

Charlotte Pride, Inc.  
**Amended Bylaws**



Adopted by the Board of Directors on February 12, 2019

# **Article I: Name, Location and Purpose**

## **Section 1: Name**

The name of the Organization shall be Charlotte Pride, Inc., and shall be referred to as “Charlotte Pride” or “Pride.” (Charlotte Pride, Inc. shall be referred to as “Charlotte Pride,” the “Corporation,” or the “Organization” throughout these Amended Bylaws).

## **Section 2: Location**

**Section 1.2.1.**      **Principal Office.** The principal office of Charlotte Pride shall be located at such place as the Board of Directors may, from time to time, designate. The principal office of Charlotte Pride, at the time these Amended Bylaws have been adopted, is located at 1900 The Plaza, in Charlotte, North Carolina 28205.

**Section 1.2.2.**      **Registered Office.** The registered office of Charlotte Pride required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. The registered office of Charlotte Pride, at the time these Amended Bylaws have been adopted, is located at 1900 The Plaza, in Charlotte, North Carolina 28205

**Section 1.2.3.**      **Other Offices.** Charlotte Pride may establish offices at such other places, within the State of North Carolina, as the Board of Directors may designate or as the affairs of the Organization may, from time to time, require.

**Section 1.2.4.**      **Mailing Address.** The mailing address of Charlotte Pride shall be designated at such place as the Board of Directors may, from time to time, determine. The mailing address of Charlotte Pride, at the time these Amended Bylaws have been adopted, is Post Office Box 32362, in Charlotte, North Carolina 28232.

## Section 3: Purpose

### **Section 1.3.1.**      **Mission.** The established Mission Statement of Charlotte Pride:

*Charlotte Pride creates programs and activities to enrich, empower, strengthen, and make visible the unique lives and experiences of LGBTQ people in Charlotte and the Carolinas.*

### **Section 1.3.2.**      **Vision.** The established Vision Statement of Charlotte Pride:

*Charlotte Pride envisions a world in which LGBTQ people are affirmed, respected, and included in the full social and civic life of their local communities, free from fear of any discrimination, rejection, and prejudice.*

### **Section 1.3.3.**      **Values.** The established Values Statement of Charlotte Pride:

*Dynamic: Charlotte Pride knows that the needs of our LGBTQ community are not stagnant; we work to ensure our programs, projects and activities reflect the ever-changing face of our community.*

*Collaborative: Charlotte Pride recognizes that change takes partnership — among and between both LGBTQ and non-LGBTQ people and organizations. The greatest progress for the entire LGBTQ community necessitates a social justice-minded focus on issues which affect the lives of those individuals who live at or beyond the margins.*

*Inclusive: Charlotte Pride values the contributions of all people and mindfully works to include a wide range of life experiences, perspectives and beliefs in all of our programs and activities.*

*Intentional: Charlotte Pride takes a deliberative and purposeful approach to our programs and activities, seeking to provide a thoughtful, open, and affirming space for community members to engage with our organization and its mission.*

## **Section 4: Internal Revenue Code Provisions**

**Section 1.4.1. Tax-Exempt Status.** Charlotte Pride operates as a nonprofit organization under Section 501(c)(3) of the Internal Revenue Code (the “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).

**Section 1.4.2. 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).

**Section 1.4.3. 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.

**Section 1.4.4. Distribution of Assets upon Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations 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 Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

# **Article II: Organizational Structure**

## **Section 1: Corporate Structure, Fiscal and Operating Periods**

**Section 2.1.1.**      **Membership.** Charlotte Pride shall have no members.

**Section 2.1.2.**      **Fiscal Year.** The fiscal year of Charlotte Pride shall end on December 31<sup>st</sup> of each year.

**Section 2.1.3.**      **Operating Year.** The operating year of Charlotte Pride shall end on December 31<sup>st</sup> of each year.

# **Article III: Board of Directors**

## **Section 1: Qualifications, Elections and Terms**

**Section 3.1.1.**      **General Powers.**      The Board of Directors shall have all administrative, financial, and leadership functions and authority necessary to uphold and promote the mission, vision and values of the Organization and to carry out its activities and events. The Board of Directors shall have the power and authority to establish new programs, committees or initiatives to promote the mission, vision, and values of Charlotte Pride, including, but not limited to, the Reel Out Film Festival, the Charlotte Pride Festival, the Charlotte Pride Parade, Trans Pride, Latin Pride, and the Latin Pride Expo.

**Section 3.1.2..**      **Number and Qualifications.**      The number of directors constituting the Board of Directors of the Corporation shall be at least one (1), but not more than twelve (12). The Board of Directors may from time to time change the number of directors constituting the Board of Directors of the Corporation by amendment of these Bylaws, pursuant to Article 7.2 of these Bylaws.

**Section 3.1.3.**      **Selection of the Directors.**      Nominees to the Board of Directors shall be identified through nominations made to the Board of Directors by any interested party, including any member of the Board of Directors or any committee or program of the Corporation. Upon consideration of the nominee's qualifications, the Board of Directors may authorize a committee of the Board of Directors to interview the nominee and make a recommendation to the Board of Directors as to the nominee's fitness for service as a director. Preference shall be given to those nominees with professional skills, volunteer and community experience, or other qualifications which will add value to the Board of Directors and the Corporation.

**Section 3.1.4.**      **Election.**      Directors shall be elected by a majority vote of the directors present at any meeting of the Board of Directors in which quorum has been established, or by any action without a meeting as set forth in Section 3.2.9 of this Article.

**Section 3.1.5.**      **Term of Directors.**      Each director shall hold office for a period of two (2) years, beginning at the meeting of the Board of Directors at which the director is elected, and continuing until such director's death, resignation, removal, or expiration of their term. The term of a director elected to fill a vacancy expires at the end of the director's original two (2) year term. A decrease in the number of directors does not

shorten an incumbent director's term. Despite the expiration of a director's term, such director shall continue to serve until a successor shall be elected and qualifies or until there is a decrease in the number of directors.

**Section 3.1.6.**      **Removal.** Any director may be removed at any time with or without cause by a vote of two-thirds (2/3) of the directors present at a meeting of the Board of Directors in which quorum has been established, or by any action without a meeting as set forth in Section 4.8 of this Article. If any directors are so removed, new directors may be elected at the same meeting.

**Section 3.1.7.**      **Vacancies.** Any vacancy occurring in the Board of Directors, including without limitation a vacancy resulting from an increase in the number of directors, will be filled pursuant to Section 3.3 of this Article.

## **Section 2: Meetings of the Board of Directors**

**Section 3.2.1.**      **Regular Meetings.** Meetings of the Board of Directors shall be held on a regular schedule, as the Board of Directors may, from time to time, establish, but in no event shall the Board of Directors meet less than four (4) times each year.

**Section 3.2.2.**      **Annual Business Meeting.** The annual business meeting of the Corporation, as required by North Carolina law, shall be held during the first (1<sup>st</sup>) quarter of each calendar year, for the purposes of approving the business conducted by the Corporation in the previous year.

**Section 3.2.3.**      **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or by any director. Such a meeting will be held at the principal office of the Organization, as set forth in these bylaws.

**Section 3.2.4.**      **Notice of Meetings.** Regular meetings of the Board of Directors may be held only with ten (10) days' notice to all directors. Special meetings of the Board of Directors may be held with two (2) days' notice to all directors. Notice shall be provide by any usual means of communication, including electronic mail or text messaging.

**Section 3.2.5.**      **Waiver of Notice.** Any director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the director entitled to the notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a; meeting waives any required notice of such meeting unless the director at the beginning of the



meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 3.2.6.**      **Quorum.** A majority of the number of directors then in office immediately before the meeting begins shall constitute a quorum.

**Section 3.2.7.**      **Manner of Acting.** Except as otherwise provided in the Articles of Incorporation or these Bylaws, including Section 4.9, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 3.2.8.**      **Presumption of Assent.** A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or to transacting business at the meeting, or (b) his dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) he files written notice of his dissent or abstention with the presiding officer of the meeting before its adjournment or with the corporation immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a director who votes in favor of the action taken.

**Section 3.2.9.**      **Action Without Meeting.** Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records.

**Section 3.2.10.**      **Committees of the Board.** The Board of Directors may create an Executive Committee and other committees of the Board and appoint members of the Board of Directors to serve on them. The creation of a committee of the Board and appoint members of the Board of Directors to serve on them. The creation of a committee of the Board and appointment of members to it must be approved by the greater of (a) a majority of the number of directors in office when the action is taken or (b) the number of directors required to take action pursuant to Section 4.5. Each committee of the Board must have two or more members and, to the extent authorized by law and specified by the Board of Directors, shall have and may exercise all of the authority of the Board of Directors in the management of the Organization, except that a committee may not (i) authorize distributions; (ii) fill vacancies on the Board of Directors or on any of its committees; (iv) amend the articles of incorporation; or (v) adopt, amend

or repeal bylaws. Each committee member serves at the pleasure of the Board of Directors. The provisions in these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees of the Board established under this section.

# Article IV: Officers

## Section 1: Qualifications, Elections and Terms

**Section 4.1.1.** **Officers of the Corporation.** The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and other officers as may from time to time be appointed by or under the authority of the Board of Directors. Provided, however, that the Board of Directors may elect a single officer as President. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required, unless only a single officer is elected.

**Section 4.1.2.** **Appointment and Term.** The officers of the Corporation shall be appointed by the Board of Directors or by a duly appointed officer authorized by the Board of Directors to appoint one or more officers or assistant officers. Each officer shall hold their office for a period of two (2) years until the earlier of the officer's ineligibility, death, resignation, retirement, removal, or their successor shall have been appointed. Each officer's term may be renewed by the Board of Directors for as many two (2) year terms as deemed necessary or appropriate by the Board of Directors.

**Section 4.1.3.** **Compensation of Officers.** No officers of the Corporation shall receive any compensation for their service to the Corporation, except that the Board of Directors may provide for the reimbursement of expenses incurred by the officer in the performance of their duties.

**Section 4.1.4.** **Removal.** Any officer may be removed by the Board of Directors at any time, with or without cause, by a two-thirds (2/3) vote of the Board of Directors.

**Section 4.1.5.** **Resignation.** An officer may resign at any time by communicating their resignation to the Corporation, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the Corporation, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

## **Section 2: Offices of the Corporation**

**Section 4.2.1.**        **President.** The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of Charlotte Pride. The President shall, when present, preside at all meetings of the Board of Directors. The President shall sign, with the Secretary, an Assistant Secretary, or any other proper officer of the Corporation hereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 4.2.2.**        **Vice-Presidents.** In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-Presidents in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-Presidents shall perform such other duties as from time to time may be prescribed by the President or Board of Directors.

**Section 4.2.3.**        **Secretary.** The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all committees in one or more books provided for that purpose; (b) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) maintain and authenticate the records of the Corporation and be custodian of the seal of the Corporation and ensure that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) sign with the President, or a Vice-President, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed; (e) maintain and have general charge of the record books of the Corporation; (f) attest the signature or certify the incumbency or signature of any officer of the Corporation; and (h) in general perform all duties incident to the office of secretary and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

**Section 4.2.4.**        **Assistant Secretaries.** In the absence of the Secretary or in the event of the Secretary's death, inability or refusal to act, the Assistant Secretaries in the order of their length of service as Assistant Secretary, unless otherwise determined by

the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be prescribed by the Secretary, by the President or by the Board of Directors.

**Section 4.2.5.**       **Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; (b) maintain appropriate accounting records as required by law or by the Board of Directors; (c) prepare, or cause to be prepared, annual financial statements of the Corporation that include a balance sheet as of the end of the fiscal year and an income and cash flow statement for that year; and (d) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

**Section 4.2.6.**       **Assistant Treasurers.** In the absence of the Treasurer or in the event of the Treasurer's death, inability or refusal to act, the Assistant Treasurers in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be prescribed by the Treasurer, by the President or by the Board of Directors.

# **Article V: Contracts, Loans, and Deposits**

**Section 5.1.**       **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 5.2.**       **Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

**Section 5.3.**       **Checks and Drafts.** All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

**Section 5.4.**       **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as may be selected by or under the authority of the Board of Directors.

# Article VI: Indemnification

**Section 6.1.**        **Right to Indemnification.** Any person who at any time serves or has served as a director of the Corporation, or who, while serving as a director of the Corporation, serves or has served, at the request of the Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by the Director in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitrative action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the Corporation, seeking to hold the Director liable by reason of the fact that the director is or was acting in such capacity, and (b) reasonable payments made by them in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which they may have become liable in any such action, suit or proceeding.

**Section 6.2.**        **Payment of Indemnification.** The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due to the claimant. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation.

**Section 6.3.**        **Binding and Nonexclusive.** Any person who at any time after the adoption of this Bylaw serves or has served in the aforesaid capacity for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

## **Article VII: General Provisions**

**Section 7.1. Seal.** The seal of the Corporation shall consist of two concentric circles between which is the name CHARLOTTE PRIDE, INC., and in the center of which is inscribed SEAL; and such seal, as impressed or affixed on the margin hereof, is hereby adopted as the official seal of the Corporation.

**Section 7.2. Definitions.** Unless the context otherwise requires, terms used in these Bylaws shall have the meanings assigned to them in the North Carolina Business Corporation Act to the extent defined therein. Otherwise, such terms in these Bylaws shall be given their ordinary and usual meaning.

**Section 7.3. Amendments.** These Bylaws may be altered, amended, or repealed by the majority of the Board of Directors (a) present in person or by proxy at a meeting of the Board of Directors; or (b) by a consent in writing in the manner contemplated in Article II; provided, however, that notice of the proposed alteration, amendment, or repeal is contained in the notice of such meeting.