President and the Board of Directors. Committee members need not be members of the Board of Directors, provided such members are approved as prescribed by this section
7. **LEADERSHIP RESPONSIBILITY.** Committee chairs or leaders are responsible for seeing that reports are made and filed with the Secretary, that action items are placed on the agenda, and that all expenses are authorized and approved by the Board of Directors or their assignees. Board committees may not, however: (a) authorize distributions; (b) approve or propose to the members action requiring approval by the membership; (c) fill vacancies on the Board or any of its committees; or (d) adopt, amend, or repeal these Bylaws.

1. **EXECUTIVE DIRECTOR.** The Board of Directors (or the Executive Committee exercising their authority in Article V) may appoint an Executive Director who shall serve at the pleasure of the Board of Directors. A vacancy in the position may be filled at any meeting of the Board of Directors (or the Executive Committee exercising their authority in Article V). The Executive Director may be paid a salary in the discretion of the Board of Directors. Between meetings of the Board of Directors and the Executive Committee, the Executive Director shall be responsible to the president for day-to-day operation of the Corporation. They shall be empowered with such financial responsibilities and authority as specified by the Board of Directors. Nothing in these bylaws shall preclude a member of the Board of Directors from serving in, or receiving compensation for, the role of Executive Director.

2. **OTHER STAFF.** The Executive Director shall have the power to hire and provide supervisory oversight of other staff and perform other personnel functions. The Executive Director may delegate duties to them. The provisions of this paragraph shall be subject to policies and procedures defined by the Board of Directors and Executive Committee.

## **ARTICLE VII**

### **Contracts and Appointments**

1. **BOARD AS AGENT.** The Board of Directors shall act for the Corporation in all matters regarding appointments and contracts. The Board may designate agents, including Officers, Directors or staff, to act on behalf of the Board for the handling of specific negotiations, appointments, and contracts.
  - a. The Board of Directors or its designee shall act for the Corporation in the appointment of any auditor, agent, or counsel to or for the Corporation and any Trustees, Honorary Trustees, Honorary Officers, Honorary Chairs, or other in-kind categories of nonvoting members.
  - b. The Board of Directors or its designee shall act for the Corporation in the approval of all contracts for services or supplies including contracts with any staff, auditor, agent, or counsel to or for the Corporation.
2. **COSIGNERS FOR CONTRACTS.** The President and the Treasurer of the Board of Directors and the Executive Director (if any), shall act for the Board of Directors and the Corporation as cosigners for contracts authorized by the Board. The Board may authorize alternate or additional cosigners when such authorization is necessary, advised, or in keeping with good judgment, convenience, or legal powers.

## **ARTICLE VIII**

### **Finance**

1. **DEPOSITS.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors may select.
2. **TRANSFER OF FUNDS.** All checks, drafts, or orders for the payment of money issued in the name of the Corporation shall be signed by an Officer or Officers, agent or agents of the Corporation, and in a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, these instruments for transfer of funds shall be signed by the Treasurer, the President or the Executive Director (if any).
3. **LOANS AND NOTES OF INDEBTEDNESS.** All notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agents or agents of the Corporation, and in a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, these instruments of indebtedness shall be signed by the Treasurer, the President or the Executive Director (if any).
4. **GIFTS.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation, subject to such restrictions as may be authorized by the Board of Directors.

5. **FISCAL YEAR.** Beginning January 1, 2026, the fiscal year of the Corporation shall begin on January 1 of each year and end on December 31 of the same year.
6. **FINANCIAL STATEMENT.** The Board of Directors shall annually present a statement of financial condition of the Corporation and shall report on corporate financial operations of the preceding fiscal year and corporate financial operations and budget approved by the Board for the present fiscal year.
7. **BOARD APPROVAL OF EXPENDITURES.** The Board of Directors shall authorize and approve an annual budget for all expenditures of funds and commitments of indebtedness. Any expenditures or contracts which are not consistent with the annual budget must be approved by the Board.

#### **ARTICLE IX Books and Records**

1. **MINUTES AND RECORDS.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, records of all actions taken without a meeting of the Board, and of committees having any of the authority of the Board of Directors.
2. **MAILING LISTS.** The Board of Directors shall exercise all authority in the use or maintenance of all membership, donation, and mailing lists and shall provide policy for the use of these lists. The Board of Directors may enact policies placing the use or maintenance of these lists in the hands of specific Officers or agents of the Corporation.
3. **INSPECTION.** All books and records of the Corporation may be inspected by any member of the Corporation through its authorized officers, agents, or counsel, for any proper purpose at any reasonable time. Such right of inspection shall include to the right to copy and make extracts.
4. **ANNUAL REPORT.** At each Annual Meeting the Board of Directors shall make an annual report on the finances of the Corporation and provide for inspection of financial reports as are required by law to be filed with the appropriate agencies of the Federal and Indiana governments.

#### **ARTICLE X Indemnification of Officers, Directors, Employees, and Agents**

1. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that they are or was a director, officer, employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

2. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that they are or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
3. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by them in connection therewith.
4. Any indemnification under sections 1 and 2 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in sections 1 and 2. Such determination shall be made
  - a. by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or
  - b. if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or
  - c. by the Members.
5. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of Members or disinterested Directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
6. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify them against such liability under the provisions of this article.

**ARTICLE XI**  
**Prohibitions and Limitations on Activities**

1. **COMPENSATION.** No part of the net earnings of the Corporation shall be paid to or inure to the benefit of or be distributable to the Directors or Officers of the Corporation not in accordance with, or otherwise provided for by these Bylaws, except that the Corporation shall have the authority to pay reimbursement for expenses incurred on behalf of the Corporation.
2. **POLITICAL CAMPAIGNS.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
3. **TAX STATUS.** The Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future Federal income tax law, and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954 or the corresponding provision of any future income tax code.

**ARTICLE XII**  
**Dissolution or Final Liquidation**

1. **PAYMENTS OF DEBTS.** The Board of Directors, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation upon dissolution or final liquidation, shall distribute all of the assets of the Corporation to one or more of the categories of recipients authorized by this article.
2. **DISTRIBUTION TO NONPROFIT ORGANIZATION.** The Board of Directors may distribute remaining assets to a nonprofit organization or organizations having similar aims and objectives as the Corporation. Such recipient(s) shall qualify under Section 155(a) of the Internal Revenue Code of 1954 or as an organization exempt from Federal income tax under Section 501(c)(3) of this Code or under corresponding provisions of any future United States Internal Revenue law.
3. **DISTRIBUTION TO SUCCEEDING ORGANIZATION.** The Board of Directors may distribute remaining assets to a nonprofit organization or organization created to succeed the Corporation. Such recipient(s) shall qualify under Section 155(a) of the Internal Revenue Code of 1954 or as an organization exempt from Federal income tax under Section 501(c)(3) of this Code or under corresponding provisions of any future United States Internal Revenue law.

**ARTICLE XII**  
**Conflict of Interest**

1. If a transaction is fair to the corporation at the time it is authorized, approved, or ratified, the fact that a director of the corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
2. In a proceeding contesting the validity of a transaction described in Section 1 of this Article, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the director's interest or relationship were disclosed or known to the Board of Directors and the board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested directors even though the disinterested directors were less than a quorum.

3. The presence of a director who is directly or indirectly a party to the transaction described in Section 1 of this Article or a director who is otherwise not disinterested may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee then takes action on the transaction.
4. For purposes of this Article, a director is “indirectly” a party to a transaction if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director, or general partner.

### **ARTICLE XIII Amendments to the Bylaws**

1. **AMENDMENTS.** These bylaws may be altered, amended, or repealed, or new bylaws may be adopted, at any meeting, by a two-thirds (2/3) vote of the Board of Directors; provided, however, that at least ten (10) days written notice be given of the intention to alter, amend, or repeal, or adopt new bylaws, prior to such meeting; and that such notice shall include the proposed change and a discussion of the substance and issues involved.
2. **RESOLUTION OF INTERPRETATION.** Unless the Board of Directors assigns or designates an alternate officer, agent, or counsel, questions regarding the interpretation of these Bylaws shall be resolved by a majority of the Board of Directors.

### **ARTICLE XIV Parliamentary Authority**

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern Pride Lafayette in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order Pride Lafayette may adopt and any statutes applicable to this organization.

As adopted June 29, 2025