

Charlotte Pride Bylaws



Article I: Name, Location, and Purpose

Section 1 Name and Logo

The name of the organization shall be Charlotte Pride, Inc., hereinafter referred to as “Charlotte Pride”.

The official adopted logo of Charlotte Pride shall be “Charlotte’s Crown,” as designed by Daniel Stroupe of Daniel Stroupe Designs, and pictured below. The logo may be altered on an annual basis to reflect the current year, or to add/remove the wording “Charlotte Pride” and/or “Festival” and/or “and (or &) Parade”, or to reduce color bleeding for screen printing purposes. However no other alteration may be made without a majority approval of the Charlotte Pride Executive Committee.



Section 2

Location

2.1

Principal Office Location

The principal office of the organization shall be located at:

620 Mountain Quail Drive
Charlotte, NC 28216

The principal office location may be changed by the Executive Committee, from one location to another, as needed by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

2.2

Mailing Address

The mailing address of Charlotte Pride is:

P.O. Box 32362
Charlotte, NC 28232

The mailing address may be changed by the Executive Committee, from one location to another, as needed by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

Section 3 Purpose, Mission, and Values

3.1 Purpose

The purpose of Charlotte Pride is to eliminate prejudice and discrimination of the Lesbian, Gay, Bisexual, Transgender, Questioning, and Queer (hereinafter referred to as “LGBTQ”) community, to celebrate and foster a sense of pride, unity and diversity within the community, and to continually educate and promote awareness of diversity, health, culture, and acceptance of individuals based on sexual orientation, gender identity and gender expression. Further, Charlotte Pride seeks to promote a positive image of the LGBTQ community within the Charlotte region and throughout the Southeastern United States through community activities, events, and services.

3.2 Mission

Charlotte Pride’s mission is to produce fun, safe and empowering events and activities where LGBTQ persons and allies can stand together as unique individuals and together as a community, with the goal of uniting as a creative, social, economic, and influential force within the Charlotte region. Charlotte Pride provides LGBTQ persons with cultural and educational programs and activities which enhance mental and physical health, provide social support and inclusion, and foster awareness of the past and present contributions of LGBTQ persons and allies.

3.3 Values

Charlotte Pride values the diversity of the Charlotte region’s LGBTQ communities, and believes that the fundamental human rights to privacy and personal choice are essential to a person’s happiness and well being.

Section 4 Principles

4.1 Non-Discrimination Policy

Charlotte Pride prohibits discrimination against any person on the basis of race, religion, color, sex, age, national or cultural origin or ancestry, marital status, parental status, sexual orientation, gender identity or expression, disability, or health status. Charlotte Pride is committed to maintaining a community that recognizes and values the inherent worth and dignity of every person; fosters tolerance, sensitivity, understanding, and mutual respect among its members; and encourages each individual to strive to reach his or her own potential. In pursuit of its goals, Charlotte Pride seeks to develop and promote diversity within the community, and in all of its activities, efforts, policies, and in the composition of committees, and will have as a central aspiration the achievement of gender and racial parity.

4.2 Access

Charlotte Pride strives to ensure equal access to all events and functions to all members of the LGBTQ and allied communities by creating policies to ensure such access.

4.3 Inclusion and Representation

As a community-based organization, Charlotte Pride strives to work with and include the entire LGBTQ community in organizing and executing its events. In doing so, Charlotte Pride ensures that the organization and its events are representative and inclusive of the community being served.

Section 5 Internal Revenue Code Section 501(c)(3) Tax Exemption Provisions

5.1 Tax-Exempt Status

Charlotte Pride operates as a nonprofit organization under Section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as “IRC”). Charlotte Pride is organized for the following exclusively

charitable, scientific, literary, and educational purposes within the meaning of IRC Section 501(c)(3), or any corresponding provision of any future United States internal revenue law: to acquire, establish, and maintain a fund or funds to be held, invested, and used exclusively for charitable, scientific, literary, and educational purposes, to foster national or international amateur sports competitions (within the limitations of IRC Sections 501(c)(3) and 501(j)), to prevent cruelty to children or animals, to conduct and sponsor educational and instructional activities, to make grants and awards to individuals or organizations for charitable, scientific, literary, educational, or cultural purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of IRC Section 501(c)(3).

5.2 Limitations on Activities

No substantial part of the activities of Charlotte Pride shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by IRC Section 501(h). Charlotte Pride does not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, Charlotte Pride does not carry on any activities not permitted to be carried on [a] by an organization exempt from federal income tax under IRC Section 501(c)(3), or [b] by an organization, contributions to which are deductible under IRC Section 170(c)(2).

5.3 Prohibition Against Private Inurement

No part of the net earnings of Charlotte Pride shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that Charlotte Pride is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Charlotte Pride's purposes as set forth in these Bylaws and Charlotte Pride's Articles of Incorporation.

Article II Organizational Structure

Section 1 Corporate Structure, Fiscal, and Operating Periods

1.1 Membership

Charlotte Pride shall have no members.

1.2 Fiscal Year

The fiscal year of Charlotte Pride shall end on December 31.

1.3 Operating Year

For the purpose of terms of office, the operating year of Charlotte Pride shall end on September 30, to correspond with the annual Charlotte Pride festival and/or parade.

Section 2 Executive Committee/Board of Directors & Standing Committees

2.1 Executive Committee/Board of Directors

2.1.1 Authority and Composition

The Charlotte Pride Executive Committee shall have all administrative, financial, and leadership functions and authority necessary to uphold and promote the purpose, mission, and values of Charlotte Pride and to carry out its activities and events. For purposes of these Bylaws and all other organizational documents, notices, etc., the terms Executive Committee and Board of Directors may be used interchangeably, and shall be one in the same.

The Executive Committee shall consist of two Directors, a Secretary, a Treasurer, and the Chair of each established standing committee.

The Directors may also establish an Advisory Board, as needed and provided for within these Bylaws.

2.1.2 Officers

The officers of the organization shall consist of the two Directors, the Secretary, and the Treasurer.

2.1.2(a) Directors

There shall be a total of two Directors to oversee the Charlotte Pride organization.

2.1.2(a)(1) Qualifications

No person may be eligible to serve as a Charlotte Pride Director without having first served a minimum of one term on the Executive Committee in any capacity or on a standing committee. Directors must be of the age of majority in this state. Other qualifications for the position of Director may be determined by resolution of the Executive Committee.

The Directors may be required to complete a background and/or credit check prior to appointment.

2.1.2(a)(2) Appointment and/or Removal

The Charlotte Pride Directors shall be the only elected positions within the organization. The election of a Director shall be done by a vote of the Executive Committee, and such election shall occur during a regularly scheduled meeting following the annual festival and parade. The vote shall be held by secret ballot, the results and ballots of which will be made available at the next regularly scheduled meeting and recorded in the minutes. All ballots will be collected by the Secretary at the time of the election.

Potential candidates for a Director position shall be interviewed by the current Directors, and by any member of the Advisory Board, if requested by either Director or by a member of the Advisory Board.

Notice of any vacancy shall be made no less than 15 days and no more than 30 days prior to the ballot meeting.

The Executive Committee shall retain the right to remove a Director in the event a Director is unable or unwilling to carry out the duties assigned to the position. Such removal shall require a 2/3 majority vote of the Executive Committee, and such vote shall be conducted in the same manner as a vote for appointment, except that such a vote may only take place during a special meeting of the Executive Committee.

In such an event, the Executive Committee shall have the authority to elect a replacement. With the exception of a past Director, only a current committee member may be appointed to the replacement Director position. Priority consideration shall be given to past

Directors, if available, then to current Committee Chairs, and then to other committee members.

2.1.2(a)(3) Term of Office

Each Director shall serve for a minimum term of two consecutive operating years. Director appointments shall be done on a staggered basis such that one new Director is elected each year, if possible. The term shall begin at the annual meeting.

In the event of a vacancy, a replacement Director shall only serve the remaining term of the Director replaced and shall be eligible for election of an additional term(s).

A Director may serve no more than 2 consecutive terms.

2.1.2(a)(4) Duties of the Directors

The Charlotte Pride Directors are responsible for the overall planning, coordination, and execution of all Charlotte Pride activities and events. The Directors shall serve as the public face of Charlotte Pride, give interviews, direct press releases, and serve as the spokesperson in an outreach role to the LGBTQ and allied communities.

The Charlotte Pride Directors shall preside over all meetings of the Executive Committee, including regular and recurring meetings, special meetings, and the annual meeting.

The Directors shall ensure that all books and records, reports, and forms required by law are properly maintained. The Directors shall be authorized signatories on all transactions, financial or otherwise, including checks and disbursements.

The Directors shall determine organizational policies and procedures, as needed, and will coordinate the administrative and operational committees of Charlotte Pride to ensure committee and volunteer activities are aligned with Charlotte Pride's strategic plan.

The Directors shall lead Charlotte Pride in the pursuit of its purpose, mission, and values in compliance with these Bylaws and with any other local, state, and federal laws.

2.1.2(b) Secretary

The Secretary supports the Directors in ensuring the smooth functioning of Charlotte Pride Executive Committee meetings and

often acts as an information and reference point, clarifying past practices and decisions, and retrieving relevant committee documentation.

2.1.2(b)(1) Appointment

The appointment to office of the Secretary shall be subject to the same appointment or removal procedures applicable to Committee Chair positions contained within these Bylaws.

2.1.2(b)(2) Term of Office

Appointment to the office of Secretary shall be for a term of one operating year, and may be renewed annually.

2.1.2(b)(3) Duties of Secretary

By virtue of their role, the Secretary shall:

- record all attendance, votes, actions, and minutes of all meetings and proceedings of the Executive Committee,
- ensure all notices are duly given in accordance with the provisions of these Bylaws, or as required by law,
- maintain a book of all volunteers of Charlotte Pride, and
- perform all duties incident to the office of Secretary and such other duties as may be required by law, by these Bylaws, or those that may be assigned from time to time by the Directors.

2.1.2(c) Treasurer

The Treasurer will report directly to the Directors and will be responsible for working directly with all Committee Chairs to develop a detailed annual budget. In addition, the Treasurer will work directly with the Directors and any retained outside accountants, CPA's or other financial agents to ensure proper compliance with applicable laws, regulations, or other financial and/or accounting needs.

2.1.2(c)(1) Qualifications

Consideration for the office of Treasurer may only be given to a candidate with requisite background experience in bookkeeping or accounting, or one who has been designated or licensed as a Certified Public Accountant.

The Treasurer may be required to complete a background and/or credit check prior to appointment.

2.1.2(c)(2) Appointment

The appointment to office of the Treasurer shall be subject to the same appointment or removal procedures applicable to Committee Chair positions contained within these Bylaws.

2.1.2(c)(3) Term of Office

Appointment to the office of Treasurer shall be for a term of one operating year, and may be renewed annually.

2.1.2(c)(4) Duties of Treasurer

By virtue of their role, the Treasurer shall:

- maintain proper books of account,
- provide and manage the organizational and committee budgets within the guidelines of the Executive Committee,
- handle accounts receivable/payable,
- handle cash management (before, during, and after the festival),
- prepare financial reports for the Directors for regular Executive Committee meetings, as needed, and
- perform all duties incident to the office of Treasurer and such other duties as may be required by law, by these Bylaws, or those that may be assigned from time to time by the Directors.

2.1.2(d) Advisors and the Advisory Board

The Directors may establish an Advisory Board, as needed. The Advisory Board shall serve only in an advisory capacity, assisting the Directors and the Executive Committee in the overall management of the organization.

2.1.2(d)(1) Appointment

The appointment to the position of Advisor shall be subject to the same appointment or removal procedures applicable to Committee Chair positions contained within these Bylaws.

2.1.2(d)(2) Term of Office

Appointment to the Advisory Board shall be for a term of one operating year, and may be renewed annually.

2.2 Standing Committees

2.2.1 Type and Formation

These Bylaws or the Executive Committee may establish any number of standing committees and/or ad-hoc committees from time to time by resolution of the Executive Committee or Directors.

Committee descriptions and primary activities or functions may be updated, amended or revised as deemed necessary. Such revision shall be made by resolution of the Directors and shall not be deemed, nor require an amendment of these Bylaws.

2.2.2 Standing Committees

The standing committees of Charlotte Pride shall consist of the following: Development, Parade, Operations, Media, Marketing & Technology, Community Development, Entertainment, and Volunteer.

Subcommittees may be created to carry out a particular function or primary activity of the Committee, and may be established by resolution of the Committee Chair or the Directors from time to time, or as needed. The establishment of subcommittees shall not be deemed, nor require an amendment of these Bylaws.

It shall be the responsibility of each committee to meet when called to do so by the Committee Chair or by the Charlotte Pride Directors, to organize a plan of action necessary to carry out the activities assigned to such committee, and to develop recommendations regarding how the tasks shall be carried out along with a financial plan of expected income and any anticipated expenses, if any.

2.2.2(a) Development Committee

The Development Committee shall oversee the primary revenue-generating activities of Charlotte Pride, including sponsorships, individual contributions, and grant requests.

2.2.2(b) Parade Committee

The Parade Committee shall be responsible for complete oversight of the development, planning and implementation of an annual Charlotte Pride Parade.

2.2.2(c) Operations Committee

The Operations Committee shall oversee the physical execution of the annual festival and parade, including the development of plans, sourcing of suppliers, and logistics.

2.2.2(d) Media, Marketing & Technology Committee

The Media, Marketing & Technology Committee shall oversee all aspects of media, marketing, public relations, and technology needs of Charlotte Pride and shall be responsible for all media and marketing materials for print, radio and television advertisement, as well as production of the annual Pride Guide. The committee shall also be responsible for review, design, selection, and implementation of any technology needs of the organization, such as email systems, document retention tools, etc.

2.2.2(e) Community Development Committee

The Community Development Committee shall be responsible for increasing and improving visibility and reputation within the Charlotte region, as well as diversity within the Charlotte Pride organization by raising awareness of the annual festival and parade, and engaging the community to attend various Charlotte Pride events held throughout the year.

2.2.2(f) Entertainment Committee

The Entertainment Committee shall be responsible for all of the entertainment needs of the festival, parade, and other events. The Entertainment Committee identifies and outlines all technical aspects of staging, lighting, and sound, and monitors and assists with any on-site hospitality needs of any artists, performers, entertainers, etc.

2.2.2(g) Volunteer Committee

The volunteer committee shall be responsible for developing, implementing and maintaining a volunteer recruitment and retention program to provide a supplementary workforce through the use of community volunteers. The committee shall be responsible for recruitment, training, development and supervision of volunteers to assist with all Charlotte Pride events, including the festival and parade.

2.2.3 Committee Chairs

2.2.3(a) Appointment and/or Removal

All Committee Chair appointments shall be made by the Charlotte Pride Directors. The Directors may appoint members to any committee or remove members from any committee at any time, provided that no such appointment or removal conflicts with any committee assignments given in these Bylaws. The Directors may also appoint a Committee Co-chair(s) to assist the Committee Chair in committee management, subject to the above provisions. Where the term “Committee Chair” or “Chair” is used within these Bylaws, such term shall include any appointed Committee Co-chair(s).

Appointments and removals shall be subject to review and appeal by the Executive Committee, and may be overridden by a 2/3 majority vote.

2.2.3(b) Term of Office

Appointments for Committee Chair positions shall be for a term of one operating year, and may be renewed annually.

2.2.3(c) Duties and Powers

All Committee Chairs must fulfill their duties as specified in these Bylaws. Further duties for Committee Chairs may be specified in resolutions of the Directors or within the organization’s detailed policies and procedures manual; however, these Bylaws will prevail if any conflicts occur between the Bylaws and such resolutions.

It is the responsibility of the Committee Chair to establish the committee budget in coordination with the Treasurer, as well as to provide recommendations, in writing, invite questions, and accept suggestions from other members of their committee or the Executive Committee. Committee Chairs shall also assist in recruiting volunteers to serve on the committee. The Chair will present committee updates and information at each scheduled meeting of the Executive Committee. Each Chair shall accept committee member appointments as provided for in these Bylaws.

Committee Chairs shall have authority to preside over committee and subcommittee meetings. Chairs may establish committee and subcommittee meeting times and places, as needed. Committee Chairs shall present minutes of committee or subcommittee meetings to the Secretary.

All Committee Chairs will participate in on-site festival and parade operations, and shall attempt to participate in as many Charlotte Pride Events as possible. At a minimum, Committee Chairs shall participate in at least 50% of all official or sanctioned Charlotte Pride Events.

2.2.3(d) Vice-Chair Positions

Each Committee Chair shall attempt to recruit a Vice-Chair. The primary roles of the Vice-Chair shall be to assist the Chair with oversight and operation of the committee, to assist the Chair at regular or recurring committee meetings, to serve as Secretary for such regular or recurring meetings, and to represent the committee at Executive Committee meetings in the Chair's absence.

Identification of a Vice-Chair may be done by either Director or by the Committee Chair. Once identified, the Vice-Chair candidate will be interviewed by the Directors and the Committee Chair. Appointment of the Vice-Chair position shall be in accordance with the appointment and removal procedures described within these Bylaws.

Appointments to Vice-Chair positions shall be for a term of one operating year, and may be renewed annually. More than one Vice-Chair may be appointed to any given committee, as needed.

2.2.3(e) Vacancies

Vacancies occurring during the operating year may be left unfilled until successors may be appointed. In the event a Committee Chair position has been vacated, the Vice-Chair shall be given priority in filling the vacancy.

Section 3 Standing Committee Membership

3.1 New Members

Any person desiring to be considered for appointment to a committee or Committee Chair position shall submit a resume and/or make written application to the Charlotte Pride Directors. If such positions are available, the Directors shall consider the relevant applicants for such positions and determine which applicants shall be invited to interview.

3.2 Existing Members

Existing members may request reappointment for the same or new position and shall be given priority in the selection process over

nonmembers. Existing members shall not be required to submit a resume, but shall complete an application or written request for renewal.

Section 4 Compensation

All Executive and Standing Committee members of Charlotte Pride shall serve on a completely voluntary basis and shall receive no compensation for their services as members. Notwithstanding the above provision, reasonable advancement or reimbursement of expenses incurred in the performance of a member's duties may be allowed, subject to Director approval.

Article III Meeting Provisions

Section 1 Meetings

1.1 Annual Meeting

An annual meeting of the entire Charlotte Pride Executive and Standing Committee memberships shall be held in the last month of the operating year. This meeting shall serve as a review of the activities and events for the operating year then ending, as well as a general planning meeting for the forthcoming operational year.

Notice of the annual meeting shall be made by the Secretary no less than 30 days and no more than 60 days prior to the scheduled meeting.

Quorum for such meeting shall not be required.

1.2 Regular Meetings

The Executive Committee shall meet on a regular basis with such meetings to be scheduled by the Directors, unless a majority of the Executive Committee shall agree otherwise. The Executive Committee shall meet a minimum of once per quarter.

1.3 Special Meetings

Special meetings of the Executive Committee may be called by any officer, or by two Committee Chairs.

1.4 Standing Committee Meetings

Each standing committee shall hold regular committee meetings, the time and place of which shall be decided upon by the Committee Chair, or by majority vote of the committee members.

The Committee Vice-Chair shall serve as Secretary of all committee meetings, provided that in his or her absence, the Committee Chair shall appoint another person to act as Secretary of the meeting.

All committee minutes, actions, and decisions shall be submitted to the Executive Committee Secretary for recording.

Each Committee Chair may also establish subcommittee meetings, at their discretion.

1.5 Actions by the Executive Committee Without a Meeting

Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting so long as the action is written and a 2/3 majority of the Executive Committee consent to such action. The consent must be in writing and shall be filed with the minutes of the Executive Committee proceedings. All reasonable attempts shall be made by the Secretary to contact each member and obtain such consent. For purposes of this section, the term “in writing” shall include email communication.

1.6 Place of Meetings

Meetings shall be held at such places as may be designated from time to time by the Directors and/or Executive Committee.

1.7 Telephone and Similar Meetings

Members of the Executive Committee or any committee thereof may participate in any meeting by means of conference call or similar communication equipment, as long as two-way communication between the participants can occur. Such participation in the meeting shall constitute presence of that person at such meeting.

Section 2 Voting Rights and Privileges

2.1 One Vote

With the exception of the Advisory Board and the presiding officer, each member of the Charlotte Pride Executive Committee shall be entitled to one vote on all actions affecting the committee and operations of Charlotte Pride. Advisors shall hold no voting privileges.

Notwithstanding the above provision, all members of the Executive Committee shall be entitled to vote for purposes of electing a Director.

2.2 Majority Action as Executive Committee Action

Every act, or decision made by a majority of the Executive Committee present at a meeting duly held at which a quorum is present shall be an act of the Executive Committee, unless these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Executive Committee.

Section 3 Quorum

Except as otherwise provided by statute or these Bylaws, a quorum shall consist of a simple majority of the voting members of the Executive Committee.

Except as otherwise provided for in these Bylaws, no business shall be considered by the Executive Committee at any meeting at which the required quorum is not present, and the only motion that the presiding officer may entertain at such meeting is a motion to adjourn.

Quorum shall not be needed to conduct any business of any standing committee meeting.

Section 4 Attendance

All committee members, executive or otherwise, shall make a good faith and reasonable effort to attend all applicable meetings. Advisors shall be exempt from any attendance or absence provisions.

4.1 Notification

Any member requesting absence from a meeting, shall notify the applicable Committee Chair or a Director prior to the meeting. Notifying another member shall constitute an approved request, provided the other member communicates the absence to the applicable Committee Chair or a Director.

4.2 Habitual Absence

Failure to attend 3 scheduled meetings (specifically 3 unexcused absences), either consecutively or non-consecutively may result in the removal of the Director, Officer, or Committee Chair, as provided within these Bylaws.

Section 5 Notice

5.1 Regular or Recurring Meetings

Notice of regular or recurring meetings of the Executive Committee shall not be needed. Regular or recurring meetings shall be scheduled based on the Executive Committee Members' availability in conjunction with the planning needs of the annual festival and parade or other activities or events.

The schedule of regular or recurring meetings shall be made public on the Charlotte Pride website or by any other acceptable means.

5.2 Special Meetings

Special meetings of the Executive Committee may be called by a Director or by two other members of the Executive Committee. Notice of any special meeting must be made a minimum of 48 hours in advance of such meeting and notification must include the date, time, and location of the meeting and shall also list all business to be conducted at such meeting. Only business included in the notice may be conducted at the special meeting.

The public will be notified of any special meeting by any acceptable means.

5.3 Standing Committee Meetings

Notice of regular or recurring standing committee meetings shall be determined by the Committee Chair, subject to the means of notification provisions below.

5.4 Waiver of Notice

Attendance of an Executive Committee member at a meeting shall constitute waiver of notice of such meeting and waiver of any and all objections to the date, time, and location of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when an Executive Committee member states, at the beginning of the meeting, any such objection or objections to the transaction of business.

5.5 Means of Notification

The Secretary shall notify each member of the Executive Committee of the date, time, and location of any special meetings of the Executive Committee. The means of notification may consist of email, letter, telephone, or text message and shall be deemed given when mailed or when the telephone or electronic notification is sent.

Section 6 Conduct of Meetings

6.1 General Conduct

Meetings of the Executive Committee shall be presided over by one of the Directors. The Directors assist one another in creating the

meeting's agenda and the presiding Director shall be the one to call the meeting to order. The designation of presiding Director shall be determined by the Directors and may change from meeting to meeting, as needed.

The presiding Director may vote only in the case of a tie, unless he/she first releases their position as presiding officer to the other Director or another Executive Committee member. At such time, the acting presiding officer may vote only in the case of a tie.

In the event of absence of both Directors, meetings may be conducted by another officer or Committee Chair as appointed or designated by both Directors. The Secretary shall act as Secretary of all meetings of the Executive Committee, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Executive Committee meetings shall be governed by a modified version of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with any provisions of law. Robert's Rules of order may be suspended for all or part of a meeting by resolution of the Directors.

Committee Chairs may also adopt rules and regulations pertaining to the conduct of standing committee meetings and the actions of committees to the extent that such rules and regulations are not inconsistent with any other provisions contained within these Bylaws. Such rules and regulations shall be recorded by the Secretary.

6.2 Meeting Transparency

All meetings held under the auspices of Charlotte Pride shall be open to the public. The Executive Committee may enter a private session, closed to all but the Executive Committee members, by a 2/3 majority vote.

Article IV Records, Minutes, and Books

Section 1 Maintenance of Organization Records

Charlotte Pride shall keep minutes of all Executive Committee meetings, indicating the time and place of such meetings, whether regular or special, and the names of those present and the proceedings thereof.

Charlotte Pride shall maintain adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Charlotte Pride shall maintain a record of its members, indicating their name, address, telephone number, email address, the member's role and/or title, and the appointment and termination date.

Charlotte Pride shall maintain a copy of these Bylaws, as amended, revised, or updated to date, which shall be open to public inspection.

Section 2 Executive Committee Members' Inspection Rights

Every Executive Committee member has absolute right at any reasonable time to inspect all physical properties, books, records, and documents of every kind, belonging to Charlotte Pride.

Section 3 Minutes of Executive Committee Private Sessions

Accurate minutes will be taken during private sessions of the Executive Committee and shall generally be redacted from copies of minutes made available to the general public.

Section 4 Public Inspection

All minutes and other documents open to public inspection will be made available on Charlotte Pride's website. Any portion of the minutes may be redacted by a 2/3 majority vote of the Executive Committee. Under no circumstances, unless required by law or allowed by a 2/3 majority vote of the Executive Committee, will the details of any sponsorship agreement or any other contract be made available to the public.

Article V Allocation of Excess Revenues from Operations

Section 1 Seed Money Reserve

The seed money reserve is defined as a minimal amount of necessary funding to support basic operations of Charlotte Pride, specifically, funding needed in advance of the revenue-generating activities leading up to, and including the annual festival and parade.

The initial seed money reserve amount shall be set at \$20,000, for 2014 fiscal year operations. Funding for the seed money reserve account shall come from excess revenues generated through current fiscal year operations.

Section 2 Inflation Adjustments

The seed money reserve amount shall be adjusted annually for inflation. The inflation adjustment shall be at a rate of 5% per year, beginning with the 2015 fiscal year.

Section 3 Allocation of Excess Revenues

Any excess revenues generated through current fiscal year operations and activities shall first be used to fund the following year seed money reserve account, up to the amount allowable and specified above.

Charlotte Pride will also establish an Emergency Operations Fund of no less than \$50,000.

Any excess revenues remaining after funding the seed money reserve account and the Emergency Operations Fund will then be allocated in the following manner:

- 40% shall remain with Charlotte Pride and may be used or allocated in a manner as determined by resolution of the Executive Committee, and
- 60% shall be used to fund a community grants or awards program to provide funding and/or operational support to LGBTQ or allied organizations in the Charlotte region. Specific details with regard to the community grants or awards program may be established by resolution of the Executive Committee.

Article VI Miscellaneous Provisions

Section 1 Indemnification

Every person who is or shall have been an Executive Committee member and his/her personal representatives shall be indemnified by Charlotte Pride against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding to which he/she may be made a party to by reason of his/her being or have been an Executive Committee member, except in relation to such matters as to which he/she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his/her duties as an Executive Committee member. Costs and expenses shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement. .

Section 2 Governing Instruments

Charlotte Pride shall be governed its Articles of Incorporation and these Bylaws, as amended, updated, or revised. These Bylaws shall become effective upon passage and adoption by the initial Executive Committee.

Section 3 Emergency Decisions

The Charlotte Pride Directors shall reserve the right and privilege of making emergency decisions, when necessary, to carry out the operations of the organization, its purpose, mission, or values, its activities or events, including the festival and parade. Such decisions must be reported at the next meeting of the Executive Committee for addition to the minutes, and may be subject to veto by a 2/3 majority vote of the Executive Committee.

Section 4 Execution of Instruments, Deposits, and Funds

The Directors, except as otherwise provided in these Bylaws or prevented by law, may authorize any officer, employee, or agent of Charlotte Pride to enter into any contract, or execute and deliver any instrument in the name of and on behalf of Charlotte Pride, and such authority may be general or confined to a specific instance. Such authorization shall be in writing, pursuant to a resolution of the Directors or the Executive Committee, and duly entered in the minutes. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind Charlotte Pride to any contract or

engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Except as otherwise specifically determined by resolution, or otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by two of the following officers: one or both Directors, the Secretary, and/or the Treasurer.

All funds of Charlotte Pride shall be deposited from time to time to the credit of Charlotte Pride in such banks or other depositories as the Directors or the Executive Committee may select.

The Executive Committee may accept, on behalf of Charlotte Pride, any contribution, gift, bequest, or devise for the non-profit purpose of Charlotte Pride, but nothing herein shall be construed as permitting personal gifts to Executive or Standing Committee members, or employees in connection with their work for or with Charlotte Pride. Nothing may be accepted that is in conflict with Charlotte Pride's purpose, mission, or values.

Section 5 Conflict of Interest

All Executive Committee members shall disclose any conflict of interest that may exist with regard to a vote that may be taken by the Executive Committee, and shall refrain from voting in any matter where such a conflict exists.

No person shall be admitted to the Executive Committee, who may have a conflict of interest with Charlotte Pride's purpose, mission, or values. If an existing conflict is not disclosed, the person may be removed as provided for within these bylaws.

Section 6 Assets and Property of Charlotte Pride

All assets and/or property, tangible or intangible, in whatever form, acquired or held by any committee member by reason of committee membership and/or serving as a volunteer in any capacity, shall be returned to the Directors or the appropriate Committee Chair at the end of the committee member's term, removal, or resignation, whichever occurs first.

Article VII Amendment Procedures

Section 1 Vote Required

Unless otherwise provided herein, these Bylaws may be altered, amended, repealed, or added to by a 2/3 majority vote of the Executive Committee. Such vote shall be made by persons present and shall not be subject to vote by proxy.

Section 2 Notice

Any action or vote affecting these Bylaws shall be done through a special meeting of the Charlotte Pride Executive Committee. Notice of any meeting to vote on such actions shall be given to the Executive Committee members not less than 15 days nor more than 60 days before the date of such meeting. Notice shall include the place, date, and time of the meeting and shall include the Bylaw article, section and/or paragraph number to be voted upon, as well as a description of any proposed changes or amendments.

Article VIII Dissolution or Disbandment

Section 1 Vote Required

Dissolution or disbandment of Charlotte Pride shall only be accomplished by an affirmative vote of not less than 80% of the Charlotte Pride Executive Committee.

Section 2 Distribution of Assets

Upon dissolution or disbandment of Charlotte Pride, the Executive Committee shall, after paying or making provision for the payment of all liabilities of Charlotte Pride, dispose of all of the remaining assets exclusively for the purposes of Charlotte Pride in such a manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, as the Executive Committee shall determine, or shall be distributed to federal, state, or local governments to be used exclusively for public purposes. Any such assets not disposed of shall be disposed of by the Superior Court of Mecklenburg County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

Section 3 Notice

Any action or vote to dissolve or disband Charlotte Pride shall be done through a special meeting of the Charlotte Pride Executive Committee. Notice of any meeting to vote on such actions shall be given to all members the Executive Committee members not less than 30 days nor more than 60 days before the date of such meeting. Notice shall include the place, date, and time of the meeting and shall include the purpose of such meeting.

Revised February 6, 2013: To add clarification regarding organizational structure and leadership, specifically identifying the Executive Committee as the corporation's Board of Directors, the following revisions were made:

1. Article II, Section 2: Committees

Original Title: Committees

Revised Title: **Executive Committee/Board of Directors & Standing Committees**

2. Article II, Section 2.1: Executive Committee

Original Title: Executive Committee

Revised Title: Executive Committee/**Board of Directors**

3. Article II, Section 2.1.1: Authority and Composition

Original Wording: The Charlotte Pride Executive Committee shall have all administrative, financial, and leadership functions and authority necessary to uphold and promote the purpose, mission, and values of Charlotte Pride and to carry out its activities and events.

The Executive Committee shall consist of a Senior Director, a Junior Director, a Secretary, a Treasurer, and the Chair of each established standing committee.

The Directors may also establish an Advisory Board, as needed and provided for within these Bylaws.

Revised Wording: The Charlotte Pride Executive Committee shall have all administrative, financial, and leadership functions and authority necessary to uphold and promote the purpose, mission, and values of Charlotte Pride and to carry out its activities and events. **For purposes of these Bylaws and all other organizational documents, notices, etc., the terms Executive Committee and Board of Directors may be used interchangeably, and shall be one in the same.**

The Executive Committee shall consist of a Senior Director, a Junior Director, a Secretary, a Treasurer, and the Chair of each established standing committee.

The Directors may also establish an Advisory Board, as needed and provided for within these Bylaws.

Revised March 27, 2013: To replace the words “Lesbian, Gay, Bisexual, and Transgender” and “LGBT” with “Lesbian, Gay, Bisexual, Transgender, Questioning and Queer” and “LGBTQ”, throughout, as a means of recognition of the broader scope of sexual identity.

Revised March 27, 2013: To establish a contingency fund for future operations and sustainability in the event of any unforeseen circumstances and to revise the allocation of excess revenues from festival and parade operations, the following changes were made:

1. Article V, Section 3: Allocation of Excess Revenues

Original Wording: Any excess revenues generated through current fiscal year operations and activities shall first be used to fund the following year seed money reserve account, up to the amount allowable and specified above.

Any excess revenues remaining after funding the seed money reserve account shall be allocated in the following manner:

- 40% shall remain with Charlotte Pride and may be used or allocated in a manner as determined by resolution of the Executive Committee, and
- 60% shall be used to fund a community grants or awards program to provide funding and/or operational support to LGBTQ or allied organizations in the Charlotte region. Specific details with regard to the community grants or awards program may be established by resolution of the Executive Committee.

Revised Wording: Any excess revenues generated through current fiscal year operations and activities shall first be used to fund the following year seed money reserve account, up to the amount allowable and specified above.

Charlotte Pride will also establish an Emergency Operations Fund of no less than \$50,000.

Any excess revenues remaining after funding the seed money reserve account **and the Emergency Operations Fund will then be** allocated in the following manner:

- 40% shall remain with Charlotte Pride and may be used or allocated in a manner as determined by resolution of the Executive Committee, and
- 60% shall be used to fund a community grants or awards program to provide funding and/or operational

support to LGBTQ or allied organizations in the Charlotte region. Specific details with regard to the community grants or awards program may be established by resolution of the Executive Committee.

Revised November 6, 2014: Various reasons, each discussed below.

1. Cover Page Title

Original Title: Charlotte Pride Bylaws
Adopted January 2, 2013
Amended February 6, 2013 and March 27, 2013

Proposed Title: Charlotte Pride Bylaws
~~Adopted January 2, 2013~~
~~Amended February 6, 2013 and March 27, 2013~~

Reason: The date is already included in the footer

2. Bylaw Footer

Original Wording: as amended on February 6, 2013

Proposed Wording: as amended on November 6, 2013

Purpose: To correct and update the amended date

3. Article I, Section 1: Name and Logo

Original Wording: The name of the organization shall be Charlotte Pride, Inc., hereinafter referred to as “Charlotte Pride”.

The official adopted logo of Charlotte Pride shall be “Charlotte’s Crown,” as designed by Daniel Stroupe of Daniel Stroupe Designs, and pictured below. Charlotte Pride will adopt this logo for not less than a 3 year period beginning with the 2013 Charlotte Pride festival and/or parade. The logo may be altered on an annual basis to reflect the current year, or to add/remove the wording “Charlotte Pride” and/or “Festival” and/or “and (or &) Parade”, or to reduce color bleeding for screen printing purposes. However no other alteration may be made without a majority approval of the Charlotte Pride Executive Committee.

Proposed Wording: The name of the organization shall be Charlotte Pride, Inc., hereinafter referred to as “Charlotte Pride”.

The official adopted logo of Charlotte Pride shall be “Charlotte’s Crown,” as designed by Daniel Stroupe of Daniel Stroupe Designs, and pictured below. ~~Charlotte Pride will adopt this logo for not less than a 3 year period beginning with the 2013 Charlotte Pride festival and/or parade.~~ The logo may be altered on an annual basis to reflect the current year, or to add/remove the wording “Charlotte Pride” and/or “Festival” and/or “and (or &) Parade”, or to reduce color bleeding for screen printing purposes. However no other alteration may be made without a majority approval of the Charlotte Pride Executive Committee.

Purpose: To permanently adopt the current logo.

4. Article II, Section 2.1.1: Authority and Composition

Original Wording: The Charlotte Pride Executive Committee shall have all administrative, financial, and leadership functions and authority necessary to uphold and promote the purpose, mission, and values of Charlotte Pride and to carry out its activities and events. For purposes of these Bylaws and all other organizational documents, notices, etc., the terms Executive Committee and Board of Directors may be used interchangeably, and shall be one in the same.

The Executive Committee shall consist of a Senior Director, a Junior Director, a Secretary, a Treasurer, and the Chair of each established standing committee.

The Directors may also establish an Advisory Board, as needed and provided for within these Bylaws.

Proposed Wording: The Charlotte Pride Executive Committee shall have all administrative, financial, and leadership functions and authority necessary to uphold and promote the purpose, mission, and values of Charlotte Pride and to carry out its activities and events. For purposes of these Bylaws and all other organizational documents, notices, etc., the terms Executive Committee and Board of Directors may be used interchangeably, and shall be one in the same.

The Executive Committee shall consist of ~~a Senior two Directors, a Junior Director~~, a Secretary, a Treasurer, and the Chair of each established standing committee.

The Directors may also establish an Advisory Board, as needed and provided for within these Bylaws.

Purpose: To eliminate roles of senior and junior, as both Co-Directors should have equally weighted authority in the governance of the organization.

5. Article II, Section 2.1.2: Officers

Original Wording: The officers of the organization shall consist of two Directors, a Secretary, and a Treasurer.

Proposed Wording: The officers of the organization shall consist of ~~two~~ the Directors, ~~a~~ the Secretary, and ~~a~~ the Treasurer.

Purpose: Syntax correction.

6. Article II, Section 2.1.2(a): Directors

Original Wording: There shall be a total of two Directors to oversee the Charlotte Pride organization, a senior and a junior. The Senior Director shall be the director who has served the longest amount of time under their current term as a director. The Junior Director shall be the director who has served the lesser amount of time under their current term as a director.

Proposed Wording: There shall be a total of two Directors to oversee the Charlotte Pride organization, ~~a senior and a junior. The Senior Director shall be the director who has served the longest amount of time under their current term as a director. The Junior Director shall be the director who has served the lesser amount of time under their current term as a director.~~

Purpose: To correct wording for the elimination of senior and junior director designations.

7. Article II, Section 2.1.2(a)(2): Appointment and/or Removal

Original Wording: The Charlotte Pride Directors shall be the only elected positions within the organization. The election of a Director

shall be done by a vote of the Executive Committee, and such election shall occur during a regularly scheduled meeting in the month of the annual festival and parade. The vote shall be held by secret ballot, the results and ballots of which will be made available at the next regularly scheduled meeting and recorded in the minutes. All ballots will be collected by the Secretary at the time of the election.

Potential candidates for a Director position shall be interviewed by the current Directors, and by the Advisory Board, if requested by either Director.

Notice of any vacancy shall be made no less than 15 days and no more than 30 days prior to the ballot meeting.

The Executive Committee shall retain the right to remove a Director in the event a Director is unable or unwilling to carry out the duties assigned to the position. Such removal shall require a 2/3 majority vote of the Executive Committee, and such vote shall be conducted in the same manner as a vote for appointment, except that such a vote may only take place during a special meeting of the Executive Committee.

In such an event, the Executive Committee shall have the authority to elect a replacement. With the exception of a past Director, only a current committee member may be appointed to the replacement Director position. Priority consideration shall be given to past Directors, if available, then to current Committee Chairs, and then to other committee members.

Proposed Wording: The Charlotte Pride Directors shall be the only elected positions within the organization. The election of a Director shall be done by a vote of the Executive Committee, and such election shall occur during a regularly scheduled meeting ~~in the month of~~ **following** the annual festival and parade. The vote shall be held by secret ballot, the results and ballots of which will be made available at the next regularly scheduled meeting and recorded in the minutes. All ballots will be collected by the Secretary at the time of the election.

Potential candidates for a Director position shall be interviewed by the current Directors, and by **any member**

of the Advisory Board, if requested by either Director **or**
by a member of the Advisory Board.

Notice of any vacancy shall be made no less than 15 days and no more than 30 days prior to the ballot meeting.

The Executive Committee shall retain the right to remove a Director in the event a Director is unable or unwilling to carry out the duties assigned to the position. Such removal shall require a 2/3 majority vote of the Executive Committee, and such vote shall be conducted in the same manner as a vote for appointment, except that such a vote may only take place during a special meeting of the Executive Committee.

In such an event, the Executive Committee shall have the authority to elect a replacement. With the exception of a past Director, only a current committee member may be appointed to the replacement Director position. Priority consideration shall be given to past Directors, if available, then to current Committee Chairs, and then to other committee members.

Purpose: To change the timing of the Director election process and to add additional structure to the review process.

8. Article II, Section 2.1.2(a)(3): Term of Office

Original Wording: Each Director shall serve for a minimum term of two consecutive operating years. Director appointments shall be done on a staggered basis such that one new Director is elected each year, if possible. The term shall begin at the annual meeting.

In the event of removal, a replacement Director shall only serve the remaining term of the Director replaced and shall be eligible for election of an additional term(s).

A Director may serve no more than 2 consecutive terms.

One of the initial Directors shall have an initial term consisting of one operating year. The decision of which Director shall serve this initial reduced term shall be made by and amongst the initial Directors and recorded in the minutes of the first Executive Committee meeting following the adoption of these Bylaws. This initial

reduced term or any replacement term as discussed above, shall not count towards the 2 consecutive term limitation.

Proposed Wording: Each Director shall serve for a minimum term of two consecutive operating years. Director appointments shall be done on a staggered basis such that one new Director is elected each year, if possible. The term shall begin at the annual meeting.

In the event of **a vacancy removal**, a replacement Director shall only serve the remaining term of the Director replaced and shall be eligible for election of an additional term(s).

A Director may serve no more than 2 consecutive terms

~~One of the initial Directors shall have an initial term consisting of one operating year. The decision of which Director shall serve this initial reduced term shall be made by and amongst the initial Directors and recorded in the minutes of the first Executive Committee meeting following the adoption of these Bylaws. This initial reduced term or any replacement term as discussed above, shall not count towards the 2 consecutive term limitation.~~

Purpose: To account for a vacancy by means other than removal, i.e. resignation, and to delete the paragraph regarding initial directors, as this is no longer relevant or applicable.

9. Article II, Section 2.2.2: Initial Standing Committees

Proposed Title: Standing Committees

Original Wording: The initial standing committees of Charlotte Pride shall consist of the following: Development, Parade, Operations, Media & Marketing, Community Development, and Entertainment.

Subcommittees may be created to carry out a particular function or primary activity of the Committee, and may be established by resolution of the Committee Chair or the Directors from time to time, or as needed. The establishment of subcommittees shall not be deemed, nor require an amendment of these Bylaws.

It shall be the responsibility of each committee to meet when called to do so by the Committee Chair or by the Charlotte Pride Directors, to organize a plan of action necessary to carry out the activities assigned to such committee, and to develop recommendations regarding how the tasks shall be carried out along with a financial plan of expected income and any anticipated expenses, if any.

Proposed Wording: The ~~initial~~ standing committees of Charlotte Pride shall consist of the following: Development, Parade, Operations, Media, ~~&~~—Marketing, & Technology, Community Development, ~~and~~ Entertainment and Volunteer.

Subcommittees may be created to carry out a particular function or primary activity of the Committee, and may be established by resolution of the Committee Chair or the Directors from time to time, or as needed. The establishment of subcommittees shall not be deemed, nor require an amendment of these Bylaws.

It shall be the responsibility of each committee to meet when called to do so by the Committee Chair or by the Charlotte Pride Directors, to organize a plan of action necessary to carry out the activities assigned to such committee, and to develop recommendations regarding how the tasks shall be carried out along with a financial plan of expected income and any anticipated expenses, if any.

Purpose: To update and expand committee structure based on need as reviewed and determined after the 2013 festival and parade.

10. Article II, Section 2.2.2(a) through Section 2.2.2(f): Initial Standing Committee Descriptions

Original Wording: **2.2.2(a) Development Committee**

The Development Committee shall oversee all revenue-generating activities of Charlotte Pride, including sponsorships, vendor fees, parade registration fees and individual contributions, etc.

The Development Committee shall be responsible for the following primary activities:

- **Sponsorships:** Development is responsible for cultivating relationships with past, present and future corporate and small business sponsors. In addition to working closely with returning sponsors, the Development Committee will help identify and pursue potential new sponsors and potential grant opportunities.
- **Vendors:** Development is responsible for establishing applicable vendor fees, recruiting potential vendors, and processing vendor applications.
- **Fundraising:** Development will oversee all fundraising activities for the festival and parade, including capital campaigns and individual donor initiatives.

2.2.2(b) Parade Committee

The Parade Committee shall be responsible for complete oversight of the development, planning and implementation of an annual Charlotte Pride Parade. The committee will also develop parade/float design workshops or other seminars as needed.

2.2.2(c) Operations Committee

The Operations Committee shall oversee the development, implementation, and execution of all logistical and operational needs of the annual festival and parade.

The Operations Committee shall be responsible for the following primary activities:

- **Site Operations:** Operations is responsible for ensuring appropriate setup of festival and parade sites, as well as ensuring that vendor and sponsor logistical needs are met. Site operations also includes ensuring that the appropriate utility needs of the festival and parade, including sponsors, vendors, or otherwise, are met.
- **Entertainment Operations:** Operations is responsible for ensuring the needs of the Entertainment Committee are met and will assist with festival and parade staging and sound setup, as needed.

- **Beverage Operations:** Operations is responsible for the setup and distribution of alcoholic and nonalcoholic beverages at the festival and parade.

2.2.2(d) Media & Marketing Committee

The Media & Marketing Committee shall oversee all aspects of media, marketing and public relations of Charlotte Pride. The committee will work closely with local media outlets, but will also work to increase/improve regional and national coverage. The committee is responsible for preparation of all media and marketing materials for print, radio and television advertisement, as well as production of the annual Pride Guide.

The Media & Marketing Committee shall be responsible for the following primary activities:

- **Printing & Publication:** Media & Marketing is responsible for the design and layout, as well as printing and publication of all Charlotte Pride materials, including advertisements, banners, signage, and the Pride Guide.
- **Pride Guide:** Media & Marketing handles the preparation of the annual Pride Guide from beginning to end, including layout and content.
- **Radio/Television:** Media & Marketing will oversee development, content and formatting of all radio and television advertisements of Charlotte Pride.
- **Social Media:** Media & Marketing will oversee all aspects of social media outreach and will develop appropriate social media marketing strategies and techniques. In addition, Media & Marketing shall oversee all updates, revisions, design, and development of the Charlotte Pride website.

2.2.2(e) Community Development Committee

The Community Development Committee shall be responsible for increasing and improving visibility and reputation within the Charlotte region, as well as diversity within the Charlotte Pride organization. The committee will work to raise awareness of the festival and parade, as well

as to recruit volunteers and engage the community to attend various Charlotte Pride events held throughout the year. The committee will also act as event planners and will be charged with planning all Pride Week activities, as well as other activities and events throughout the year.

The Community Development Committee shall be responsible for the following primary activities:

- **Volunteers:** Community Development is responsible for recruiting and training all volunteers to assist with all Charlotte Pride events, including the festival and parade.
- **Events:** Community Development will handle all aspects of any and all Pride Week events, including development, planning and implementation. In addition, the committee will create multiple events (fundraising and otherwise) throughout the year leading up to the annual festival and parade.
- **VIP Area(s):** Community Development is responsible for creating any VIP area(s) within the festival and/or parade, including securing appropriate space, location, décor, and any other VIP area amenities.
- **Diversity:** Community Development is responsible for recruiting and fostering diversity within the organization and volunteer base.

2.2.2(f) Entertainment Committee

The Entertainment Committee shall be responsible for all of the entertainment needs of the festival, parade, and other events. The Entertainment Committee identifies and outlines all technical aspects of staging, lighting, and sound, and monitors and assists with any on-site hospitality needs of any artists, performers, entertainers, etc.

The Entertainment Committee shall be responsible for the following primary activities:

- **Artists and Performers:** Entertainment is responsible for identification and selection of local, regional and national artists, performers, speakers or other stage

presenters, headliners, and community groups to perform or participate in the annual festival and parade.

- **Staging and Sound:** Entertainment is responsible for evaluating and securing appropriate staging and sound necessary to accommodate festival and/or parade needs.

Proposed Wording: **2.2.2(a) Development Committee**

The Development Committee shall oversee ~~all~~ the primary revenue-generating activities of Charlotte Pride, including sponsorships, ~~vendor fees, parade registration fees and~~ individual contributions, ~~etc.~~ and grant requests.

~~The Development Committee shall be responsible for the following primary activities:~~

- ~~• **Sponsorships:** Development is responsible for cultivating relationships with past, present and future corporate and small business sponsors. In addition to working closely with returning sponsors, the Development Committee will help identify and pursue potential new sponsors and potential grant opportunities.~~
- ~~• **Vendors:** Development is responsible for establishing applicable vendor fees, recruiting potential vendors, and processing vendor applications.~~
- ~~• **Fundraising:** Development will oversee all fundraising activities for the festival and parade, including capital campaigns and individual donor initiatives.~~

2.2.2(b) Parade Committee

The Parade Committee shall be responsible for complete oversight of the development, planning and implementation of an annual Charlotte Pride Parade. ~~The committee will also develop parade/float design workshops or other seminars as needed.~~

2.2.2(c) Operations Committee

The Operations Committee shall oversee the **development, implementation, and physical** execution of **all logistical and operational needs** of the annual festival and parade, **including the development of plans, sourcing of suppliers, and logistics.**

~~The Operations Committee shall be responsible for the following primary activities:~~

- ~~• **Site Operations:** Operations is responsible for ensuring appropriate setup of festival and parade sites, as well as ensuring that vendor and sponsor logistical needs are met. Site operations also includes ensuring that the appropriate utility needs of the festival and parade, including sponsors, vendors, or otherwise, are met.~~
- ~~• **Entertainment Operations:** Operations is responsible for ensuring the needs of the Entertainment Committee are met and will assist with festival and parade staging and sound setup, as needed.~~
- **Beverage Operations:** Operations is responsible for the setup and distribution of alcoholic and nonalcoholic beverages at the festival and parade.

2.2.2(d) Media, & Marketing & Technology Committee

The Media, & Marketing & Technology Committee shall oversee all aspects of media, marketing, ~~and~~ public relations, and technology needs of Charlotte Pride ~~and shall be~~. ~~The committee will work closely with local media outlets, but will also work to increase/improve regional and national coverage. The committee is~~ responsible for ~~preparation of~~ all media and marketing materials for print, radio and television advertisement, as well as production of the annual Pride Guide. The committee shall also be responsible for review, design, selection and implementation of any technology needs of the organization, such as email systems, document retention tools, etc.

~~The Media & Marketing Committee shall be responsible for the following primary activities:~~

- ~~Printing & Publication: Media & Marketing is responsible for the design and layout, as well as printing and publication of all Charlotte Pride materials, including advertisements, banners, signage, and the Pride Guide.~~
- ~~Pride Guide: Media & Marketing handles the preparation of the annual Pride Guide from beginning to end, including layout and content.~~
- ~~Radio/Television: Media & Marketing will oversee development, content and formatting of all radio and television advertisements of Charlotte Pride.~~
- ~~Social Media: Media & Marketing will oversee all aspects of social media outreach and will develop appropriate social media marketing strategies and techniques. In addition, Media & Marketing shall oversee all updates, revisions, design, and development of the Charlotte Pride website.~~

2.2.2(e) Community Development Committee

The Community Development Committee shall be responsible for increasing and improving visibility and reputation within the Charlotte region, as well as diversity within the Charlotte Pride organization ~~by. The committee will work to raising~~ awareness of the annual festival and parade, ~~as well as to recruit volunteers~~ and ~~engage~~ the community to attend various Charlotte Pride events held throughout the year. ~~The committee will also act as event planners and will be charged with planning all Pride Week activities, as well as other activities and events throughout the year.~~

~~The Community Development Committee shall be responsible for the following primary activities:~~

- ~~Volunteers: Community Development is responsible for recruiting and training all volunteers to assist with all Charlotte Pride events, including the festival and parade.~~
- ~~Events: Community Development will handle all aspects of any and all Pride Week events, including~~

~~development, planning and implementation. In addition, the committee will create multiple events (fundraising and otherwise) throughout the year leading up to the annual festival and parade.~~

- ~~• **VIP Area(s):** Community Development is responsible for creating any VIP area(s) within the festival and/or parade, including securing appropriate space, location, décor, and any other VIP area amenities.~~
- ~~• **Diversity:** Community Development is responsible for recruiting and fostering diversity within the organization and volunteer base.~~

2.2.2(f) Entertainment Committee

The Entertainment Committee shall be responsible for all of the entertainment needs of the festival, parade, and other events. The Entertainment Committee identifies and outlines all technical aspects of staging, lighting, and sound, and monitors and assists with any on-site hospitality needs of any artists, performers, entertainers, etc.

~~The Entertainment Committee shall be responsible for the following primary activities:~~

- ~~• **Artists and Performers:** Entertainment is responsible for identification and selection of local, regional and national artists, performers, speakers or other stage presenters, headliners, and community groups to perform or participate in the annual festival and parade.~~
- ~~• **Staging and Sound:** Entertainment is responsible for evaluating and securing appropriate staging and sound necessary to accommodate festival and/or parade needs.~~

2.2.2(g) Volunteer Committee

The volunteer committee shall be responsible for developing, implementing and maintaining a volunteer recruitment and retention program to provide a supplementary workforce through the use of community volunteers. The committee shall be

responsible for recruitment, training, development and supervision of volunteers to assist with all Charlotte Pride events, including the festival and parade.

Purpose: To simplify committee descriptions to be more generalized and to remove the more specific and details committee responsibilities and core areas of focus to a broader policies and procedures manual. This will allow us to make any changes on a regular/recurring basis, as provided for within the bylaws, without a need to revision or amendment to clean the bylaws up.

11. Article II, Section 2.2.3(a): Appointment and/or Removal

Original Wording: All Committee Chair appointments shall be made by the Charlotte Pride Directors. The Directors may appoint members to any committee or remove members from any committee at any time, provided that no such appointment or removal conflicts with any committee assignments given in these Bylaws. The Directors may also appoint a Committee Co-chair to assist the Committee Chair in committee management, subject to the above provisions. Where the term “Committee Chair” or “Chair” is used within these Bylaws, such term shall include any appointed Committee Co-chair.

Appointments and removals shall be subject to review and appeal by the Executive Committee, and may be overridden by a 2/3 majority vote.

Proposed Wording: All Committee Chair appointments shall be made by the Charlotte Pride Directors. The Directors may appoint members to any committee or remove members from any committee at any time, provided that no such appointment or removal conflicts with any committee assignments given in these Bylaws. The Directors may also appoint a Committee Co-chair(s) to assist the Committee Chair in committee management, subject to the above provisions. Where the term “Committee Chair” or “Chair” is used within these Bylaws, such term shall include any appointed Committee Co-chair(s).

Appointments and removals shall be subject to review and appeal by the Executive Committee, and may be overridden by a 2/3 majority vote.

Purpose: This revision will allow for multiple co-chairs to be appointed to any given committee, and does not limit to one additional.

12. Article II, Section 2.2.3(c): Duties and Powers

Original Wording: All Committee Chairs must fulfill their duties as specified in these Bylaws. Further duties for Committee Chairs may be specified in resolutions of the Directors; however, these Bylaws will prevail if any conflicts occur between the Bylaws and such resolutions.

It is the responsibility of the Committee Chair to establish the committee budget in coordination with the Treasurer, as well as to provide recommendations, in writing, invite questions, and accept suggestions from other members of their committee or the Executive Committee. Committee Chairs shall also assist in recruiting volunteers to serve on the committee. The Chair will present committee updates and information at each scheduled meeting of the Executive Committee. Each Chair shall accept committee member appointments as provided for in these Bylaws.

Committee Chairs shall have authority to preside over committee and subcommittee meetings. Chairs may establish committee and subcommittee meeting times and places, as needed. Committee Chairs shall present minutes of committee or subcommittee meetings to the Secretary.

All Committee Chairs will participate in on-site festival and parade operations, and shall attempt to participate in as many Charlotte Pride Events as possible. At a minimum, Committee Chairs shall participate in at least 50% of all official or sanctioned Charlotte Pride Events.

Proposed Wording: All Committee Chairs must fulfill their duties as specified in these Bylaws. Further duties for Committee Chairs may be specified in resolutions of the Directors **or within the organization's detailed policies and procedures manual**; however, these Bylaws will prevail if any conflicts occur between the Bylaws and such resolutions.

It is the responsibility of the Committee Chair to establish the committee budget in coordination with the Treasurer, as well as to provide recommendations, in writing, invite questions, and accept suggestions from other members of

their committee or the Executive Committee. Committee Chairs shall also assist in recruiting volunteers to serve on the committee. The Chair will present committee updates and information at each scheduled meeting of the Executive Committee. Each Chair shall accept committee member appointments as provided for in these Bylaws.

Committee Chairs shall have authority to preside over committee and subcommittee meetings. Chairs may establish committee and subcommittee meeting times and places, as needed. Committee Chairs shall present minutes of committee or subcommittee meetings to the Secretary.

All Committee Chairs will participate in on-site festival and parade operations, and shall attempt to participate in as many Charlotte Pride Events as possible. At a minimum, Committee Chairs shall participate in at least 50% of all official or sanctioned Charlotte Pride Events.

Purpose: To reference the policies and procedure manual for more detailed committee information and core responsibilities.

13. Article II, Section 2.2.3(d): Vice Chair Positions

Original Wording: Each Committee Chair shall attempt to recruit a Vice-Chair. The primary roles of the Vice-Chair shall be to assist the Chair with oversight and operation of the committee, to assist the Chair at regular or recurring committee meetings, to serve as Secretary for such regular or recurring meetings, and to represent the committee at Executive Committee meetings in the Chair's absence.

Identification of a Vice-Chair may be done by either Director or by the Committee Chair. Once identified, the Vice-Chair candidate will be interviewed by the Directors and the Committee Chair. Appointment of the Vice-Chair position shall be in accordance with the appointment and removal procedures described within these Bylaws.

Appointments to Vice-Chair positions shall be for a term of one operating year, and may be renewed annually.

Proposed Wording: Each Committee Chair shall attempt to recruit a Vice-Chair. The primary roles of the Vice-Chair shall be to assist the Chair with oversight and operation of the committee, to assist the Chair at regular or recurring committee meetings,

to serve as Secretary for such regular or recurring meetings, and to represent the committee at Executive Committee meetings in the Chair's absence.

Identification of a Vice-Chair may be done by either Director or by the Committee Chair. Once identified, the Vice-Chair candidate will be interviewed by the Directors and the Committee Chair. Appointment of the Vice-Chair position shall be in accordance with the appointment and removal procedures described within these Bylaws.

Appointments to Vice-Chair positions shall be for a term of one operating year, and may be renewed annually. **More than one Vice-Chair may be appointed to any given committee, as needed.**

Purpose: To allow for additional Vice-Chair positions on any given committee.

14. Article II, Section 4: Compensation

Original Wording: All Executive and Standing Committee members Charlotte Pride shall serve on a completely voluntary basis and shall receive no compensation for their services as members. Notwithstanding the above provision, reasonable advancement or reimbursement of expenses incurred in the performance of a member's duties may be allowed, subject to Director approval.

Proposed Wording: All Executive and Standing Committee members **of** Charlotte Pride shall serve on a completely voluntary basis and shall receive no compensation for their services as members. Notwithstanding the above provision, reasonable advancement or reimbursement of expenses incurred in the performance of a member's duties may be allowed, subject to Director approval.

Purpose: To correct syntax.

15. Article III, Section 2.1: One Vote

Original Wording: With the exception of the Advisory Board and the presiding officer, each member of the Charlotte Pride Executive Committee shall be entitled to one vote on all actions affecting the committee and operations of Charlotte Pride. Advisors shall hold no voting privileges.

Proposed Wording: With the exception of the Advisory Board and the presiding officer, each member of the Charlotte Pride Executive Committee shall be entitled to one vote on all actions affecting the committee and operations of Charlotte Pride. Advisors shall hold no voting privileges.

Notwithstanding the above provision, all members of the Executive Committee shall be entitled to vote for purposes of electing a Director.

Purpose: To clarify the voting privilege of a Director in selecting a replacement Director.

16. Article III, Section 2.3: Proxy

Original Wording: A proxy for any vote must be signed, dated, and specific to a vote or action.

Proposed Change: Remove the entire section regarding proxy voting/rights.

Purpose: To require attendance and active participation in votes and matters affecting the organization.

17. Article III, Section 6.1: General Conduct

Original Wording: Meetings of the Executive Committee shall be presided over by the Senior Director. The Senior Director may consult with the Junior Director in creating the meeting's agenda and shall be the one to call the meeting to order.

The Senior Director may vote only in the case of a tie, unless he/she first releases their position as presiding officer to the Junior Director or another Executive Committee member. At such time, the acting presiding officer may vote only in the case of a tie.

In the event of absence of both Directors, meetings may be conducted by another officer or Committee Chair as appointed or designated by both Directors. The Secretary shall act as Secretary of all meetings of the Executive Committee, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Executive Committee meetings shall be governed by a modified version of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with any provisions of law. Robert's Rules of order may be suspended for all or part of a meeting by resolution of the Directors.

Committee Chairs may also adopt rules and regulations pertaining to the conduct of standing committee meetings and the actions of committees to the extent that such rules and regulations are not inconsistent with any other provisions contained within these Bylaws. Such rules and regulations shall be recorded by the Secretary.

Proposed Wording:

Meetings of the Executive Committee shall be presided over by one of the ~~Senior~~ Directors. The ~~Senior~~ Directors ~~may consult with the Junior Director~~ assist one another in creating the meeting's agenda and the presiding Director shall be the one to call the meeting to order. The designation of presiding Director shall be determined by the Directors and may change from meeting to meeting, as needed.

The ~~Senior~~ presiding Director may vote only in the case of a tie, unless he/she first releases their position as presiding officer to the ~~Junior~~ other Director or another Executive Committee member. At such time, the acting presiding officer may vote only in the case of a tie.

In the event of absence of both Directors, meetings may be conducted by another officer or Committee Chair as appointed or designated by both Directors. The Secretary shall act as Secretary of all meetings of the Executive Committee, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Executive Committee meetings shall be governed by a modified version of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with any provisions of law. Robert's Rules of order may be suspended for all or part of a meeting by resolution of the Directors.

Committee Chairs may also adopt rules and regulations pertaining to the conduct of standing committee meetings

and the actions of committees to the extent that such rules and regulations are not inconsistent with any other provisions contained within these Bylaws. Such rules and regulations shall be recorded by the Secretary.

Purpose: To revise and update to eliminate senior and junior director designations, and to allow Directors flexibility in sharing meeting responsibilities.

18. Article IV, Section 1: Maintenance of Organization Records

Original Wording: Charlotte Pride shall keep minutes of all Executive Committee meetings, indicating the time and place of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

Charlotte Pride shall maintain adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Charlotte Pride shall maintain a record of its members, indicating their name, address, telephone number, email address, the member's role and/or title, and the appointment and termination date.

Charlotte Pride shall maintain a copy of these Bylaws, as amended, revised, or updated to date, which shall be open to public inspection.

Proposed Wording: Charlotte Pride shall keep minutes of all Executive Committee meetings, indicating the time and place of such meetings, whether regular or special, ~~how called, the notice given,~~ and the names of those present and the proceedings thereof.

Charlotte Pride shall maintain adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Charlotte Pride shall maintain a record of its members, indicating their name, address, telephone number, email address, the member's role and/or title, and the appointment and termination date.

Charlotte Pride shall maintain a copy of these Bylaws, as amended, revised, or updated to date, which shall be open to public inspection.

Purpose: Removed for lack of relevance.

19. Article IV, Section 3: Minutes of Executive Committee Private Sessions

Original Wording: Accurate minutes will be taken during private sessions of the Executive Committee and may be redacted from copies of minutes made available to the general public.

Proposed Wording: Accurate minutes will be taken during private sessions of the Executive Committee and ~~may~~ **shall generally** be redacted from copies of minutes made available to the general public.

Purpose: To provide for a general rule of redaction of Executive Session minutes. Votes would then be required to include, and then only other parts of regular minutes would require vote for redaction.

20. Article VI, Section 4: Execution of Instruments, Deposits, and Funds

Original Wording: The Directors, except as otherwise provided in these Bylaws or prevented by law, may authorize any officer, employee, or agent of Charlotte Pride to enter into any contract, or execute and deliver any instrument in the name of and on behalf of Charlotte Pride, and such authority may be general or confined to a specific instance. Such authorization shall be in writing, pursuant to a resolution of the Directors or the Executive Committee, and duly entered in the minutes. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind Charlotte Pride to any contract or engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Except as otherwise specifically determined by resolution, or otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by two of the following officers: Senior Director, Junior Director, Secretary, or Treasurer.

All funds of Charlotte Pride shall be deposited from time to time to the credit of Charlotte Pride in such banks or other depositories as the Directors or the Executive Committee may select.

The Executive Committee may accept, on behalf of Charlotte Pride, any contribution, gift, bequest, or devise for the non-profit purpose of Charlotte Pride, but nothing herein shall be construed as permitting personal gifts to Executive or Standing Committee members, or employees in connection with their work for or with Charlotte Pride. Nothing may be accepted that is in conflict with Charlotte Pride's purpose, mission, or values.

Proposed Wording: The Directors, except as otherwise provided in these Bylaws or prevented by law, may authorize any officer, employee, or agent of Charlotte Pride to enter into any contract, or execute and deliver any instrument in the name of and on behalf of Charlotte Pride, and such authority may be general or confined to a specific instance. Such authorization shall be in writing, pursuant to a resolution of the Directors or the Executive Committee, and duly entered in the minutes. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind Charlotte Pride to any contract or engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Except as otherwise specifically determined by resolution, or otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by two of the following officers: ~~Senior~~ one or both Directors, ~~Junior Director~~, the Secretary, and/or the Treasurer.

All funds of Charlotte Pride shall be deposited from time to time to the credit of Charlotte Pride in such banks or other depositories as the Directors or the Executive Committee may select.

The Executive Committee may accept, on behalf of Charlotte Pride, any contribution, gift, bequest, or devise for the non-profit purpose of Charlotte Pride, but nothing herein shall be construed as permitting personal gifts to Executive or Standing Committee members, or employees in connection with their work for or with Charlotte Pride.

Nothing may be accepted that is in conflict with Charlotte Pride's purpose, mission, or values.

Purpose: To revise and update to eliminate senior and junior director designations.

21. Article VI, Section 6: Assets and Property of Charlotte Pride

Original Wording: All assets and/or property, tangible or intangible, in whatever form, acquired or held by any member by reason of membership and/or serving as a volunteer in any capacity, shall be returned to the Directors or the appropriate Committee Chair at the end of the member's term, removal, or resignation, whichever occurs first.

Proposed Wording: All assets and/or property, tangible or intangible, in whatever form, acquired or held by any **committee** member by reason of **committee** membership and/or serving as a volunteer in any capacity, shall be returned to the Directors or the appropriate Committee Chair at the end of the **committee** member's term, removal, or resignation, whichever occurs first.

Purpose: To clarify the type of membership since the organization is not a member organization.