

Bylaws for Panhandle Pride Incorporated

Article I -- Name and Purpose

Section 1.01. Name. The name of this organization shall be Panhandle Pride Incorporated [hereafter referred to as Corporation].

Section 1.02. Purpose. The Corporation is organized for the development, planning and implementation of a yearly festival. The Corporation commits to the following:

- Operate with integrity.
- Collaborate with like-minded entities and community businesses, organizations and individuals.
- Show respect, support and compassion for all.
- A long-term commitment to serving those in the LGBTQ community.

Article II – Members

Section 2.01. Membership. Membership in the Corporation shall be open to all persons who support and commit to the Purpose of the Corporation.

Section 2.02. Voting Members.

- One must register using an official Corporation Membership Form.
- One must provide volunteer service, e.g. serving as a Committee Chair, Committee Member, etc. during the calendar year.
- Must be approved by the Board of Directors.
- Voting limited to Annual Meeting, with voice only at Board of Directors' meetings.

Section 2.03. Non-Voting Members.

- One must register using an official Corporation Membership Form.
- Voice only.

Section 2.04. Honorary Members.

- By invitation from the Board of Directors and Officers of the Corporation.
- One must register using an official Corporation Membership Form.
- Voice only.

Section 2.05. Membership Review. The Board shall review the voting membership list in the month of July each year. A member who does not have identified participation and volunteer requirements within the preceding period of one (1) year will be removed from the list of voting members.

Section 2.06. Removal of Membership. Any membership may be removed by the Board of Directors at any meeting or by action in writing whenever, in the Board of Directors' judgment, the best interests of the Corporation will be served. A simple majority vote is required for removal. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Article III -- Annual Meetings

Section 3.01. Annual Meeting. An Annual Meeting shall be held each year in the month of September. The time and place of the Annual Meeting shall be determined by the Board of Directors which shall notify the membership by e-mail or mail at least two (2) weeks in advance.

Section 3.02. Voting Rights. Each voting member has the right to vote. Proxy or any other form of absentee voting shall not be allowed

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Section 3.03. Quorum. In order to transact business, no less than twenty-five (25) percent of the Voting Membership must be present.

Section 3.04. Votes Required for Approval. Decisions, including elections, requires approval by a vote one (1) more than fifty percent (50%) of those voting members present and voting, unless otherwise stated in these Bylaws.

Section 3.05. Agenda and Elections. The agenda for the Annual Meeting shall be determined by the Board of Directors. The agenda shall include, but not be limited to, election of members to the Board of Directors and presentation of a financial report. Voting members may request that the Board of Directors add agenda items by submitting items to the Secretary no later than one (1) week prior to the meeting. All votes for elected positions shall be taken by counted hand vote or secret ballot.

Section 3.06. Special Annual Meetings. Special Annual meetings may be called by the President or at the request of at least one (1) member of the Board of Directors. The reason for the meeting must be provided to the Secretary. The date, time and place shall be determined by the Board of Directors.

Section 3.07. Robert's Rules of Order. Robert's Rules of Order, newly revised, current edition, will govern all cases to which they are consistent with these Bylaws.

Article IV: Authority and Duties of Directors and Officers

Section 4.01. Board Role, Size and Compensation. The Board of Directors (hereafter referred to as Board) has the authority to transact general business of the Corporation, to act upon all members concerning membership, to approve all programs and activities, and to approve the annual budget. The Board will approve all proposed bylaws' amendments. The Board is comprised of twelve (12) positions defined by staggered term, e.g., six (6) even year and six (6) odd year. The Board cannot function with less than four (4) filled positions. The Board receives no compensation other than reasonable expenses.

Section 4.02. Selection and Tenure. The term of office for members of the Board shall be two-year staggered terms. Terms of office shall begin following election at the Annual Meeting and shall expire at the beginning of elections at the appropriate Annual Meeting. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a Board member's term shall be filled by a majority vote of the remaining Board members. In the event of a tie vote, the President shall appoint the succeeding Board member. A Board member, who is elected to fill a vacancy, will complete the unexpired term of the Board member being replaced.

Section 4.03. Meetings. The Board shall approve the date, time and place of Board meetings. The Board shall hold a minimum of twelve (12) meetings annually, excluding the Annual Meeting. A simple majority vote is required to conduct business.

Section 4.04. Quorum. In order to transact business, one (1) more than half (1/2) of the Board members must be present before business can be transacted or motions made or passed.

Section 4.05. Officers. The Officers must be members of the Board. The Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. New offices may be created and filled at any meeting of the Board.

Section 4.06. President. The President when present, will preside at meetings of the Board. The President shall perform all duties attendant to that office, subject, however, to the control of the Board, and shall perform such other duties as, on occasion, shall be assigned by the Board.

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Section 4.07. Vice President. The Vice President will preside at meetings of the Board in the absence or at the request of the President. The Vice President shall perform other duties as requested and assigned by the President, subject to the control of the Board.

Section 4.08. Secretary. The Secretary shall keep the minutes of all meetings of the Board, records of Corporation members and such other duties as occasionally may be assigned by the Board.

Section 4.09. Treasurer. The Treasurer will maintain accurate record of all financial activities of the Corporation, provide a written report to the Board at each Board meeting on the status of the Corporation's finances. The treasurer shall perform such other duties as occasionally may be assigned by the Board.

Section 4.10. Election of Officers and Terms of Office. The Officers of the Corporation shall be elected by the Board at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. The term of office for all Officers is one (1) year. Officers shall hold office until a successor is duly elected. Officers shall be eligible for reappointment.

Section 4.11. Resignations. Resignations are effective upon receipt of written notification by any Officer of the Corporation and presented to the Board for action. If an Officer resigns, the Board will elect a new Officer within forty-eight (48) hours.

Section 4.12. Removal. Any Officer may be removed from an elected position and any Board member may be removed by the Board at any meeting or by action in writing whenever, in the Board's judgment, the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed. Replacing a removed Officer will be handled in the same manner as a resignation.

Section 4.13. Committees. The Board may establish Committees or Advisory Boards. The Board will make such provisions for appointment of the Chair of such Committees or Advisory Boards, establish such procedures to govern their activities and authority as may be necessary for the efficient management of the property, affairs, business or activities of the Corporation.

Section 4.14. Limitation of Liability. No Board member shall be liable for any act or failure to act by any other Board member or by any employee of the Corporation. No Board member shall be liable for any loss arising from any fault in the title to any property acquired by the Corporation. No Board member shall be liable for any loss arising from any fault in any security in which the Corporation might invest, or from bankruptcy, insolvency, or wrongful act by any person to whom the Corporation might entrust any of its property. No Board member shall be liable for any loss due to error of judgment or oversight, or for any other loss whatsoever occurring in the carrying out of the duties of his/her office, unless this loss arises from the member's own willful neglect or fraudulent or criminal actions.

Section 4.15. Indemnity. The Corporation shall protect every Board member against all costs arising in relation to their relations with the Corporation, unless they are occasioned by their own willful neglect or fraudulent or criminal actions.

Article V -- Financial Administration

Section 5.01. Fiscal Year. The fiscal year of the Corporation shall begin on January first, and ends on December thirty first, but may be changed by resolution of the Board.

Section 5.02. Checks, Drafts, etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board or of any committee

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to which authority has been delegated by the Board. At least two (2) signatures of Officers of the Corporation are required.

Section 5.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited in a timely manner into general or special accounts in such banks, trust companies or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation to whom such power may from time to time be delegated by the Board.

Section 5.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal or otherwise, stock, bonds or other securities, as the Board in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 5.05. Contracts. All contracts will be signed by an Officer of the Corporation as authorized by the Board.

Article VI -- Books and Records

Section 6.01. Books and Records. Correct books of account of the activities and transactions of the Corporation shall be kept in a safe place. These shall be, but are not limited to, a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws and all minutes of meetings of the Board.

Article VII -- Dissolution

Section 7.01. Dissolution. The assets of the Corporation will be given to a non-profit organization as designate by the Board at the time of dissolution of the Corporation.

Article VIII -- Adoption and Amendments

Section 8.01. Adoption. These Bylaws shall become effective immediately upon adoption by the Board

Section 8.02. Amendments. These Bylaws may be amended or repealed at any meeting of the Board. Notice in writing, specifying proposed changes, will be sent to Board members prior to the meeting which will consider adoption. Adoption of the amendment or the repeal shall require approval by a two-thirds (2/3) affirmative vote by the Board.

These Bylaws were approved at a meeting of the Board on 10 (day) of Sept (month) in the year of 2018.

Signature: Eugene Smith
Print Name: EUGENE Smith

Title: Secretary

amended 09/10/2018

Transition to Amended Bylaws

The By-Laws for Panhandle Pride Incorporated were amended at a meeting of the Board of Directors' on Monday, August 27, 2018.

Terms of Board of Directors' members would be adjusted as follows:

1. The adopted amendment establishes six (6) Board member positions in even years and six (6) Board member positions in odd years.
2. To balance out elections, Ignacio Arevalo, Mikiel Cooper, Clint Edwards, Matthew Green, Richard Rhone and Eugene Smith should all have the year of their board position changed to an odd year, 2019, at the Annual Meeting. This means they will all stand for re-election, if they choose, next year.
3. All remaining Board members will be assigned to an even year position. This means that the remaining Board members, if they choose, will stand for re-election this year, 2018, at the Annual Meeting.
4. If there are any Board members appointed by the Board at any time after the 2018 Annual Meeting and before the 2019 Annual Meeting, they will be appointed to a 2018 position.

This will put the terms of office of all Board members into compliance with the amended By-Laws.