

INDY PRIDE, INC.

AMENDED AND RESTATED BYLAWS

Article I Identification

Section 1: Name

The name of the Corporation shall be Indy Pride, Inc. (hereinafter referred to as the “Corporation”).

Section 2: Principal Mailing Address

The principal mailing address of the Corporation shall be P.O. Box 44403, Indianapolis, IN 46244.

Article II Mission

Section 1: Mission Statement

- A. Indy Pride, Inc., exists to unite the Lesbian, Gay, Bisexual, Transgender, Queer (LGBTQ) community of Central Indiana through leadership development, educational and support programs, and community events that achieve inclusivity, equality, strong community connections, and awareness of LGBTQ issues.
- B. The Corporation shall be and hereby is authorized to engage in any business or activities consistent with its not-for-profit status under state and federal statutes, laws and regulations.

Article III Membership

Section 1: Qualification

Any person who subscribes to the Mission of the Corporation may become a member upon payment of annual membership dues and completion of a membership registration. Membership shall be granted to any person of legal age (18+) regardless of gender identity, race, sexual orientation, nationality, religion, culture, color, income, life style, occupation, condition of health, physical disability or other status.

Section 2: Dues

Non-Refundable dues shall be paid annually and can be set from time to time by the members of the Board of Directors to reflect differing levels of membership.

Section 3: Membership Classes

There may be more than one class of membership as determined by the members of the Board of Directors as necessary to contribute to the growth of the Corporation. All memberships are non-transferable and non-assignable.

Section 4: Resignation, Suspension and Termination of Membership

- A. A member may resign at any time by giving written notice to the President or Secretary of the Corporation.
- B. Membership in the corporation shall be suspended or terminated for failure to pay the appropriate membership dues.
- C. Membership may also be suspended or terminated for good cause shown by two-thirds (2/3) vote of the members of the Board of Directors after not less than fourteen (14) calendar days prior written notice of the proposed action and reasons therefore and an opportunity for the member to be heard, orally or in writing, not less than five (5) calendar days before the effective date of the proposed action. Written notice shall be by first class or certified mail to the member's last shown address on the Corporation's records, or by return receipt email to the member's last shown email address on the Corporation's records.

Article IV Membership Meetings

Section 1: Annual Meeting

An annual meeting of the members for the election of the members of the Board of Directors and transaction of other business to come before the membership shall be held each year. Time shall be set by the current board and communicated as noted in Article IV, Section 3.

Section 2: Special Meetings

Special meetings of the membership may be called at any time upon proper notice, in accordance with Article IV, Section 3, by the President, a majority of the filled positions of the members of the Board of Directors, or by written petition of at least fifty percent (50%) of the current membership of the Corporation entitled to vote on the matter proposed to be considered, who shall so notify the Secretary stating the reason for such a meeting. Only such business as is authorized in the notice issued for the meeting may be transacted at said special meeting.

Section 3: Notice

- A. Written notice of the location, date and time of any membership meeting and the reason for any special membership meeting, shall be sent by U.S. Mail or email to each currently paid member at their last known address/email address not less than fourteen (14) calendar days nor more than sixty (60) calendar days in advance of the meeting.
- B. A member's right to challenge the notification of a meeting must be submitted in writing via email or U.S. Postal mail at least twenty four (24) hours prior to the start of said meeting.

Section 4: Quorum and Voting

- A. At special or annual meetings of the members, the members present in person shall constitute a quorum.
- B. Any matter placed before the membership for voting, except as otherwise provided in these by-laws, shall be carried if approved by majority vote of the members present in person, via proxy or via absentee ballot.
- C. Every member is entitled to one (1) vote on any matter brought before the membership. Every member has the right to vote in the Board of Directors election.
- D. At any meeting of the membership, members may participate by attending and voting in person, may provide their proxy to another active member in good standing, or may submit an absentee ballot. Unless otherwise provided herein, in order to vote via proxy or by absentee ballot, a member must deliver to the Secretary of the Corporation a signed written or email statement declaring their vote twenty four (24) hours prior to the meeting.

Article V Board of Directors

Section 1: Function

The business, property and affairs of the Corporation shall be managed and controlled by the members of the Board of Directors of the Corporation ("Board" or "Board of Directors") which shall exercise all powers of the Corporation and take any action which is not prohibited or reserved to the membership (by law, by the Articles of Incorporation or by these bylaws).

Section 2: Composition

The number of members on the Board of Directors shall be no fewer than nine (9) and shall not exceed twenty one (21). Members of the Board of Directors must be members of the Corporation. Any Director who ceases to be a member of the Corporation will also cease to be a member of the Board and their Board position shall become vacant. The number of members on the Board of Directors may be increased or decreased within the limits prescribed herein by a majority vote of the members of the Board of Directors present at a properly called meeting of the Board.

Section 3: Term

Each member of the Board Directors shall serve for a term of two (2) election cycles or one (1) as described in Article V, Section 4. Any Director may serve any number of consecutive terms.

Section 4: Vacancies

Any vacancies in the membership of the Board, whether caused by death, resignation, removal or otherwise, may be filled by the members of the Board of Directors at any regular or special meeting called for that purpose. Members of the Board of Directors so appointed shall serve until the next election cycle. The Board, at its discretion, may provide for soliciting, nominating or securing other input from the membership before filling a vacancy.

Section 5: Nominations and Elections

A Nomination and Elections Committee shall be established, in accordance with Article VI, Section 2, to nominate candidates for position(s) on the Board. The Nominations and Elections Committee shall deliberate and present a single slate to the membership encompassing verified nominees for both incumbent and non-incumbent positions for a simple majority vote of confirmation by the membership. If the slate is not confirmed, only members who were properly nominated and verified according to the policies and procedures outlined by the Nominations and Elections committee and approved by the members of the Board of Directors prior to the committee's deliberations may then be entered from the floor for a general election. Only members present or represented by a proxy will be able to vote in the case that the slate is not confirmed and a general election is warranted.

Section 6: Resignation

Any Director may resign by delivering written notice of resignation to the President, to which the President must acknowledge receipt no later than twenty four (hours). The

President shall have twenty four (24) hours to inform the members of the Board of Directors of any Director's intent to resign. Any Director, shall then have one (1) week to reconsider their intention to resign. Such resignation shall be effective upon approval of meeting minutes following the date of said Director's notice of resignation. Resignation from the Board of Directors does not automatically include a resignation from membership in the Corporation.

Section 7: Removal

Any Director may be removed from office by a two-thirds (2/3) vote of all of the members of the Board of Directors present and constituting a quorum at a regular meeting or a special meeting called for that purpose. Such removal shall be for just cause, which could include, but is not limited to; three (3) unexcused absences from duly held meetings of the Board, consistent failure to discharge the duties of the office, failure to follow the policies and procedures set forth by the members of the Board of Directors, and/or financial irregularities. Any Director whose removal is proposed shall be entitled to written or email notice specifying the proposed removal and cause therefore at least fourteen (14) calendar days prior to any meeting of the Board at which such removal shall be considered.

Section 8: Quorum and Voting

At any meeting of the members of the Board of Directors, Directors may participate by attending and voting in person, by attending via telephone or other remote connection, or may vote by proxy. In order to vote by proxy, a Director must deliver to the Secretary of the Corporation a signed written statement or an email declaring that they grant to another specified person the authority to vote on their behalf. A simple majority of the filled Board positions will constitute a quorum. No Board decisions shall be made without a quorum, however the Board may choose to discuss matters outside of a meeting in the absence of quorum. At all meetings of the members of the Board of Directors, except as otherwise specifically required by these by-laws, all matters shall be decided by a simple majority vote of the members of the Board of Directors present at the meeting in which quorum is established.

Section 9: Meetings

- A. The regular meetings of the Board shall be held at least monthly, with the exception of June and December, at such time and place as may be determined by the Board. Special meetings of the Board may be called at the request of any officer or by one- third (1/3) of the members of the Board of Directors.

- B. Notice of all meetings of the Board shall be given at least one (1) week before the meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice of such meeting unless specifically required by law or these bylaws.

Section 10: Informal Business by Directors

Board business may be conducted outside of any regularly scheduled meeting of the members of the Board of Directors with the consent of a majority of the directors. Any informal business shall be documented via meeting minutes following the date of said informal business decision.

Section 11: Qualification of Board Members

In order to be eligible for Board membership an individual:

- A. Must reside in the State of Indiana.
- B. Must be member of Indy Pride, Inc.'s general membership in good standing for at least sixty (60) calendar days prior to the annual meeting.
- C. Must sign a copy of the by-laws stating they have read and understand what is written there.
- D. Must be at least twenty-one (21) years of age.
- E. Any other reasonable qualification deemed necessary by the members of the Board of Directors.

Article VI Committees

Section 1: Executive Committee

- A. The members of the Board of Directors shall appoint from among its members an Executive Committee, which shall be subject to the control and direction of the Board. The Executive Committee shall consist of the President, Vice President(s), Secretary, Treasurer and such other members of the Board as may be deemed necessary. The Executive Committee shall possess and exercise the authority of the Board of Directors in the management of the ordinary business affairs of the Corporation between meetings of the Board. The Executive Committee shall provide a summary of the business conducted at any meeting of the Executive Committee and shall report to the full Board at the next regularly scheduled Board meeting.
- B. The Executive Committee shall not have the power to:

- a. Appoint officers of the Corporation or fill vacancies on the Board, the Executive Committee or the Nominations and Elections Committee.
- b. Call meetings of the membership.

Section 2: Nominations and Elections Committee

The Board shall appoint a Nominations and Elections Committee composed of at least two (2) members of the Board of Directors, four (4) members from the General Membership, and one (1) past member of the Board of Directors who shall serve from the date of appointment until the conclusion of the election cycle. A member of the Nominations and Elections Committee shall not be eligible for election or appointment to the Board of Directors during their term as a member of the Committee. The Chair of the Nominations and Elections Committee shall be a Board Member appointed by the members of the Board of Directors. The Nominations and Election Committee shall vet current and prospective candidates in accordance with the policies and procedures set forth by the members of the Board of Directors.

Section 3: Other Committees

The President shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the President or members of the Board of Directors may deem necessary to properly carry on the activities and affect the purpose of the Corporation. Such committees shall perform as the President or the members of the Board of Directors may direct. Any such committees may be abolished or any member thereof removed, with or without cause, at any time by the members of the Board of Directors.

Section 4: Committee Procedures

Policies and Procedures adopted by the members of the Board of Directors shall govern appointed committees. Those committees described in this document shall be governed in the manner that is prescribed.

Article VII Officers

Section 1: Officers

The Officers of the Corporation (“Officers”) shall consist of the President, Vice-President(s), Secretary and Treasurer of the Board of Directors. One person may concurrently hold the office of Secretary and Treasurer.

Section 2: Election and Term

The Officers of the Corporation shall be elected or appointed each year by the Board of Directors within fourteen (14) calendar days of the conclusion of the annual meeting and Officers so selected shall serve from the date of such appointment. Each Officer shall serve for a term of one year, an officer's term is limited to four (4) consecutive terms for one officer position, or until their successors have been elected or appointed and assumed their duties.

Section 3: Resignation

Any Officer may resign from their office in accordance with Article V, Section 6. Resignation from an office does not automatically constitute resignation from the Board of Directors, unless specified.

Section 4: Removal

Any Officer may be removed from office by a two-thirds (2/3) vote of all of the Directors present and constituting a quorum at a regular meeting or a special meeting called for that purpose. Such removal shall be for just cause, which could include, but is not limited to; unexcused absences from duly held meetings of the Board, consistent failure to discharge the duties of the office, failure to follow the policies and procedures set forth by the members of the Board of Directors, and/or financial irregularities. Any Officer whose removal is proposed shall be entitled to written or email notice specifying the proposed removal and cause therefore at least fourteen (14) calendar days prior to any meeting of the Board at which such removal shall be considered. If an Officer is at any time removed from the Board of Directors they will automatically be removed from their office. However, removal of an Officer from their office does not automatically constitute removal from the Board.

Section 5: Vacancies

Any vacancy in an office may be filled by appointment, confirmed by a majority vote of the members of the Board of Directors, for the remainder of the portion of the term of the Board of Directors.

Section 6: Duties of the Officers.

- A. The President shall preside at all meetings of the membership and the Board of Directors of the Corporation, shall act as spokesperson for the Corporation, and

shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the members of the Board of Directors.

- B. The designated successor as determined at the time of officer elections by a majority vote of the members of the Board of Directors, shall possess the powers and discharge the duties of the President in the event of the President's absence or disability, and shall have such other powers and duties not inconsistent with these by-laws as may be assigned from time to time by the members of the Board of Directors.
- C. The Secretary shall have the general powers and duties usually vested in the office of Secretary of a corporation, shall keep minutes of all meetings of the Board of Directors and the membership, shall authenticate the records of the Corporation and shall have such other powers and duties not inconsistent with these by-laws as may be assigned from time to time by the Board of Directors, including the duty to:
 - a. Keep corporate records;
 - b. Provide proper notices in accordance with these by-laws; and
 - c. Partner with membership officer to ensure that a proper list of members is maintained.
- D. The Treasurer shall have the general powers and duties vested in the office of Treasurer of a corporation, including the responsibility for all funds and securities for the Corporation, and shall have such other powers and duties not inconsistent with these by-laws as may be assigned from time to time by the members of the Board of Directors, including the duty to:
 - a. Oversee the financial management of the Corporation;
 - b. Provide for the payment of all bills and obligations of the Corporation as directed by the members of the Board of Directors;
 - c. Keep a complete and correct account of all monies received and disbursed by the Corporation;
 - d. Provide a financial statement of the Corporation to the Board at least quarterly or as requested by the Board;
 - e. Submit a full financial report to the members at the annual membership meeting. The Board may require the Treasurer to give a bond for the faithful discharge of their duties, the cost of which shall be borne by the Corporation;
 - f. File any and all required tax or information returns, forms or other filings required by federal, state or local governmental agencies or authorities;

- g. Obtain an audit and/or review of the financial records as requested or required by the members of the Board of Directors from time to time.

Section 7: Records

The records of the Corporation will be maintained by the appropriate officers as specified in the duties.

Article VIII Financial Affairs

Section 1: Contracts

- A. No Member of the Corporation shall be authorized to make any contracts for or on behalf of the Corporation; nor shall any member be authorized to obligate the Corporation to perform under any contract or to pay any sum of money.
- B. The Executive Committee shall have the ability to approve any written contract that is presented to the organization when that contract falls within the approved budget. Any contract that requires an expenditure of more than one thousand dollars (\$1,000) outside of the budget approved by the members of the Board of Directors will require the approval of the majority of the members of the Board of Directors.
- C. All written contracts shall be executed by the President or their designee in their absence.

Section 2: Checks

- A. The Treasurer, along with a second signature from any authorized signer, must sign checks for miscellaneous and regularly occurring expenses pre-authorized by the Executive Committee or by the Board. The Executive Committee must review expenses incurred by individual or other committees without prior authorization prior to check issuance.
- B. An authorized signer is defined as any executive officer of the Corporation of the Board of Directors, and is properly documented with the organization's financial institution.

Section 3: Funds

All funds of the Corporation shall be deposited in the name of the Corporation in such banks, trust companies or other depositories as the members of the Board of Directors may select. All material funds of the Corporation shall be deposited in such accounts within five (5) business days.

Section 4: Gifts

- A. The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for any purpose of the Corporation.
- B. No individual member of the Board of Directors may accept an individual gift in excess of a value of \$100 (U.S. Dollars) through their association with the Corporation or activities of the Corporation.

Section 5: Revenue Distributions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of the Articles of Incorporation.

Section 6: Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more purposes within the meaning of 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which is located the mailing address of the corporation, exclusively for such purposes or to such organization or organizations as said court, shall determine, which are organized and operated exclusively for such purposes.

Article IX Fiscal Year

Section 1: Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Article X Amendments

Section 1: Amendments.

These bylaws may be altered, amended, or repealed and new bylaws adopted by a two-thirds (2/3) vote of the members of the Board of Directors present at a meeting called for that purpose, a quorum assembled. Notice of any meeting to consider bylaw revisions, including the proposed changes with explanations, must be given in accordance with Article IV, Section 3 herein.

- A. A copy of the updated bylaws will be posted on the corporation website within thirty (30) calendar days of approval.
- B. From time to time, the members of the Board of Directors may amend these bylaws to change and correct grammatical, punctuation, and spelling errors that do not materially affect the content of these bylaws.

Article XI Indemnification

Section 1: Indemnification

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, administrators and personal representative of such person) who is or was a Director, Officer or paid Staff Member of the Corporation shall be indemnified by the Corporation as provided in the Indiana Nonprofit Corporation Act, Indiana Code 23-17-16-13.

Article XII Prohibited Activities

Section 1: Prohibited Activities

Notwithstanding any other provision of this Code of by-laws, no Board Member, Officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

Amended 8th day of July, 2009

Amended 11th day of July 2012

Amended 23rd day of September 2015

Amended 11th day of May 2016

Reconfirmed 21st day of July 2016