



**Southwest Virginia Pride Inc.**

# **Bylaws**

## **ARTICLE I**

These bylaws constitute the code of rules adopted by Southwest Virginia Pride, Inc. for the regulations and management of its affairs.

## **ARTICLE II PURPOSE & MISSION**

Southwest Virginia Pride, Inc. (“the Corporation” or “SWVA Pride”) shall exist for the purpose of providing social, educational, celebration and support activities for the LGBTQ+ community who live and/or work in Southwest Virginia and surrounding communities.

## **ARTICLE III DEFINITIONS**

‘Written notice’ is defined as postal mail, telephone (including voicemail), facsimile, or electronic mail. The posting of information on the official website or electronic bulletin boards does not constitute written notice.

## **ARTICLE IV BOARD OF DIRECTORS**

### **(1) Powers**

The Board of Directors (“Directors”) of the Corporation is vested with the management of the business and affairs of this Corporation, subject to Virginia Laws, the Articles of Incorporation, and these bylaws. While the Directors have the power to make decisions for the Corporation, the Executive Committee shall have final authority in all matters.

### **(2) Qualifications**

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, national origin, sexual orientation, or gender identity.

### **(3) Number of Directors**

The Board of Directors will consist of no less than three (3) Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director or decreasing the total number of Directors to less than three Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Articles of Incorporation as constituting the initial Board.

### **(4) Term of Directors**

Directors shall be elected to four-year terms, ending of December 31, 2027. There is a limit to two-consecutive terms and, therefore, Directors may only serve two consecutive terms.

### **(5) Election of Directors**

A director will be elected or appointed through a recommendation made by an existing director. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose.

#### **(6) Resignation**

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

#### **(7) Removal**

Any Director may be removed with cause, at any time, by a simple majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

#### **(8) Vacancies**

Vacancies shall be filled by a majority vote of the remaining members of the Board of Directors, even if this number is less than a quorum and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

#### **(9) Compensation**

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approves the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

#### **(10) Founding Board Members**

The three founding board members, Eddie J. Davis, Alex R. Jarvis and Dewey W. Goodwin, Jr., shall be lifetime members of the Corporation and members of the Board of Directors, with permanent, full voting rights. They shall be exempt from any term limits or election procedures that apply to the other members of the Board of Directors. If any of the founding board members ceases to hold an officer position on the Board of Directors or Executive Committee, they will continue to be lifetime members of the Corporation and the Board of Directors. In the event that any of the founding board members resigns or is unable to continue serving as a member of the Board of Directors, the remaining founding board members may nominate a replacement for the position, subject to approval by the Executive Committee. If the Board of Directors votes to remove a founding board member, that member shall automatically lose their voting rights. Removal of any founding member will require a unanimous vote of the entire Board of Directors; a simple majority will not be sufficient. This lifetime membership and voting rights for the founding board members shall continue as long as the Corporation exists.

## **ARTICLE V COMMITTEES**

### **(1) Executive Committee**

The President, Vice President, and Secretary or Treasurer of the Corporation shall constitute the Executive Committee, which shall have the final authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. All decisions made by the Board of Directors must be approved by the Executive Committee at its next Regular or Special Meeting in order to be legally binding on the Corporation. The President shall act as Chairperson of the Executive Committee. A simple majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

### **(2) Additional Committees**

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by a majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Articles of Incorporation and these bylaws.

## **ARTICLE VI BOARD MEETINGS**

### **(1) Rules of Procedure**

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

### **(2) Place of Board Meetings**

Regular and Special Meetings of the Board of Directors will be held at a place determined by the Board and notified through a posting on the SWVA Pride website.

### **(3) Regular and Special Meetings**

Regular meetings of the Board of Directors shall be held at least quarterly, or more frequently as deemed necessary by the Executive Committee. Special Meetings may be called by the President or any three Directors.

### **(4) Notice of Board Meetings**

Notice of the date, time, and place of regular meetings shall be given to each board member by written notice no less than three-days' prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member by written notice no less than two-days prior to the meeting, with the exception of special meetings held to amend the Articles of Incorporation or bylaws.

### **(5) Waiver of Notice**

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

## **(6) Attendance**

All members of the Board of Directors are expected to attend all regularly scheduled meetings and special meetings. Any member who is unable to attend a meeting must notify the President no less than 48 hours in advance unless it's an emergency and should make every effort to participate by phone or other remote means. To remain in good standing as a member of the Board of Directors, each member must attend at least 75% of all meetings in a calendar year, unless excused by the President for good cause. Any member who fails to meet this attendance requirement may be subject to removal from the Board, subject to a majority vote of the remaining members of the Board. Attendance at a meeting shall be determined by the physical or electronic presence of a member at the meeting, or by audio or video conference participation where such participation is permitted under state law and the Corporation's policies.

## **(7) Event Attendance**

To remain in good standing as a member of the Board of Directors, each member is required to be in attendance during the entire duration to assist with the annual Pride Fest and Spaghetti Dinner Fundraiser. In addition to these requirements Board of Directors are required to be in attendance and assist with at least 80% of all other events which include any event the Board of Directors agrees to volunteer at.

## **(8) Quorum**

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or by any provision of these bylaws.

## **(9) Voting**

Any Executive Committee or Director present at the meeting will have voting rights. Subcommittee members will only have voting rights at subcommittee meetings.

## **109) Proxy Voting**

Proxy voting is only permitted via hand-written and signed communication to the board.

# **ARTICLE VII OFFICERS**

## **(1) Composition**

The Corporation shall have a President, Vice President, Secretary, and Treasurer. The Corporation may have at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold more than one officer position; with the exception that one person does not hold both the position of President and Secretary. There can be a maximum of twelve Directors, with no less than three.

## **(2) Election and Removal of Officers**

Election of officers shall be conducted at the Board of Directors' last meeting of the fiscal year. Officers shall remain in office until their successors have been selected. Officers may serve two consecutive terms without limit. The election of officers shall be by a majority vote of the Board of Directors attending the meeting.

### **(3) Vacancies**

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by a majority vote of Directors present.

### **(4) President**

- The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given by the Board of Directors.
- The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with the rules of procedure.
- The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.
- The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

### **(5) Vice President**

- The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

### **(6) Secretary**

- The Secretary will perform 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.
- The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.
- The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors and shall keep copies of all minutes at the principal office of the Corporation.
- The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.
- The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.
- The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours.
- The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.
- In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

## **(7) Treasurer**

- The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general 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 which may be assigned from time to time by the Board of Directors.
- The Treasurer shall give to the Corporation a bond with one or more sureties for the faithful performance of the duties of the office and for the restoration to the Corporation—in the case of their death, resignation, retirement, or removal from office—all books, papers, vouchers, money, and other property of whatever kind in their possession or under their control belonging to the Corporation. The amount of the bond shall be determined by the Board of Directors.
- The Treasurer and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors. • The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.
- The Treasurer’s signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors of the Corporation as the authorized signatory for a particular type of disbursement.
- The Treasurer shall prepare a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation.
- The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

## **ARTICLE VIII INDEMNIFICATION**

### **(1) Insurance**

The Corporation may provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

### **(2) Indemnification**

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that they are or were Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney’s fees and disbursements, incurred by them (or by their heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

### **(3) Limits on Indemnification**

Notwithstanding the above, the corporation would indemnify a person only if they acted in good faith and reasonably believed that their conduct was in the Corporation’s best interests. In the case of a criminal proceeding, the person may be indemnified only if they had no reasonable cause to believe their conduct was unlawful.

## **ARTICLE IX OPERATIONS**

### **(1) Execution of Documents**

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of the Executive Committee after approval by a resolution of the Board of Directors.

### **(2) Disbursement of Funds**

Financial transactions which have a value of \$100.00 or more shall require majority approval of the Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Treasurer may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws.

### **(3) Records**

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

### **(4) Inspection of Books and Records**

All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

### **(5) Loans to Management**

The Corporation will make no loans to any of its directors or Officers.

### **(6) Amendments**

The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation) by a vote of two-thirds of Directors present at a meeting where a quorum is present, and where a seven-day written notice (excluding telephonic or voice mail notice) specifying the proposed amendment has been given. The bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present, and where a seven-day written notice (excluding telephonic or voice mail notice) specifying the proposed amendment has been given.

### **(7) Code of Conduct**

Any Executive Committee, Board of Directors, committee member, or subcommittee member will be required to review, and sign the Southwest Virginia Pride, Inc. Code of Conduct before serving.

### **(8) Fiscal Year**

The fiscal year for the Corporation will be from January 1 to December 31.