

## NKY Pride Festival

### Bylaws

#### Article I

##### Name

1. The name of this organization shall be Northern Kentucky Pride Festival, hereinafter called NKY Pride.
2. NKY Pride shall be a nonprofit organization incorporated under the laws of the Commonwealth of Kentucky.

#### Article II

##### Offices

1. NKY Pride shall continuously maintain a physical mailing address within the Greater Northern Kentucky area as may be designated by the owner's permission and a 2/3 vote of the Executive Committee so as to fulfill the regulations of the Commonwealth of Kentucky.
2. A Post Office Box shall be used so as to be included on any applicable and publically available media.

#### Article III

##### Objectives and Purposes

1. The primary purpose of NKY Pride is to educate the Lesbian, Gay, Bisexual, Transgender, and Allied (GLBTA) community about the history, diversity, and future of the GLBTA community of Greater Northern Kentucky; to increase awareness of the GLBTA community so as to eliminate homophobia and discrimination; and is organized to transact any lawful business consistent with the provisions of the 501(c)(3) of the Internal Revenue Code.
2. NKY Pride does not discriminate on the basis of race, color, creed, national origin, sex, religion, age, disability, political belief, sexual orientation, gender identity or any other characteristic protected by law and is also dedicated to supporting others' efforts in eliminating discrimination.

#### Article IV

##### Constructions and Definitions

##### 1. Fiscal Year

NKY Pride's fiscal year shall be August through July.

#### Article V

## Non-Partisan Activities

1. NKY Pride shall not permit any of its net earnings to benefit or be distributed to its members or any private individual, except those approved by the treasurer and one other board member as compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.
2. NKY Pride shall not engage in any activities or efforts to influence legislation on any governmental level, nor participate in any political campaign for or against any candidate for political office.
3. NKY Pride, except in an insubstantial degree, shall not engage in any activities or exercise any power that doesn't further the purposes set forth in Article III.

## Article V

### Members

1. NKY Pride shall have no members.

## Article VI

### Board of Directors

#### 1. Composition

The Board of Directors shall maintain an odd number of Board membership. The Board shall have up to 11 but no fewer than 5 members.

#### 2. Board Eligibility

A. Eligibility for Board membership is open to any person who:

- i. Is a resident or conducts business in the Greater Northern Kentucky area.
- ii. Is at least 18 years of age.
- iii. Is otherwise legally competent to enter contracts or to conduct business in the State of Kentucky
- iv. Is not in violation of terms of Article VI, Section 3.
- v. Displays an interest and dedication to the Corporation's purposes, is able to devote the time necessary to assist in carrying out the purposes of NKY Pride, and has the ability to work with other Directors of the Board.

#### 3. Board Elections, Terms of Office, and Term Limits

A. Board members shall be elected annually.

B. Board members shall be elected by a majority of current board members. Votes shall be cast by secret ballot. Applicants with the greatest quantity of votes shall acquire the board position.

C. Board membership shall last two years, beginning at the conclusion of the election meeting. Board members must remain eligible by that standards set forth in Article VI, Section 2.

#### 4. Board Vacancies

A. A vacancy shall be deemed to exist per one of the following circumstances: the death, resignation or removal of a current member or; the increase in the quantity of board members.

#### 5. Board Compensation

A. Board members shall receive no compensation for acting within this role.

B. Only expenses that are approved by two board members in advance and incurred for the express use of NKY Pride shall be reimbursed.

C. Personal expenses shall not be reimbursed.

#### 6. Power and Duties of the Board of Directors

A. To exercise all powers of NKY Pride and to supervise and control its business affairs, subject to the limitations provided by the law, the Articles of Incorporation, these Bylaws

B. To approve the fiscal budget and all accounting of the NKY Pride funds

C. To call board-only attended meetings with one week (seven days) advanced notice

D. To exercise other powers and duties as prescribed by the Articles of Incorporation, these Bylaws

E. No individual board member may act on behalf of the whole board except as provided for in these Bylaws

#### 7. Resignation and Removal of Directors

A. A Director shall be automatically removed if he or she ceases to be eligible under Article VI, Section 3

B. Any Director may resign by giving written notice to the Secretary.

C. Any Director may be removed by a 2/3 vote of the current Directors, at any regular or board-only meeting.

## 8. Quorum and Voting

- A. A majority of board members shall make up a quorum.
- B. Voting may only take place if a quorum of members is present.
- C. Any materials required to be views for the purposes of voting shall be provided to all Directors in advance with at least three days notice.
- D. Each Director shall possess one vote.

## 9. Conflict of Interest

- A. Any Director who has a financial, personal, or official interest in or conflict with any matter pending before the Board, of any nature that it prevents or may prevent that individual from acting impartially, shall offer to voluntarily excuse him or herself and shall refrain from discussion and voting of said issue.

## 10. Regular Meetings

- A. Regular meetings of the Board of Directors shall be held at least four times per year or more often as needed.
- B. A majority of board members shall determine the date, time, and location of meetings of the Board.
- C. Written notice shall be provided to each member one week in advance of a board meeting.

## 11. Annual Meeting

- A. An annual meeting of the Board shall be held each year.
- B. The time, date, and location of this meeting shall be determined by a majority vote.
- C. Each member of the Board will be made aware of the meeting with two weeks notice.
- D. This meeting shall afford the opportunity to vote on the next term's board membership.

## Article VII

### Officers

#### 1. Officers

- A. The Board of Directors shall include the following officers: Chair, Co-Chair, Secretary, and Treasurer

B. The Board of Directors may appoint one or more Member-At-Large to sit on the Executive Committee.

## Article VIII

### Parliamentary Authority

#### 1. Parliamentary Authority

A. The rules contained in the current edition of the Robert's Rules of Order shall govern NKY Pride in all cases to which they are applicable and not inconsistent with the Articles of Incorporation, these Bylaws.

## Article IX

### Amendment of Bylaws

#### 1. Amendment of Bylaws

A. The Bylaws may be repealed, altered, or amended at any meeting of the Board by a two-thirds majority vote when a quorum is present.

B. All Directors must be provided a copy of the proposed changes at least a week before the meeting along with the notice for the meeting.

C. The board shall discuss amendment of the Bylaws at least annually.