

Fayetteville PRIDE By-Laws

Revised May, 2021

Article I – Name and Purpose

Section 1: Fayetteville PRIDE

Fayetteville PRIDE shall be the name of this non-profit association under the laws of the State of North Carolina.

Section 2: Principal Office

The Office of Fayetteville PRIDE will be located in Fayetteville, NC.

A. Principal Mailing Address – The principal mailing address of Fayetteville PRIDE shall be: 100 Hay Street, Fayetteville, NC 28301, 6th Floor

B. Change of Address: Change of Address

The county of the Organization's principal office can be changed only by an amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal mailing address from one location to the another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

200 Mason Street, Fayetteville, NC 28301 Dated 02/21/2026

----- Dated -----

Section 3: Purpose

Fayetteville PRIDE is created exclusively for charitable purposes and is not organized or operated for profit. The organization will operate with the intention of fulfilling the mission and objectives listed below:

Mission: To instill pride, celebrate unity, and embrace diversity and inclusiveness in the Fayetteville area LGBTQ* community and allies, and to provide a support network and educational advocacy group dedicated to increasing awareness and acceptance.

Objectives:

- To create visibility and promote full human and civil rights through education, celebrations, and networking to the extent allowed by our nonprofit status.
- To provide a support network for the LGBTQ* community and its allies.
- To serve as an educational service and resource to LGBTQ* individuals, to their allies and to the community at large.
- To advocate within the Fayetteville area for increased awareness and acceptance of the LGBTQ* community.
- To work toward a future without discrimination where all people have equal rights under the law by producing LGBTQ* PRIDE events that inspire, educate, commemorate and celebrate our diverse community.

- To model diversity and inclusion within our organization and for the people we serve.
- To maintain an inclusive environment with equitable treatment for all. Specifically, historically marginalized communities including Black, Indigenous, and People of Color.
- To respect and value diverse life experiences and heritages, and ensure that all voices are valued and heard.

Section 4: Fiscal Year

The organization will be operated on a calendar year basis.

Article II – Board of Directors

Section 1: General Powers

The Property, business and affairs of Fayetteville PRIDE shall be overseen by the Board of Directors in accordance with these Bylaws and the purposes of Fayetteville PRIDE. The Board of Directors is responsible for the overall policy and direction of Fayetteville PRIDE, as well as overseeing and participation in its day to day operations. Specific powers of the Board of Directors may include but are not limited to:

- A) Define the mission, goals, objectives, and activities of Fayetteville PRIDE, and assign priorities among the goals, objectives, and activities when needed.
- B) Create and approve Fayetteville PRIDE's budget.
- C) Raise the financial resources required to meet Fayetteville PRIDE's goals and objectives, and establish general fundraising policies.
- D) Actively plan and participate in the activities of Fayetteville PRIDE.
- E) Periodically review and evaluate Fayetteville PRIDE's performance and its goals, objectives, and activities.

Section 2: Composition

The Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, Historian, Members at Large and other Directors as required. Any two offices may be held by the same person, but no Director shall have more than one vote on any matter. A minimum of seventy-five percent (75%) of the Board of Directors must be composed by Directors who have legal domicile in the State of North Carolina. If during the course of the fiscal year, the Directors with legal domicile in NC falls below 75%, the Board shall have till the annual election to rebalance the Board composition. The Board of Directors will hereafter be known as the Board in this document.

Section 3: Number of Directors

The Board will consist of a minimum of five (5) directors and no more than a maximum of twelve (12) directors until changed by amendment of the Bylaws or Board Resolution amending this section.

Section 4: Qualifications

Each Director shall be an individual of at least eighteen (18) years of age, who has

never been convicted of fraud or bad faith, or been found liable in a civil action involving fraud or bad faith. Each Director shall demonstrate a commitment to carry out the purposes of Fayetteville PRIDE and to participate actively in its activities and leadership. Directors shall demonstrate the necessary skills to make informed, well-balanced decisions regarding the impact and economic viability of Fayetteville PRIDE's activities. Any other qualifications will be determined by the current Board.

Section 5: Election and Term of Office

Except for the initial Directors, the members of the Board of Directors shall be elected by the Board by majority vote. A Director shall hold office of President for a term of two (2) years or until their resignation, death, disqualification, or removal from office. The maximum number of consecutive terms for the office of President shall be two (2) terms. Directors shall hold remaining offices for a term of two (2) years or until their resignation, death, disqualification, or removal from office. The maximum number of consecutive terms for Executive offices, other than the President, shall be three (3) terms.

Section 6: Resignation

A Director may resign at any time by giving written notice to the President of the Board. The President shall present the resignation to the Board at the meeting immediately following the notice of resignation. If the resignation is effective immediately, or if the effective date is prior to the next regularly scheduled meeting, the President shall notify the Board within forty eight (48) hours. If the President of the Board wishes to resign, he or she shall give their written resignation to the Vice-President to present to the remaining Board members.

Section 7: Removal

Any Director may be removed from office with a majority vote of the Board at any regular or special meeting; provided that the Director has been notified in writing with no less than one (1) week notice and a quorum of the Board is present. A Director may also be removed by a majority vote of the Board of Directors without notification for the following reasons:

- A) Having three (3) unexcused absences, within a term of office, from the Scheduled Board Meetings.
- B) Resignation of Directorship position.
- C) Theft of the organization's property or finances.
- D) Misrepresenting themselves as a spokesperson for this organization.
- E) Slander and/or Libel towards another member that impairs the operations of the organization.

No reduction in the minimum authorized number of Directors shall affect the ability to remove Directors.

Section 8: Vacancies

An office position may become vacant due to resignation, removal, or other inability to perform office duties. A vacancy may be filled by a majority vote of the

remaining Directors. So long as the Board meets the minimum required number of Directors, vacancies do not have to be filled.

Section 9: Fees and Compensation

No Director shall receive any compensation for their services as a Director, but may receive reimbursements for actual disbursements for reasonable amounts expended on behalf of or in service to Fayetteville PRIDE.

Section 10: Reimbursement

A Director may be reimbursed for actual out of pocket expenses incurred in the performance of their duties with the Board's approval by majority vote. Directors that have Board approval by majority vote prior to expenditure shall not have their reimbursement withheld, when within the approved amount and quantity, for any reason.

Article III – Officers

Section 1: President

The Board shall have a President that chairs the Board of Directors. The President's duties include, but are not limited to:

A) Chair the Annual Meeting, regular meetings, and special meetings of the Board.

B) Opening the Board meetings, calling members to order, and announcing the business before the Board. The President should be familiar with parliamentary procedures.

C) Appoint ad hoc committees and committee chairpersons as needed.

D) Maintain relationships as needed with foundations supporting Fayetteville PRIDE and other potential funding sources.

E) Be the official representative of the organization at all public media events unless another Board or committee member is otherwise designated by the President.

F) Facilitate and coordinate the Board's discharge of its responsibilities as set forth in the Bylaws and other Board Resolutions.

G) Perform such other duties and responsibilities as directed by law, by Fayetteville PRIDE's Bylaws, or by the Board.

Section 2: Vice President

The Board shall have a Vice-President whose duties include, but are not limited to:

A) Having the powers and duties of the President in the event of the President's absence, disability, or refusal to act.

B) Serve as a liaison among the Board and its committees

C) Be an ex officio member of all committees. He/She will have no vote except their normal membership vote and will break all ties except in the case of elections.

D) Perform such other duties and responsibilities as directed by law, Fayetteville PRIDE's Bylaws, or by the Board.

Section 3: Secretary

The Board shall have a Secretary whose duties include but are not limited to:

A) Keep and maintain a digital archive of the minutes of all meetings of the Board of Directors and Executive Committee, including all votes and resolutions, adopted, amended, or revoked, and provide access to the Board of Directors.

B) Keep a record of any Bylaw updates passed by the Board of Directors and keep an up-to-date copy of the Bylaws, including any amendments made during the year.

C) Keep a record of all proxies submitted throughout the year, and prepare all ballots when required for voting.

D) Keep a record of Directors showing the name and address of each.

E) Maintain a Fayetteville PRIDE mailing list.

F) Be responsible for all correspondence on behalf of Fayetteville PRIDE and maintain the Fayetteville pride mailing address and email address. Correspondence shall be regularly reported to the Board.

G) Keep accurate records of the organization's activities.

H) Perform such other duties and responsibilities as directed by law, Fayetteville PRIDE's Bylaws, or by the Board.

Section 4: Treasurer

The Board shall have a Treasurer whose duties include, but are not limited to:

A) Be responsible for the maintenance, upkeep, and safety of all Fayetteville PRIDE's original and digital financial records (e.g. preparation of all checks, creation of all financial records and reports, depositing of all monies, submission of all required tax documents, signing bank drafts, making on time payments as needed for Fayetteville PRIDE's debts and expenses, and inventory control on any and all of Fayetteville PRIDE's merchandise)

B) Presenting written financial reports at each regular meeting of the Board of Directors, a copy of which shall be kept with the minutes of the meeting

C) Present the Annual Report to the Board of Directors no later than ninety (90) days after the close of the fiscal year.

D) Be an ex officio member of all fundraising committees

E) Perform such other duties and responsibilities as directed by law, Fayetteville PRIDE's Bylaws, or by the Board.

Section 5: Historian

The Board may have a Historian whose duties include, but are not limited to:

A) Digitally photograph or have photographed club activities and events.

B) Be responsible for the maintenance of the organization's website and social media sites, and the posting of information about Fayetteville PRIDE's history, activities and events.

C) Archive the club's digital history.

D) Assist members in locating information about past club activities.

E) Define and collect physical memorabilia to be kept in the future and maintain all physical memorabilia.

F) Function as Parliamentarian at board meetings: Identify applicable existing Bylaws and Policies during deliberations.

G) Perform such other duties and responsibilities as directed by law, Fayetteville

PRIDE's Bylaws, or by the Board.

Section 6: Executive Committee

The above-mentioned offices will form the Executive Committee. If any of the above offices are vacant, or if multiple offices are held by the same person, directors shall be chosen from the remaining Board by the President to bring the Executive Committee to five (5) members. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between regular meetings of the Board, subject to the direction and control of the Board of Directors.

Section 7: Members at Large

Members at Large may compose the remaining seats of the Board of Directors. The Goal of the Members at Large will be to reflect and represent the diversity of the LGBTQ* community. The duties of the Members at Large include, but are not limited to:

- A) Participate as a voting member of the Board of Directors
- B) Attend meetings regularly
- C) Serve in leadership roles as needed.

D) Perform such other duties and responsibilities as directed by law, Fayetteville PRIDE's Bylaws, or by the Board.

Article IV – Committees

Section 1: Formation of Committees

The President may establish any standing or ad hoc committees that are deemed appropriate for the needs of Fayetteville PRIDE. Committees may be composed of individuals not on the Board of Directors, if approved by the Board. Individuals who are not Directors may lead committees, if the Directors select such individuals by majority vote. Directors may sit on any committee they choose.

Section 2: Voting

Each action undertaken by a committee that requires a vote must be approved by the majority of the members present at the meeting. No member or chair of a committee may have more than one vote on any matter.

Section 3: Authority

Committees have, and may exercise the powers conferred upon it, or authorized by the resolution creating it. But, may not otherwise act on the behalf of Fayetteville PRIDE. Committees shall be responsible for keeping minutes and attendance of all committee meetings which will be submitted to the Secretary of the Board within 30 days. All committees are subject to the final authority of the Board.

Section 4: Limitations

No committee may ever:

- A) Approve any action that by state or local law requires the vote of at least a majority of the quorum of the full Board of Directors.
- B) Amend or repeal the Bylaws, or any Resolution of the Board
- C) Approve or revoke any voluntary dissolution of Fayetteville PRIDE, bankruptcy

or reorganization, or sale, lease, or exchange of all or substantially all of the property and assets of Fayetteville PRIDE

D) Approve any self-dealing transaction

E) Establish any other committees or appoint individuals to serve on committees

F) With the exception of the Executive Committee, bind Fayetteville PRIDE in a contract or other agreement or expend any funds of the organization without express authority of the Board.

Section 5: Dissolution of Committees

The Board may, by majority vote, dissolve any committee when deemed appropriate.

Article V – Meetings

Section 1: Types of Meetings

A) Open Board Meetings - Open Board Meetings will be scheduled monthly and attended by all current directors, unless a meeting is deemed unnecessary by a majority vote of the Board.

B) Closed Board Meetings - Closed Board Meetings will consist only of Board members and cover specific issue(s).

Section 2: Quorum

A quorum for a Board Meeting will consist of a simple majority of Directors to include at least two (2) members of the Executive Committee. When a quorum cannot be reached at a meeting, then no binding voting is allowed. Only a consensus is reached on any matter.

Section 3: Voting

A majority vote of the Board is required to pass motions presented to the Board of Directors at any Board Meeting. A "majority" is defined as a simple majority of the Directors present and voting at a meeting at which a quorum is present. A Director who is present at a meeting of the Board at which an action on any Fayetteville PRIDE matter is taken shall be presumed to have assented to the action taken unless their contrary vote is recorded, or their dissent is otherwise entered in the Minutes of the meeting, or unless a written dissent to such action is filed with the Board within forty-eight (48) hours of the adjournment of the meeting. Such right to dissent shall not apply to directors who voted in favor of such action.

A) Proxy Voting

Proxy Votes, when tendered before a Board meeting, shall be counted along with those members present in establishing a quorum for that meeting. Any absent Board member may provide a vote via proxy. All proxies must be given to the Secretary before the commencement of the meeting. All proxies, besides written proxies, must be confirmed in writing within one (1) hour to the Secretary for inclusion in the organization's records.

Section 4: Regular Meetings

Regular meetings of the Board may be held at such times and places as are fixed by the Board of Directors. The Board shall not meet less than once per quarter. Such regular meetings, if held on an agreed-upon schedule, may be held without prior written notice. Any Director may participate in a meeting, and any meeting, whether regular or special, may be held by conference call or other means of conference communication, as long as all Directors participating in the meeting can communicate with one another, and all such Directors shall be deemed to be present in person at such meetings.

Section 5: Annual Meetings

The annual meeting of the Board of Directors shall be held within 90 days of the new fiscal year starting, or in a month designated by the directors for the purpose of electing Directors and Officers of the organization, receiving annual reports and the transaction of other business.

Section 6: Special Meetings

Special meetings of the Board may be convened for any purpose by the President or any two (2) Directors. The person or persons who call the special meeting shall fix the time and place for such a meeting, and shall give notice of not less than forty-eight (48) hours, by any usual means of communication.

Section 7: Attendance

Directors are expected to attend Board meetings, and to provide written notice of necessary absences prior to the scheduled meeting time. In the case that unforeseen circumstances preclude a Director from giving prior written notice, the Director will be given forty-eight (48) hours to submit an explanation of absence to the President. The Board may then vote to retroactively excuse the absence. A Director may be removed from the Board due to excessive absences if they have three (3) unexcused absences from regular Board meetings within a term. An excused absence is one where prior written notice is given.

Article VI – Accountability

Section 1: Standard of Care

A Director shall perform the duties of their office, and their duties as a member of any committee of the Board on which he or she may serve, in good faith, in a manner the Director believes to be in the best interests of Fayetteville PRIDE, and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, they shall be entitled to rely on information, opinion, reports, or statements including financial statements and other financial data, in each case prepared or presented by:

A) One or more of the Officers of Fayetteville PRIDE whom the Director believes to be reliable and competent in the matters presented

B) Attorneys, independent accountants, or other persons to matters that the Director believes to be within such person's professional or expert competence

C) A committee of the Board upon which the Director does not serve, as to matters within its designated authority that he or she believes to merit confidence, so

long as the Director acts in good faith after reasonable inquiry when the need is indicated by the circumstances.

Section 2: Contracts and Obligations

Only the Directors of the organization, with prior approval from the Board may obligate or contract in the name of Fayetteville PRIDE.

Section 3: Self-Dealing Transactions

Article VI, Section 3:

Except as approved herein, neither the Board nor any individual Director shall approve a self-dealing transaction. A self-dealing transaction is one which Fayetteville PRIDE is a party and in which one or more Director has a material financial interest. The Board may approve a self-dealing transaction if the Board makes a reasonable investigation into other possibilities and determines that a better arrangement cannot be obtained. In addition, the Board must be given the material facts, must determine that the transaction is fair and reasonable, and in the best interests of Fayetteville PRIDE. The Board must approve, by majority vote, the self-dealing transaction and the interested Director, or Directors, must abstain from the vote.

Section 4: Non-Liability

The Directors shall not be personally liable for the debts, liabilities or other obligations of the organization.

Section 5: Check Issuance

A) There shall be two authorized signatures required to disburse Fayetteville PRIDE account funds.

B) On file with our bank, we will have four signatories: President, Vice President, Treasurer, and Secretary. If one of the above-mentioned offices is vacant, or if a Director is unable to perform this duty, a replacement signatory may be chosen from the Executive Committee by the Board.

Section 6: Annual Report

The Treasurer shall present to the Board, no later than ninety (90) days after the close of the fiscal year a report containing the following information in appropriate detail:

- A) The assets and liabilities of Fayetteville PRIDE as of the end of the fiscal year
- B) The principal changes in assets and liabilities during the fiscal year
- C) The revenue or receipts of Fayetteville PRIDE for the fiscal year
- D) The expenses and disbursements of Fayetteville PRIDE during the fiscal year

Article VII – Amendments

Section 1: Proposals

Proposal of amendments to the Bylaws must be submitted to the Board at a meeting held no less than thirty days prior to the meeting in which they are voted upon.

Section 2: Voting

The Bylaws may be amended, or repealed and new Bylaws adopted upon a two-thirds vote of the filled seats of the Board of Directors.

Article VIII – Legal Procedures

Section 1: Robert's Rules of Order

All questions not provided for in these By-Laws should be resolved by Robert's Rules of Order and by the General Laws of North Carolina as amended.

Section 2: Jurisdiction

The Board of this organization shall have authority to give final interpretations of all provisions of said By-Laws. The legality of all provisions shall be determined according to the General laws of the State of North Carolina.

Section 3: Subjugation

This organization shall not be inconsistent with the laws of the United States or with the State of North Carolina and shall operate without participating in, or intervening in any political campaign on behalf of or in opposition to any candidate for public office.

Section 4: Dissolution / Dedication of Assets

The assets of Fayetteville PRIDE shall be at all times dedicated to the purposes set out above. No part of the net earnings, properties, or assets of Fayetteville PRIDE on dissolution, or otherwise, shall inure to the benefit of any private individual, or any Director of Fayetteville PRIDE. The remaining assets of Fayetteville 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 Fayetteville PRIDE and qualifying under Section 501 (c)(3) of the Internal Revenue Code of 1986, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

Article IX – Certification

These Bylaws of Fayetteville PRIDE were approved this the 16th day of April, 2017.

As Amended by unanimous vote on this the 3rd day of May, 2021.

Fayetteville PRIDE is a non-profit organization as described in section 501(c)(3) of the Internal Revenue Code.