



BYLAWS

APPROVED AND ADOPTED OCTOBER 5, 2018

USAP

UNITED STATES ASSOCIATION OF PRIDES, INC.



ARTICLE 1: NAME and PURPOSE

1.01 Name

The name of the Association shall be United States Association of Prides (USAP), herein referred to as the Association. The Association shall be a nonprofit Association incorporated under the laws of the State of Michigan.

1.02 Purpose

The primary purpose for which this Association is formed is to engage in activities to promote the public education and awareness of the personal rights and civil liberties of lesbian, gay, bisexual, transgender, and gender-nonconforming individuals. USAP is organized exclusively for charitable and educational purposes.

1.03 Nondiscrimination Statement

The US Association of Prides is committed to creating and maintaining a healthy and respectful environment for all individuals. Our philosophy is to ensure all individuals, regardless of race, color, religion, sex, national origin, age, disability, sexual orientation, gender identity or expression, or socio-economic status, are treated equally and respectfully. Any behavior in the form of discrimination, harassment or bullying will not be tolerated.

ARTICLE 2: MEMBERSHIP

2.01 Definitions

For the purposes of this Article, "not-for-profit" shall be defined as any organization or coalition of actors that would qualify for 501(c)(3) status or for nonprofit status under the laws of the jurisdiction in which it is based whether or not it has actually applied for such status. "For-profit" shall be defined as any organization that does not, or would not, qualify for 501(c)(3) status or for nonprofit status under the laws of the jurisdiction in which it is based.

2.02 Membership Composition

Any pride organization or company supporting the work of U.S. Pride organizations is eligible to join the Association.

The Association may participate in joint membership agreements with other organizations, as approved by the Board of Directors with a two-thirds (2/3) vote.

The Association shall have membership levels, the eligibility of which are defined herein:

- A. **Full Membership** – Any not-for-profit Pride Organization in the United States that has produced a Pride event within a 24-month period prior to January 1 of the given membership year. Full members in good standing shall have access to all membership benefits including full voting privileges.
- B. **Associate Membership** – Any US for-profit Pride Organization or non-US Pride Organization that has produced a Pride event within a 24-month period prior to January 1 of the given membership year. Associate members in good standing shall have access to all membership benefits with the exception of voting privileges. Associate members shall not have voting privileges on any matter being considered by the Membership.



- C. **Affiliate membership** – Any organization or company that supports the mission of the Association. Affiliate members of the Association shall have access to limited membership benefits. Affiliate members shall not have voting privileges on any matter being considered by the Membership. Affiliate members will not be included in any joint membership programs (such as InterPride). They will have the option to join other organizations on their own.

2.03 Term of Membership

Membership at all levels shall be for a term of one (1) calendar year (January 1st to December 31st). Membership shall commence upon the approval of a membership application and the accounting for payment of a member's dues and shall conclude on 31 December of a given calendar year or as determined by the Board of Directors.

2.04 Membership Adherence to Association Policies and Purpose

No Pride organization that embodies our vision and mission shall be denied membership at any level, provided that they adhere to the policies and purposes of the Association. Pride Organizations that fail to adhere to said policies and purposes may be denied or removed from membership upon review and two-thirds (2/3) vote of the Board of Directors that are present and voting on such a denial or removal.

2.05 Membership Dues – Assignment of Assessment

The Association shall have the authority to require members to pay a membership fee. Membership fees changes shall require a two-thirds (2/3) vote of the Board of Directors.

ARTICLE 3: BOARD OF DIRECTORS

3.01 General Responsibilities

The Board of Directors shall set policies, establish short- and long-term plans for the Association, ensure resources are available to meet the needs of the Association, and otherwise manage the governing affairs of the Association.

3.02 Responsibilities of Individual Board Members

Board members are required to act in accordance with these bylaws, all policies established by the Board of Directors, and in a manner that is in the best interest of the Association. Individual Board members may not bind the Association to a particular course of action or position, or commit the Association contractually, without specific approval of the full Board of Directors unless, otherwise stated in these bylaws or through Board approved policy.

3.03 Number, Tenure, Qualification and Requirements of Directors

- A. The Board of Directors must consist of two (2) Co-Presidents, Secretary, Treasurer, and District Vice Presidents as defined by the Board. At any given point in time, no more than one (1) Board member can be from any one (1) Full Member Pride organization, as defined in 2.01 (A). Election or appointment of a Board member shall not of itself create any contractual rights.



- B. Co-Presidents, Secretary, and Treasurer shall be elected by a simple majority of the membership at its bi-annual meeting, or through a special mail or electronic vote. Vacancies may be filled by the Board of Directors at any meeting of the Board. District Vice Presidents shall be elected by the membership of said District.
- C. Provision of overlapping terms of office and the first election. The Co-Presidents will have overlapping terms. In the first election, the Co-President elected with the most votes will serve a four (4) year term, and the other will serve a two (2) year term, after the first election, one (1) Co-President will be elected every two (2) years. During the first election, the Secretary will be elected for two (2) years, and the Treasurer for four (4) years. After the first election, the Secretary and Treasurer are on overlapping terms.
- D. Each Board Member shall be elected to hold office for a four (4) year term. Each Officer's term of office shall begin at the time such Board Member is elected and the signing of the conflict of interest policy. An individual may serve no more than two (2) terms in any position.
- E. The number and composition of Districts and their Vice Presidents shall be determined by the Board.

3.04 Board Members

The Board Members of the Association shall be a two (2) Co-Presidents, Treasurer, Secretary, and District Vice Presidents.

- A. **Co-Presidents** (one female-identified and one male-, trans-, or non-binary-identified)
 - a. Must be an active member of and maintain affiliation with a member Pride organization.
 - b. Preside at all meetings of the Board of Directors and the Membership; c. Provide vision and direction to the Association;
 - d. Call and give notice of all meetings of the Board and Membership;
 - e. Oversee implementation of resolutions, plans of action, and other Association business and activities;
 - f. The Co-Presidents will be the first two members to represent the Association at any events requiring delegates and/or official representatives, including InterPride meetings.
 - g. Exercise and perform such other duties and responsibilities as be assigned by the Board, these Bylaws, and the other governing documents of the Association.
- B. **Secretary**
 - a. Must be an active member of and maintain affiliation with a member Pride organization.
 - b. Record and retain minutes of all plenary sessions of each meeting of the Association and Board;
 - c. Maintain and distribute a current roster of all Directors, and members of committees and other subsidiary groupings of the Association that may, from time to time, be constituted;
 - d. Maintain and archive all records of the Association, Board member conflict of interest statements;
 - e. Prepare and submit all reports as may be required by law, the Board, the Executive Committee, or other governing documents of the Association;
 - f. Exercise and perform such other duties and responsibilities as assigned by the Board, these Bylaws, and the other governing documents of the Association.



C. Treasurer

- a. Must be an active member of and maintain affiliation with a member Pride organization.
- b. Receive and safely keep all funds and negotiable instruments of the Association and deposit them in the Association's accounts;
- c. Serve as an official signatory on the Association's accounts and other financial documents as needed;
- d. Supervise and maintain the Association's financial records, including the provision of copies of all financial reports to the Secretary for archiving;
- e. Prepare and submit all financial reports as required by law, the Board, the Executive Committee, or other governing documents of the Association;
- f. Maintain a database of the Association's data regarding all current and former Member organizations and making such data available as might be required by these Bylaws and the other governing documents of the Association;
- g. Exercise and perform such other duties and responsibilities as assigned by the Board, these Bylaws, and the other governing documents of the Association.

D. District Vice Presidents

- a. Must be an active member of, and maintain affiliation with, a member pride organization in the district that they represent.
- b. Assist the Presidents in the implementation of resolutions, plans of action, and other Association business and activities;
- c. Recruit Pride organizations for their district into the Association.
- d. Chair or co-chair at least one committee or subcommittee of the Board;
- e. Exercise and perform such other duties and responsibilities as assigned by the Board, these By-laws, and the other governing documents of the Association.

3.05 Executive Committee

- A. The Executive Committee will be composed of the Co-Presidents, Secretary, Treasurer, and one District Vice President.
- B. The District Vice President serving on the Executive Committee shall be selected annually by the District Vice Presidents.
- C. The Executive Committee may act on behalf for the Board in-between meetings, as long the Executive Committee notifies the Board at the next meeting of all such actions.



3.06 Removal & Resignation

- A. An Officer may be removed at any duly called meeting of the Board of Directors, by a vote of two-thirds (2/3) of all current Officers. Grounds for removal include, but are not limited to: conflict of interest, criminal conduct, repeated unexcused absences from Board of Director meetings, violation of the Board Agreement, or when found to be in the best interest of the Association.
- B. An Officer may resign from Board service or from a specific position by submitting a letter of resignation to any current officer of the Association.

3.07 Meetings

- A. The Board of Directors will meet in person or via electronic communication, at a minimum, quarterly to conduct the business of the Association. Meetings of the Board of Directors are called by the Co-Presidents via electronic notification, and with at least five (5) days' notice.
- B. A meeting of the membership must be held every two (2) years. All current Board Members are expected to attend. Business conducted at the membership meeting shall include a report of the activities since the last meeting, the election of the officers, and future plans for the Association.

3.08 Quorum

Half of Board members shall constitute a quorum for the transaction of business at any meeting of the Board. If less than half of the Board members are present at said meeting, a majority of those present may adjourn the meeting without further notice.

3.09 Compensation

Officers shall not receive any monetary compensation for their services as an officer. Officer expenses must be authorized by the Co-Presidents in accordance with the budget. Expenses not covered by the budget, must be approved by the full Board.

3.10 Fiduciary Responsibility

All Board members must discharge their powers and carry out their duties to the Association, as applicable, honestly, in good faith and in the best interests of the Association rather than in their own interest, and shall, within thirty (30) days of being elected or appointed to the Board, and on an annual basis, complete and sign the conflict of interest policy and disclosure questionnaire.

3.11 Confidentiality

Each Board Member must maintain the highest degree of confidentiality when handling Board and Association affairs. No Board Member shall disclose confidential information to outsiders, including third parties, the media, and members of one's own family.

3.12 Public Statement Limitation

Only the Co-Presidents may make public statements on behalf of the Association unless otherwise authorized by the Board of Directors.



ARTICLE 4: INTELLECTUAL PROPERTY

4.01 Definition

Intellectual property includes, but is not limited to, any patentable materials, copyrightable materials, trademarks, service marks, names, logos, patents, research, business methods, work processes, software, licensing, royalty agreements, trade secrets, and work product produced on behalf of, or in the course of business for, the Association, whether or not formal protection is sought.

4.02 Ownership and Safekeeping

The Association is the owner and keeper of all intellectual property developed or acquired in any way by the Association. At its discretion, the Board may transfer or sell any or all of the rights of its intellectual property.

ARTICLE 5: FINANCIAL TRANSACTIONS

5.01 Contracts

The Board of Directors may authorize the Co-Presidents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confirmed to specific instances.

5.02 Payment

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such relevant Officer or Officers, of the Association and in such manner as shall from time to time be determined by resolutions of the Board of Directors. The Treasurer of the Association shall sign such instruments in the absence of such resolution by the Board of Directors.

5.03 Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

5.04 Gifts

The Board shall establish a policy for gift acceptance.

5.05 Books and Records

The Association Officers are charged with the responsibility to keep correct and complete books and records of account and shall also keep minutes of the proceedings and Board of Directors meetings, all of which remain the property of the Association. The Board is responsible to ensure that the records meet the requirements of Sarbanes-Oxley, and other such rules established that govern non-profit organizations.

5.06 Financial Review

The financial books and records are to be reviewed annually by an independent party, and audited when required by the IRS.



ARTICLE 6: FISCAL YEAR

The fiscal year of the Association shall be concurrent with the calendar year.

ARTICLE 7: WAIVER OF NOTICE

Whenever any notice is required to be given under the laws of Michigan or by the Association's articles of incorporation, or by these bylaws, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 8: CORPORATE EARNINGS

No member, Officer, employee, volunteer, member of a committee, or person connected with or affiliated with the Association or any other private individual shall receive at any time any of the net earnings or pecuniary surplus from the operations of the Association; provided however, this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors; no such person or persons shall be entitled to share in the distribution of any of the Association assets upon the dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding down with the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after the debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively other 501 (c)3 LGBT organizations.

ARTICLE 9: AMENDMENTS

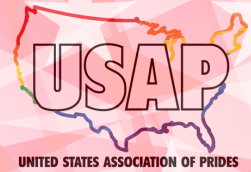
The power to alter, amend, or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors of the Association and will require a two-thirds (2/3) majority of the Directors of the Association. Such action must be taken at any regular or special meeting. The bylaws may not contain any provisions for the regulation and management of the affairs of the Association that are inconsistent with state or federal law or the articles of incorporation.

ARTICLE 10: INDEMNIFICATION

The Association shall indemnify any board member or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of, conduct of such person in his or her official capacity with the Association, except in cases occasioned by his or her own gross negligence, willful misconduct, or bad faith.

Nothing in this Article shall be interpreted to eliminate or limit the liability of a Board member or employee

- 1.) for any breach of the board member's or employee's duty of loyalty to the Association,
- 2.) for acts or omissions not in good faith or which involve intentional or knowing violation of law, or
- 3.) for any transaction from which the Board member or employee derived an improper personal benefit.



ARTICLE 11: DISSOLUTION

Dissolution of the Association shall be authorized by vote of a 75% majority of the Board of Directors. Upon the dissolution of the Association and after the payment or the provision for the payment of all the liabilities of the Association, the Board of Directors will dispose of all of the assets of the Association exclusively to organizations that support the mission of the Association and that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the state in which the Association is incorporated.

Bylaws Adopted October 5, 2018.