

~~BYLAWS OF~~ Bylaws of
HAMPTON ROADS PRIDE
ARTICLE I – NAME AND PURPOSE

Section 1 – Name

The name of the organization is Hampton Roads Pride. The business of the corporation may be conducted as Hampton Roads Pride or HR Pride. ~~or Pride.~~

Section 2 – Purpose

Hampton Roads Pride is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. The purpose of Hampton Roads Pride is to ~~instill pride,~~ celebrate unity and embrace diversity of the Hampton Roads area gay, lesbian, bisexual, and transgender~~ed~~ community. This will be accomplished by creating visibility and promoting full human and civil rights through education, celebrations, and networking.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility

Membership is open to dues-paying persons who support the statement of purpose in ARTICLE I, Section 2.

Section 2 – Membership Types

There are ~~four~~ ~~three~~ ~~types of membership:~~ Individual, Household, ~~Organizational,~~ and Corporate. Membership is granted after applicant submits a completed application and payment of annual dues to the Membership Chairman or their designee. Individual Membership is open to any person. Household Membership is open to two or more persons residing together in the same residence. ~~Organizational Membership is open to any non-profit civic organization or association.~~ Corporate Membership is open to any for-profit business, as defined by the Virginia State Commissioner of Agriculture and Consumer Services.

Section 3 – Annual Dues

The Board of Directors shall set annual dues for each membership type.

Section 4 – Membership Rights

Members may attend any General Membership meeting and any regular meeting of the Board of Directors. ~~Organizational and Corporate members may appoint one individual with voting rights to represent them at meetings; additional members of their groups may attend as Guests.~~ Each membership type is entitled to one vote on any approved motion put to the membership for a vote. ~~An Individual or Household member also representing an Organization or Corporation is limited to one vote per motion.~~

Section 5 – Resignation and Termination

A member may resign by written notification to the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

The Board may recommend termination of a member of any membership type from Hampton Roads Pride at a General Membership Meeting for: theft of the organization's property, misrepresenting themselves as a spokesperson, slander and/or libel towards another member, or any behavior deemed so contrary to the purpose of Hampton Roads Pride that it causes or may cause substantial harm to the organization. Termination requires a two-thirds majority vote of the members present to pass.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Composition and Responsibilities

The Board of Directors shall consist of a minimum of eight and a maximum of twelve Directors from the Individual or Household Members. A thirteenth board seat shall be held by the immediate past president. The thirteenth board seat held by the immediate past president shall be a non-voting board seat. The immediate past president shall hold the thirteenth board seat for one ~~term~~ year following the conclusion of their presidency. ~~This body~~ The officers and immediate past president shall constitute the Executive Committee. ~~which~~ The Board shall be responsible for fiduciary oversight and financial operations of the organization; however, the Executive Committee shall be responsible for decisions in reference to fiduciary oversight and financial operations between the monthly meetings of the Board of Directors. The Executive Committee is also responsible for reviewing before submittal all documents prepared by third parties for ~~Pride Hampton Roads Pride~~ pertaining to compliance with local, state and federal tax requirements. The full Board is responsible for the overall policy and direction of the organization, and may delegate various responsibilities to appointed members and committees.

Section 2 – Terms

Individual Board Members shall be elected for a two year term.

Section 3 – Qualifications

Candidates must be 18 years of age and a current member at the General Membership meeting prior to their nomination.

Section 4 – Election procedures

A. Names will be placed in nomination for the Board of Directors at the ~~October~~ August General Membership meeting. Any member may nominate any qualified individual who then must accept the nomination in order to be placed on the ballot.

B. The election procedure will be overseen by an ad hoc Election Committee consisting of one member of the Executive Committee not standing for re-election and two members not running for election. The Election Committee must be designated and announced prior to the end of the ~~October~~ August General Membership meeting.

C. Directors will be elected by a simple majority of members present at the ~~November~~ September General Membership meeting. Members shall vote by secret ballot. Each member may cast one vote for each vacant position. ~~Individual members that are representing an organization member must choose to vote either as the organization or as their individual membership. They may not vote using both memberships.~~

~~D. Nominees must receive a minimum of 20% of the total votes cast to be confirmed to the Board. If no candidate receives 20% of the vote for an individual Board position, that position will remain vacant and a new election may be called to fill the vacant seat at the next General Membership meeting. Absent members may vote by written proxy. All written proxies must be received and verified twenty-four hours in advance of the commencement of the election meeting by the Secretary.~~

Section 5 – Quorum

A quorum for a Board meeting will consist of more than 50% of the ~~members of the Executive Committee.~~ Directors present with at least two officers there, one of which must be either President or Vice President. Board members may participate in and be counted present for Board Meetings electronically by an Internet or telephone/audio connection. Such attendance shall be reflected in the minutes of that Board meeting.

Section 6 – Officers and Duties

The officers of ~~Pride Hampton Roads Pride~~ are elected from and by the Board of Directors. The organization has four officers: President, Vice President, Secretary and Treasurer. Their duties are as follows:

- A. President - The President chairs the Board of Directors. The President's duties include, but are not limited to, opening Board and General Membership meetings, calling members to order, and announcing the business before the members. The President should be familiar with parliamentary procedure. He/She may appoint ad hoc committees and committee chairpersons as needed and be an ex officio member of all committees. He/She will have no vote except his/her normal membership vote and will break all ties except in the case of elections. The President will be the official representative of the organization to all media and at all public events.
- B. Vice President - The Vice President will assume the duties of the President in his/her absence.
- C. Secretary - The Secretary's duties include, but are not limited to, keeping accurate records of the membership and minutes of all Board and General Membership meetings. He/She will keep accurate records of the organization's activities including, but not limited to, committee meetings, fundraising activities, and contact lists of other organizations and friends.
- D. The Treasurer's duties will include but are not limited to maintaining accurate records of all financial activities, receipt and disbursement of funds, and monthly reporting to the Board. He/She will be an ex-officio member of all fundraising committees. The Treasurer will be required to maintain original copies of all financial records.

Section 7 – Election and Terms of Officers

The Board of Directors will elect the officers from the Board at a Board meeting directly following the ~~November~~ September General Membership Meeting by majority vote. The President and Secretary shall be elected in even numbered years; the Vice President and Treasurer shall be elected in odd numbered years. All officers will be elected for two-year terms.

Section 8 – Vacancies

The minimum number of Directors ~~and officers~~ must be maintained. Any ~~member~~ Director may call for a special election to fill a vacant Board position, other than that held by the immediate past president, by making a motion at a ~~General Membership Board~~ meeting. ~~If adopted, nominations will be taken and remain open until the next General Membership meeting, at which time an election will be held.~~ The Board position held by the Immediate Past President if vacated shall not be filled until a change in the holder of the office of President leaves office and is eligible to serve in the position of Immediate Past President.

Section 9 – Resignation, Termination, and Absences

Resignation from the Board or an officer position must be in writing and received by the Secretary or designee. A Director or Officer can be removed from office by a 2/3-majority vote of the membership at a General Membership Meeting where a quorum of the ~~Executive Committee Board of Directors~~ is present. A Director can also be removed by a 2/3-majority vote of the Board of Directors for the following reasons:

- I. Unexcused non-emergency absences from more than three scheduled Board meetings, with failure to notify a Board Officer prior to a missed meeting with a valid reason, validity to be determined by a majority vote of the Directors present.
- II. Suspension or revocation of membership.
- III. ~~Failure to contribute to the operation of regular business, committee work, or event work.~~

Section 10 – Voting

A majority vote of the attending Directors is required to pass any motion presented at a Board of Directors meeting. Absent Directors may vote via written proxy, ~~All proxies must be received and verified by the Secretary twenty four hours before the commencement of the meeting. Voting may be conducted~~ or via electronic communication (i.e. email) as detailed in Article IV, Section 3.

ARTICLE IV– MEETINGS

Section 1 – General Membership Meetings

Meetings will be held monthly and are open to all HR Pride members and guests. Notice of meetings will be posted on the HR Pride Website a minimum of one week in advance of the meeting date. A simple majority vote of the members present is required for any question presented at a membership meeting to pass. ~~Absent members may vote by written proxy. All proxies must be received and verified by the Secretary twenty-four hours before the commencement of the meeting.~~

Section 2 –Board of Director Meetings

A minimum of ten (10) meetings shall be scheduled annually. There shall be no more than one (1) Board of Directors Meeting per month. Attendance at Board meetings is open to

members and guests, however, only Board members may debate and vote on issues before the Board. The Board may move into a closed session of Directors to discuss personnel or contractual matters requiring such discretion. Notice of Board meetings will be on the HR Pride website a minimum of one week in advance of the meeting date.

Section 3 - Conducting of Board business electronically.

Motions for Board action that must be addressed before the next scheduled Board meeting may, at the discretion of the President, be conducted online via email provided that all Board members vote in the following manner: “yes,” “no,” or “abstain.” All Board business conducted in this manner shall be recorded and included in the minutes of the preceding Board meeting.

ARTICLE V - COMMITTEES

Section 1 – Committee formation and dissolution

~~There are four Standing Committees: Finance, Membership, Communications and Events.~~ The President of the Board of Directors may establish or dissolve additional Ad Hoc Committees as needed to meet the requirements of the organization. The President appoints all committee chairs. Each committee is responsible for complying with approved budget, branding, and marketing standards.

~~Section 2 – Standing Committees~~

~~A. Finance Committee~~

~~The Finance Committee consists of the Treasurer, who serves as committee chair, the Vice President, the Events Committee Chairperson, and up to two General Members. The Finance Committee is responsible for developing and presenting to the Board for review and approval, Pride’s fiscal policies and procedures, fundraising plans, and the annual budget. All expenditures must be within the approved annual budget. Any material and significant change to the budget must be approved by the Board or Executive Committee.~~

~~B. Membership Committee~~

~~The Committee Chair is appointed by the President. The Membership Committee is responsible for accepting applications and collecting annual dues, tracking terminations, resignations, membership status, membership type and membership service (such as volunteers, committee members, etc.). At meetings, the Membership Committee must identify non-member Guest attendees to insure that only Members vote. Prior to elections, the Membership Committee is responsible for certifying each voter as a member in good standing and issuing a ballot to them.~~

~~C. Communications Committee~~

~~The Committee Chair is appointed by the President. The Communications Committee oversees and maintains an accurate and current Pride website. The Communications Committee is responsible for developing the Pride brand, creating the organization’s marketing plans and ensuring Pride’s consistent representation, both internally and externally. The Communications Committee is responsible for all marketing, advertising and educational materials that contain the Hampton Roads Pride logo and/or signature, in print, broadcast, digital, social and all other media. The Board of~~

~~Directors will review and approve any and all significant and material changes to the branding and marketing plans.~~

~~D. Events Committee~~

~~Committee Chair is appointed by the President. The Events Committee is responsible for scheduling, completing all plans, coordinating with all partners, and staffing all Hampton Roads Pride events to the extent of Pride's responsibilities for them. The Events Committee is responsible for close coordination with the Communications Committee to preserve brand consistency. The committee chair may appoint event chairpersons from the committee. The Events Committee Chair also serves on the Finance Committee.~~

ARTICLE VI – [RESERVED FOR FUTURE USE]

ARTICLE VII - PROCEDURES

~~Section 1 – Robert's Rules of Order—~~All questions not provided for in these ~~By-Laws~~ **Bylaws** shall be resolved by Robert's Rules of Order Revised. ~~and by the General Laws of Virginia as amended.~~

Section 2 – Subjugation: This organization shall be consistent with the laws of the United States ~~or with~~, the Commonwealth of Virginia, and local ordinances.

Section 3 – Dissolution: The assets of Hampton Roads Pride shall be at all times dedicated to the purposes set out in Article I, Section 2 and none of the earnings shall inure in whole or in part to the benefit of any private individuals. The remaining assets of Hampton Roads Pride, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies, or organizations engaged in activities similar to those of the Hampton Roads Pride and qualifying under Section 501(c)(3) of the Internal Revenue Code of 1954, as may be specified in a plan of distribution adopted, as provided by law, or as directed by a court of competent jurisdiction.

ARTICLE VIII - AMENDMENTS

Amendments: Proposal of amendments to the ~~By-Laws~~ **Bylaws** must be submitted to the membership at least one meeting prior to the meeting in which they are voted upon. Amendments to the ~~By-Laws~~ **Bylaws** shall be **enacted** by a 2/3-majority vote of the membership at a Regular Membership Meeting.

~~Revised September 11, 2017~~