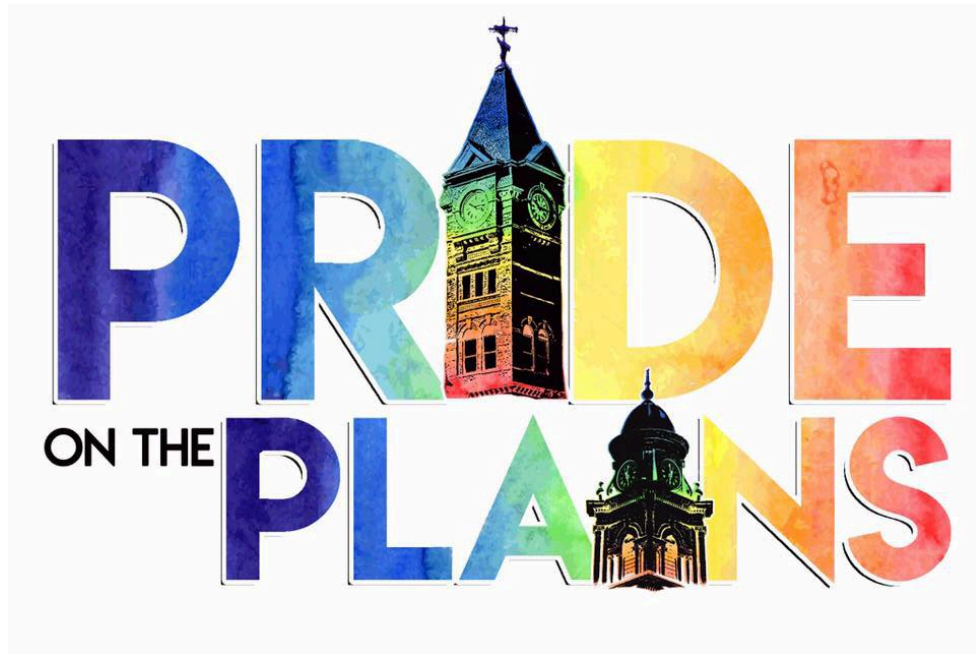


**BY-LAWS OF THE  
PRIDE ON THE PLAINS  
BOARD OF GOVERNORS**



## Table of Contents

<b>ARTICLE I. NAME AND PURPOSE</b>	<b>3</b>
SECTION 1.01 NAME	3
SECTION 1.02 PURPOSE	3
<b>ARTICLE II. MEMBERSHIP</b>	<b>3</b>
SECTION 2.01 CLASSIFICATIONS	3
SECTION 2.02 MEMBERSHIP REQUIREMENTS	3
SECTION 2.03 DUES AND FEES	4
SECTION 2.04 PROBATION	4
SECTION 2.07 MEMBERSHIP DISSOLUTION	5
<b>ARTICLE III. BOARD MEETINGS</b>	<b>5</b>
SECTION 3.01 TIMES	5
SECTION 3.02 QUORUM	5
SECTION 3.03 CONDUCT	5
SECTION 3.04 VOTING RIGHTS	6
SECTION 3.05 ABSENCES	6
SECTION 3.06 EXECUTIVE COUNCIL MEETINGS	6
SECTION 3.07 SPECIAL MEETINGS	6
SECTION 3.08 CANCELLATION AND RESCHEDULING	7
SECTION 3.09 ELECTRONIC AND OTHER MEETINGS	7
<b>ARTICLE IV. EXECUTIVE COUNCIL</b>	<b>7</b>
SECTION 4.01 THE EXECUTIVE COUNCIL	7
SECTION 4.02 EXECUTIVE OFFICERS	8
SECTION 4.03 REQUIREMENTS	8
SECTION 4.04 OFFICE LIFE CYCLE	9
SECTION 4.05 MEETINGS	10
SECTION 4.06 VACANCIES	10
SECTION 4.07 RESPONSIBILITIES	11
SECTION 4.08 DISCIPLINARY PERMISSIONS	11
SECTION 4.09 IMPARTIALITY	12
SECTION 4.10 JURISDICTION	12
<b>ARTICLE V. MEMBERS AT LARGE</b>	<b>12</b>
SECTION 5.01 THE MEMBERS AT LARGE	12
SECTION 5.02 REQUIREMENTS	13
SECTION 5.03 OFFICE LIFE CYCLE	13
SECTION 5.04 MEETINGS	14
SECTION 5.05 VACANCIES	14
SECTION 5.06 RESPONSIBILITIES	14
SECTION 5.07 DISCIPLINARY PERMISSIONS	14

<b>ARTICLE VI. THE COMMITTEES</b>	<b>15</b>
SECTION 6.01 THE COMMITTEES	15
SECTION 6.02 COMMITTEE CHAIRMAN	15
SECTION 6.03 REQUIREMENTS	16
SECTION 6.04 CHAIRMANSHIP LIFE CYCLE	16
SECTION 6.05 MEETINGS	17
SECTION 6.06 VACANCIES	17
SECTION 6.07 COMMITTEE FORMATION	17
SECTION 6.08 COMMITTEE BUDGETS	18
SECTION 6.09 FINANCIAL DETRIMENT	18
SECTION 6.10 DISCIPLINARY PERMISSIONS	18
<b>ARTICLE VII. AUXILIARY BOARD MEMBERS</b>	<b>19</b>
SECTION 7.01 THE AUXILIARY BOARD MEMBERS	19
SECTION 7.02 REQUIREMENTS	19
SECTION 7.03 OFFICE LIFE CYCLE	20
SECTION 7.04 MEETINGS	20
SECTION 7.05 VACANCIES	21
SECTION 7.06 RESPONSIBILITIES	21
SECTION 7.07 DISCIPLINARY PERMISSIONS	21
<b>ARTICLE VIII. DISSOLUTION</b>	<b>22</b>
SECTION 8.01 METHOD OF DISSOLUTION	22
<b>ARTICLE IX. AMENDMENTS</b>	<b>22</b>
SECTION 9.01 METHODS OF AMENDING	22
SECTION 9.02 RETROACTIVITY	22

## **Article I. NAME AND PURPOSE**

### **Section 1.01 Name**

This non-profit organization shall be known as the Pride on the Plains Board of Governors, hereby established on June 19<sup>th</sup>, 2017, existing and functioning to provide a unifying and celebratory Pride Festival in the Auburn-Opelika area.

### **Section 1.02 Purpose**

The purpose of these By-Laws is to establish rules and regulations governing such matters that are essential in the organization and management of the Pride on the Plains Board of Governors. Nothing contained herein shall be considered as superseding or conflicting with the laws upheld by the both State and Federal Laws.

## **Article II. MEMBERSHIP**

### **Section 2.01 Classifications**

The Membership of the Board of Governors shall consist of four (4) Executive Officers and five (5) Members at Large as explained fully below.

#### **(a) Executive Officers**

The Executive Officers are members of the Pride on the Plains Board of Governors who serve to meet the needs reflecting the purpose of the organization: organizing and coordinating events of Pride on the Plains. The title of these officers shall be as follows: President, Vice President, Secretary, and Treasurer.

#### **(b) Members at Large**

The Members at Large are members of the Pride on the Plains Board of Governors who serve to meet the needs reflecting the purpose of the organization: organizing and coordinating events of Pride on the Plains. They are leaders and representative of the organization whose key role is utilized in assisting the Executive Officers, leading committees as Committee Chair or Co-Chair, performing the duties delegated by the Executive Council.

### **Section 2.02 Membership Requirements**

#### **(a) Integrity Requirements**

All members on the Pride on the Plains Board of Governors shall uphold integrity within their professional and personal life that shall not conflict with the integrity of the Pride on the Plains organization. Members must uphold a positive image that will not in any manner tarnish the reputation or integrity of Pride on the Plains. Lack of integrity can be defined as, but not limited to, social media presence, community presence, professional status, and criminal record.

**(b) Local Residential Requirements**

Local residency in the Auburn-Opelika area (or within a 30-mile radius) is mandatory. Due to the required presence and attendance at Pride on the Plains events, duties, or meetings, members of the Board of Governors must be within these reasonable residential locations that would permit the required involvement and fulfilling duties in serving on the board.

**(c) Attendance Requirements**

All board members will be expected to participate and/or be present in any benefit, event, or meeting held by the Pride on the Plains organization. Meetings require mandatory attendance unless otherwise cleared by the President. If available, members who may not be present physically are encouraged to participate in the meeting via electronic media such as, but not limited to, skype calls, conference calls, etc. Though attendance regarding any events are at the discretion of the Executive Council, attendance at the Pride Festival of Pride on the Plains is mandatory.

**(d) Executive Office/Committee Requirements**

All board members will be expected to perform the duties and responsibilities as outlined in Article IV.

**Section 2.03 Dues and Fees**

**(a) Dues**

The dues required to be on the Board of Governors shall consists of an annual membership due of twenty-five dollars and zero cents (\$25.00) for Members at Large and fifty dollars and zero cents (\$50.00) for Executive Council Offices. These dues shall be paid within thirty (30) days after your elected position.

**(b) Authorization of Funds**

No funds of the organization shall be invested, appropriated or expended unless provided by these By-Laws or appropriately authorized. If the amount proposed shall be less than one hundred dollars (\$100), it must be approved by the Treasurer and President. For expenditures ranging from one hundred dollars to five hundred dollars (\$100 to \$500), it shall require three-fourths (3/4) vote by the Executive Officers. For all expenditures over five hundred dollars (\$500), it shall require a majority vote of approval by the entire Pride on the Plains Board of Governors.

**Section 2.04 Probation**

**(a) Membership Violation**

Any member on the Board of Governors shall hereby be placed on probation if they are in direct violation of membership requirements. Probations shall be initiated by the Executive Council following a discussion concerning the Board member in question. This may result in sanctions such as, but not limited to: Temporary removal from Board Positions, temporary

removal or reassignment of Committee roles, placement of probationary watch by the Executive Council, fines, or other sanctions as deemed just by the Executive Council.

**(b) Illegal Conduct**

A Board member who is involved in the participation or action of any illegal conduct shall be placed on probation or have their position and title removed conditioned upon its severity as judged by the Executive Council.

**Section 2.05 Membership Dissolution**

A member's ties to the Pride on the Plains Board of Governors can only be dissolved through the guidelines set forth within these By-Laws. Once membership has been dissolved, it cannot be reinstated. Consult Article VII for proper procedure.

## **Article III. BOARD MEETINGS**

**Section 3.01 Times**

The regular meeting will be held twice a month, at a time/day to be discussed upon Election Day, unless voted upon in the previous week's Board Meeting. No regular meeting shall be held during the vacation recesses or at a time deemed unnecessary by the President. The President must approve any absence 72 hours in advance, excluding emergencies as deemed appropriate by the President. All times, dates, and locations of Regular Board Meetings must be advertised to the public within forty-eight (48) hours prior to the meeting.

**Section 3.02 Quorum**

A quorum shall be considered as two-thirds (2/3) (rounded up to the nearest whole vote count) of the Pride on the Plains Board of Governors. If a quorum is not present, the meeting shall begin as soon as a quorum is present. If a quorum is not present within 20 minutes of the start time, the meeting will be cancelled. Quorum may be established by proxy or electronic media attendance as outlined in Article II, Section 2.02.

**Section 3.03 Conduct**

**(a) Appropriate Behavior**

It shall be the right of the President presiding over an official meeting, to dismiss any Board member causing disruption or acting with unsuitable conduct after appropriate warning is given.

**(b) Punctuality**

All regular and special meetings of the Pride on the Plains Board of Governors shall begin promptly at the announced time. Failure to be at the meeting on time without approval of the President will result in a possible probation or other disciplinary action as outlined in Article IV, Section 4.08.

**(c) Order of Business**

All meetings whether regular or special shall be conducted according to the accepted Parliamentary Procedure, *Robert's Rules of Order*, except for situations deemed fit by the President.

**Section 3.04 Voting Rights**

**(a) Voting Process**

All matters requiring a vote will be voted upon via a simple majority vote except for votes on Board of Governors position, which will require a secret ballot. A motion to vote must be brought before a vote can be taken.

**(b) Voting by Proxy**

Board s may submit a proxy vote. However, no Board member may submit more than one (1) proxy, said proxy counting as a single vote. Permission to vote by proxy must be submitted in writing to the Secretary or President before the start of meetings. Votes for Consideration of Board Positions may not be made by proxy. The minimum number of Board members required for quorum must be in attendance in order for a vote to take place.

**(c) Members in Bad Standing**

All Board members not in good standing shall not possess the right to vote on any matter regarding the organization or its actions and decisions. The right to vote on Board matters is given exclusively to Board members in good standing.

**Section 3.05 Absences**

Excused absences shall include, but are not limited to: school/work obligations, family emergencies, or illness. Excused absences are only those approved by the President. The President may request a form of documentation such as but not limited to a doctor's note, an obituary, class schedule, etc., to provide validity of the absence. The President must be informed of any known conflicts with attendance within one (1) month of election.

**Section 3.06 Executive Council Meetings**

Executive Council meetings shall be conducted 30 minutes prior to scheduled Regular Meetings. This meeting shall only require the attendance of the four presiding Executive Officers: President, Vice President, Secretary, and Treasurer. No decisions or matters shall be voted on within this meeting excluding those clearly outlined within these By-Laws.

**Section 3.07 Special Meetings**

**(a) Calling of Special Meetings**

Special meetings may be called at any time during the year on order of the President or upon petition of one-third (1/3) of the Board members.

**(b) Notice of Special Meetings**

At least forty-eight (48) hour notice shall be given for special meetings held in Auburn or Opelika, and seven (7) days notice for those held elsewhere, unless prevailing circumstances prevent such notice.

**Section 3.08 Cancellation and Rescheduling**

Meeting time can only be set and changed by a majority vote of the Pride on the Plains Board of Governors during the previous meeting, or via Executive Decision by the President. All Board members are to be notified in due time and required to attend.

**Section 3.09 Electronic and Other Meetings**

In the event of an unforeseen circumstances that requires a vote of the Pride on the Plains Board of Governors, this decision may be voted on via personal written electronic communication (email, group messaging, or phone call) between all members of the Board. This may only be used when a special meeting is not a viable option due to scheduling difficulties. A failure to respond within one (1) hour is tallied as a “no” vote. The President will be allowed a vote in this special case, and in the case of a tie, the President may make an Executive Decision.

**Article IV. EXECUTIVE COUNCIL**

**Section 4.01 The Executive Council**

The Executive Council shall consist of the Executive Officers: President, Vice-President, Secretary, and Treasurer. The Executive Council shall supervise all Pride on the Plains Board of Governors activities and management, and investigate and audit all accounts of the organization. It has the power to levy punishments and sanctions. It shall approve all budgets. It has the authority to determine mandatory attendance to important organization functions such as, but not limited to important social events, benefits, meetings, and the Pride Festival, provided they are announced seven (7) days in advance. Excuses for nonattendance must be rendered to the President. The Executive Council may review the validity of any excuse. If the excuse is not accepted, a sanction will be levied. Advertisement and/or promotion of Pride on the Plains events is mandatory. It has the power to grant extensions on payments, provided this does not conflict with the By-Laws relating to this matter. It cannot authorize any loan for any purpose whatsoever. A three-fourths (3/4) vote (rounded up to the nearest whole vote count) of the Board of Governors shall be required to overrule a decision of the Executive Council. The Executive Council shall meet 30 minutes prior to every scheduled Regular Meeting, and the four (4) Executive Officers shall constitute a quorum.



## **Section 4.02 Executive Officers**

### **(a) President**

The President serves as Senior Pride on the Plains officer and carries out the multiple responsibilities involved in the leadership of the organization. These include, but not limited to, goal setting and evaluation, organizational planning, policy development and implementation, and cooperating with other groups, vendors, and organizations to assist in the healthy development of the Pride on the Plains cause.

### **(b) Vice President**

The Vice President is first and foremost the advisor for the President and in charge of communicating responsibilities and expectations as represented by the President. The Vice President shall be responsible in the direction of Committee Chairman. In the absence of, or at the discretion of the President, the Vice President acts for the President to lead and direct support functions important to the welfare and effectiveness of the organization. This includes problem solving, reviewing committee operations, and advising the President on various operations of the organization.

### **(c) Secretary**

The Secretary conducts the Chapter's written and electronic communications with the Executive Council and the public. The Secretary also plays an essential role in keeping correct minutes of all meeting proceedings. In the absence of the Secretary, the Treasurer shall preside over the recording duties of the Secretary during Board Meetings. The Secretary shall function as the sole keeper and organizer of any documents or paper work related to the activities of the Pride on the Plains Board of Governors. The Secretary shall serve as the key source of Public Relations through digital and social media and shall conduct a thorough review of the By-Laws each year upon election. They are responsible for announcing the time, date, and location for each scheduled Regular Board Meetings.

### **(d) Treasurer**

The Treasurer acts as the business & finance officer for the organization. The Treasurer supervises income and expenditures that include financial reporting, planning and budgeting, and oversees and maintains interest-bearing accounts. The treasurer also provides assistance to other Executive Officers and Members at Large. The Treasurer is required to provide appropriate updates at every Board Meeting.

## **Section 4.03 Requirements**

### **(a) Membership**

All candidates at the time of election must meet the requirements set forth in Article II, Section 2.02. Anyone in hope of election or re-election must not be under probation from the organization and must be in good standing. Any

member that satisfies the requirements as aforementioned shall be eligible for election or re-election as a member of the Executive Council of the Pride on the Plains Board of Governors. Anyone who has been revoked of their position in the past shall not be eligible for election.

#### **Section 4.04 Office Life Cycle**

##### **(a) Nominations**

Any member of the community who is running for office must submit, in writing, a proposal of self-nomination to the existing Executive Council. The proposal must be submitted within one (1) week prior to the Pride on the Plains Board of Governors Election Meeting.

##### **(b) Elections**

Elections shall be conducted within two (2) weeks after the conclusion of the Pride Festival, "Pride on the Plains" of each year, whereas time, location, and exact date shall be determined by the existing Board of Governors. Nominated candidates will be voted into office by a simple majority of the sitting Pride on the Plains Board of Governors. In non-electoral years of the Executive Council, the existing Executive Council will reassume office within two (2) weeks following the Pride Festival.

##### **(c) Term of Office**

All offices and committees held by the existing Executive Council shall terminate after the installation of the next administration unless terminated prior to that in accordance with these By-Laws. Each Executive Council position is granted a two (2) year term. At the end of an Executive Council member's term, they are required to serve as an Advisor to the newly elected officer for a period of three (3) months.

##### **(d) Restrictions**

No persons elected as an officer shall hold more than one Executive Officer position at one time.

##### **(e) Impeachment**

An officer may be removed for cause in accordance within these By-Laws. The individual may also be removed from office for failing to perform their duty as determined in a meeting of the Board by a three-fourths (3/4) vote (rounded up to the nearest whole vote count) of no confidence by the Board of Governors. If the vote receives at least a simple majority but less than a three-fourths (3/4) (rounded up to the nearest whole vote count), a second vote of no confidence will be held two (2) weeks later needing a two-thirds (2/3) (rounded up to the nearest whole vote count) majority to remove the officer.

## **Section 4.05 Meetings**

### **(a) Time**

Executive Officer meeting shall occur 30 minutes prior to every scheduled Regular Meeting.

### **(b) Quorum**

Executive Officer Meetings shall always consist of President, Vice President, Secretary, and Treasurer. The President may allow, deny or request the attendance of any Board member as they see fit. Quorum is constituted by the President and one other Executive Officer, or three Executive Officers.

### **(c) Absences**

Executive Officers who cannot attend a meeting must submit a written excuse to the President. The President can decide validity of the excuse and can determine disciplinary actions.

## **Section 4.06 Vacancies**

### **(a) Definition of Vacancy**

An Officer shall be considered in vacancy of his Executive Office if they become unable to perform their duties for any reason including but not limited to:

- Probation
- A successful vote of no confidence
- A willful decision to leave office
- An illness or injury that substantially interferes with their duties.

### **(b) Appointment of Interim**

Should an Executive Office become vacant, the Executive Council is granted authority to nominate any Board member in good standing who meets all basic requirements of the office to hold the position on an interim basis. The nominated Board member has the right to accept or decline their nomination. This interim period should not last more than two (2) Board Meetings.

### **(c) Special Election**

The Board members will fill the office in question using standard election procedures outlined in these By-Laws. The Board members may vote by a two-thirds (2/3) majority (rounded up to the nearest whole vote count) to suspend the two (2) weeks between nominations and elections.

### **(d) Presidential Vacancy**

Should the vacant Executive Office be the Presidency, the Vice-President shall assume all duties of the Presidency in accordance with the By-Laws. The Executive Council shall still nominate an interim Vice President and follow all procedures in this section.

## **Section 4.07 Responsibilities**

### **(a) Officers' Duties**

These By-Laws shall outline all rights and responsibilities of each office.

### **(b) Organization Finances**

The Pride on the Plains is a non-profit organization. Any monetary income must be re-invested into the direct benefit of the organization. The operating funds including records and receipts of all transactions shall be kept in a bank account in a regular bank and all checks shall bear the signatures of two (2) official signees on the account.

### **(c) Financial Detriment**

An Officer who causes financial detriment to the organization through negligence of duty or wrong doing, shall suffer the loss personally. Negligence of duty or wrong doing is to be determined by the Executive Council, subject to the approval of the Pride on the Plains Board of Governors.

## **Section 4.08 Disciplinary Permissions**

### **(a) Authority**

It shall be the authority of the Executive Council to take disciplinary action against any member who is in violation of a rule or regulation set forth by these By-Laws or approved committee rules and regulations, so long as the rule(s) and regulation(s) are not in violation of these By-Laws or State and Federal Laws.

### **(b) Limitations**

The Executive Council shall be limited to disciplinary action not to exceed: any form of physical, mental, or emotional harm, a single fine exceeding thirty dollars and zero cents (\$30.00), banishment of any Pride on the Plains related event or meetings, probation longer than two (2) months, or "Double Jeopardy" (defined as the assignment of more than one (1) disciplinary sanction for a single offense).

### **(c) Egregious Offences**

If the Executive Council feels as though an offense committed by a member is too egregious for appropriate level of disciplinary action, they may refer the member in violation to local authorities.

### **(d) Appeals**

The member in question may appeal any ruling of the Executive Council to the entire Board of Governors. A formal appeal must be submitted in writing to the Secretary within three (3) days after the decision in question. After the appeal is received, a discussion will be held at the following meeting and a vote will take place to either stay or appeal the decision. A simple majority is needed to appeal the ruling.

## **Section 4.09      Impartiality**

### **(a) Board Member Bias**

If a Board member could potentially have any bias against a member brought forth regarding disciplinary actions, the biased member shall be temporarily removed from the board for that vote only. The member of the board temporarily suspended because of their bias against the member in violation shall be reinstated after the vote and disciplinary action has been brought forth.

### **(b) Jurist Self-Recusal**

Any member of the Board shall be able to recuse themselves if they suspect their own bias.

### **(c) Recusal by the Accused**

The member being brought forth disciplinary actions shall be able to request to the Executive Council that a biased member of the Board be removed so that no bias influences can vote against them. The request shall be determined by the members of the Executive Council.

### **(d) Recusal by the Accuser**

The member being brought forth for disciplinary actions shall be able to request to the Executive Council that a biased member be removed so that no bias influences can vote against them. The request shall be determined by the members of the Executive Council.

## **Section 4.10      Jurisdiction**

The Executive Council of the Pride on the Plains Board of Governors shall evaluate and rule on charges against members included but not limited to:

- Any behavior detrimental to the organization that any member feels is above their level of discipline or outside of the scope of their office.
- Punitive fines and labor assignments that a member feels are undue and unjust.
- Reinstating members from disciplinary probation.

## **Article V. MEMBERS AT LARGE**

### **Section 5.01      The Members at Large**

The Members at Large shall consist of five (5) non-Executive Council position on the Pride on the Plains Board of Governors. They possess all voting rights pertaining to the function of the organization that is otherwise outlined in these By-Laws. It is the responsibility of the Members at Large to hold a Committee Chairman position. Attendance to important organization functions such as, but not limited to important social events, benefits, meetings, and Pride on the Plains, are mandatory provided they are announced one (1) week in advance. Excuses for nonattendance must be rendered to the President. The Executive Council may review the validity of any excuse. If the excuse is not accepted, a sanction will be levied. Advertisement and/or promotion of Pride on the Plains events is mandatory.

## **Section 5.02 Requirements**

### **(a) Membership**

All candidates at the time of election must meet the requirements set forth in Article II, Section 2.02. Anyone in hope of election or re-election must not be under probation from the organization and must be in good standing. Any member that satisfies the requirements as aforementioned shall be eligible for election or re-election as a member of the Pride on the Plains Board of Governors. Anyone who has been revoked of their position in the past shall not be eligible for election.

## **Section 5.03 Office Life Cycle**

### **(a) Nominations**

Any member of the community who is running for office must submit, in writing, a proposal of self-nomination to the existing Executive Council. The proposal must be submitted within one (1) week prior to the Pride on the Plains Board of Governors Election Meeting.

### **(b) Elections**

Elections shall be conducted between two (2) to four (4) weeks after the conclusion of the Pride Festival, "Pride on the Plains" of each year, whereas time, location, and exact date shall be determined by the existing Board of Governors. Nominated candidates will be voted into office by a simple majority of the sitting Pride on the Plains Executive Council.

### **(c) Term of Office**

All offices and committees held by the existing Members at Large shall terminate after the installation of the next administration unless terminated prior to that in accordance with these By-Laws. Each Members at Large position is granted a one (1) year term.

### **(d) Restrictions**

No persons elected as an officer shall hold more than one (1) Board of Governors position at one time.

### **(e) Impeachment**

An officer may be removed for cause in accordance within these By-Laws. The individual may also be removed from office for failing to perform their duty as determined in a meeting of the Board by a three-fourths (3/4) (rounded up to the nearest whole vote count) vote of no confidence by the Board of Governors. If the vote receives at least a simple majority but less than a three-fourths (3/4) (rounded up to the nearest whole vote count), a second vote of no confidence will be held two (2) weeks later needing a two-thirds (2/3) majority (rounded up to the nearest whole vote count) to remove the officer.

## **Section 5.04 Meetings**

### **(a) Regulations**

All meeting regulations are outlined in Article III

## **Section 5.05 Vacancies**

### **(a) Definition of Vacancy**

A Member at Large shall be considered in vacancy of their if they become unable to perform their duties for any reason including but not limited to:

- Probation
- A successful vote of no confidence
- A willful decision to leave office
- An illness or injury that substantially interferes with their duties.

### **(b) Appointment of Interim**

Should a Board of Governors seat become vacant, the Executive Council is granted authority to nominate any persons in good standing who meets all basic requirements of the office to hold the position on an interim basis. The nominated Board member has the right to accept or decline their nomination. This interim period should not last more than two (2) Board Meetings.

### **(c) Special Election**

The Board members will fill the office in question using standard election procedures outlined in these By-Laws. The Board members may vote by a two-thirds (2/3) majority (rounded up to the nearest whole vote count) to suspend the two (2) weeks between nominations and elections.

## **Section 5.06 Responsibilities**

### **(a) Member at Large Duties**

Members at Large are required to attend all scheduled Regular Meetings, Pride on the Plains functions and events, and serve as a Committee Chairman.

### **(b) Financial Detriment**

An officer who causes financial detriment to the organization through negligence of duty or wrong doing, shall suffer the loss personally. Negligence of duty or wrong doing is to be determined by the Executive Council, subject to the approval of the Pride on the Plains Board of Governors.

## **Section 5.07 Disciplinary Permissions**

### **(a) Authority**

It shall be the authority of the Executive Council to take disciplinary action against any member who is in violation of a rule or regulation set forth by these By-Laws. A Member at Large may take disciplinary actions within their Committees, as they are outlined within approved committee rules and

regulations, so long as the rule(s) and regulation(s) are not in violation of these By-Laws or State and Federal Laws.

## **Article VI. THE COMMITTEES**

### **Section 6.01 The Committees**

Committees shall be established to help organize, delegate, and perform functions for the betterment of the organization. All of the Committee Chairman will report to the Vice President. Committee Chairman shall be appointed at the time of Board of Governors Elections and position installment. The seat of Committee Chairman is solely reserved for the members of the Pride on the Plains Board of Governors.

### **Section 6.02 Committee Chairman**

#### **(a) Vendor/Sponsorship Chairman**

The Vendor/Sponsorship Chairman shall work closely with the Treasurer to negotiate with businesses and sponsors for the Pride on the Plains organization. They will draft contracts to negotiate deals with terms and conditions regarding items or services to be sold, advertisements, donations, etc. They shall work in the communications and organization of the vendor and booths aspect of the Festival Committee. The Chairman shall also coordinate methods of collecting and advertising methods of donation collection.

#### **(b) Fundraiser and Benefits Chairman**

The Fundraiser and Benefits Chairman shall be responsible for organizing and coordinating events to raise money for the Pride on the Plains organization. The Chairman is responsible for hosting a minimum of one (1) fundraising event or benefit each month, though two (2) is highly suggested. All income accrued from these fundraisers and benefits shall be immediately collected, recorded and deposited by the Treasurer.

#### **(c) Public Relation Chairman**

The Public Relation Chairman shall be responsible for reaching out with the community and local organizations to effectively create a positive relationship between Pride on the Plains and their organization. The Chairman is in charge of providing a positive image and face of the organization through means of advertisements (brochures, signs, posters, etc.), attendance and proxy-spokesperson at local events/meetings, etc.

#### **(d) Merchandise Chairman**

The Merchandise Chairman is responsible for designing, creating, and marketing "Pride on the Plains" merchandise and materials such as, but not limited to (T-shirts, koozies, stickers, fans, etc.). They shall work with local designers and artist to help in the production of these materials, and shall negotiate the terms and conditions with these businesses. All designs and creations shall be presented to the entire Board of Governors for discussion and possible vote.



**(e) Parade/March Chairman**

The Parade/March Chairman is responsible for organizing a parade or march that is to take place at the during the week of the Pride Festival. They shall coordinate with the city in gaining proper permits, recruiting local groups and businesses in participation of the parade/march, and drafting waivers and contracts with participants. They shall work in the coordination of all participants on the day of the event, and shall work on this aspect within the Festival Committee.

**(f) Festival Committee**

All members of the Board of Governors are required to serve on the Festival Committee. It is at the discretion of the President to delegate these responsibilities to the Board members. Responsibilities within the Festival Committee include, but are not limited to:

- Rentals (Venue, portable restrooms, equipment, stage, etc.)
- Security and Logistics (Set up, clean up, directing, etc.)
- Parade/March
- Vendors and Booths
- Talent and Entertainment

**Section 6.03 Requirements**

**(a) Membership**

All candidates at the time of election must be on the Pride on the Plains Board of Governors in good standing.

**Section 6.04 Chairmanship Life Cycle**

**(a) Nomination**

Nominations for the candidates for the Committee Chairman positions shall take place after the time of the newly elected Board of Governors installment. After reviewing nominations, the floor will be opened for discussion. All Committee Chairman positions are to be finalized by appointed by the President.

**(b) Term of Office**

All offices and committees shall terminate at the installation of the next administration unless terminated prior to that in accordance with these By-Laws. Any events planned to occur during the remainder of the term after the election of the new Committee Chairman are still the responsibility of the outgoing chairman.

**(c) Removal**

The Executive Council may remove any Committee Chairman. At least three out of four (3/4) Executive Council members must be in favor of removing the chairman. A chairman may also be removed by a three-fourths (3/4) vote (rounded up to the nearest whole vote count) of no confidence by the Board of Governors.

## **Section 6.05 Meetings**

### **(a) Committee Attendance**

The Committee Chairman may allow, deny or request the attendance of any member as they see fit.

### **(b) Committee Meetings**

Any Committee Chairman may hold meetings whenever they see fit in order to attend to their committee business. The Committees shall meet at least once a month. Times, dates, and necessity of attendance of these meetings shall be determined by the Committee Chairman.

Committee meeting procedures are defined and outlined by the presiding Committee Chairman.

### **(c) Committee Reports**

The Vice-President may request weekly reports from the Committee Chairman. If a requested report is missed, the Chairman may be placed on probationary status. Acknowledgement of a request for a report must be provided with twenty-four (24) hours and a detailed report shall be given within forty-eight (48) hours. Details shall include past, current, and future businesses to be handled within the committee.

## **Section 6.06 Vacancies**

### **(a) Definition of Vacancy**

A Committee Chairman shall be considered in vacancy of their position if they become unable to perform their duties for any reason including but not limited to:

- Probation of any kind
- A successful vote of no confidence or removal by the President or Executive Council
- A willful decision to leave position
- An illness or injury that substantially interferes with their duties.

### **(b) Appointment of Interim**

Should a Committee Chairman position become vacant, the Executive Council is granted authority to appoint any other Board member in good standing who meets all basic requirements of the office to hold the position on an interim basis. This interim period should not last more than two (2) meetings.

### **(c) Special Election**

The Board member will fill the position in question using standard election procedures outlined in these By-Laws.

## **Section 6.07 Committee Formation**

Any chairman may form a committee by formal request to the President at a regular meeting. All members of any committee will be voluntary.

## **Section 6.08 Committee Budgets**

### **(a) Submittals**

Each standing Committee Chairman shall submit any necessary budget requests to the Treasurer prior to the beginning of each meeting to assist in the administration of an effective budget control program. It will be the Committee Chairman's responsibility to appropriate the approved funds to their committee so that they may accomplish their desired tasks. The Committee Chairman will also be responsible for keeping their committee at or under budget.

### **(b) Authorization**

Any purchase wishing to be made by a committee must be approved prior to being bought. The Committee Chairman must submit a proposal to the Treasurer and President for approval, unless expenditures exceed costs otherwise outlined in Article II, Section 2.03. The Treasurer and President is the authority on approval. Once a purchase is approved, the Committee Chairman or designated Committee member must go with a member of the Executive Council to make the purchase, unless otherwise authorized by the President.

### **(c) Appropriation of Funds**

Once Committee Budgets are set, the committee may spend the funds in any way it sees fit as long as it pertains towards the committee's goals and responsibilities as outlined above. However, no organizational funds whatsoever shall be paid out for loans, personal use, or items that are not a direct benefit to the organization. No portion of the funds or securities of the organization shall be loaned or given to anyone.

### **(d) Misappropriation**

Decisions of misappropriation shall be proposed to the Board of Governors and decided by a simple majority vote. Any offending Member shall pay all misappropriated expenses back to the Board of Governors.

### **(e) Unforeseen Expenditures**

Any change in a budget for an event or expenditure unforeseen at the start of the term must be turned in to the Treasurer a minimum of one (1) meeting prior to the expenditure.

## **Section 6.09 Financial Detriment**

Any Committee Chairman who causes financial detriment to the organization through negligence of duty shall suffer the loss personally. Negligence of duty is to be determined by the Executive Council.

## **Section 6.10 Disciplinary Permissions**

### **(a) Authority**

It shall be the authority of any Committee Chairman as well as the Vice President as Chairman of the Committees to enact disciplinary action against any member

of a committee who is in violation of a rule or regulation set forth by that Committee Chairman so long as the rule or regulation has been authorized by the President and Vice President and is not in violation of these By-Laws.

**(b) Limitations**

The Committee Chairman shall be limited to disciplinary action not to exceed a fine to the organization that shall not exceed fifteen dollars and zero cents (\$15.00), or a task that is related to their committee that shall not exceed two (2) hours of work, or an action that may cause physical, emotional, or mental harm.

**(c) Egregious Offences**

If the Committee Chairman feels as though the offense committed by the member in violation of the rules and regulations set forth for their committee are too egregious for their appropriate level of disciplinary action, he may refer the member in violation to the Executive Council for disciplinary action. Should the Committee Chairman choose to refer the member to the Executive Council for disciplinary action, the Committee Chairman forfeits their ability to discipline the member in violation of the committee rules or regulations for the offense.

**(d) Appeals**

The member in question may appeal any ruling of the Executive Council to the entire Board of Governors. A formal appeal must be submitted in writing to the Secretary within three (3) days after the decision in question. After the appeal is received, a discussion will be held at the following meeting and a vote will take place to either stay or appeal the decision. A simple majority is needed to appeal the ruling.

## **Article VII. Auxiliary Board Members**

### **Section 7.01 The Auxiliary Board Members**

The Auxiliary Board Members shall consist of five (5) to ten (10) non-Executive Council or Member at Large positions on the Pride on the Plains Board of Governors. They do not possess any voting rights pertaining to the function of the organization that is otherwise outlined in these By-Laws. It is the responsibility of the Auxiliary Board to assist Committee Chairman in any manner the Pride on the Plains Board sees fit. Attendance to important organization functions such as, but not limited to important social events, benefits, meetings, and Pride on the Plains, are not mandatory but encouraged. They are also strongly encouraged to attend at least one (1) Pride on the Plains Board Meeting each month.

### **Section 7.02 Requirements**

**(a) Membership**

All candidates at the time of appointment must meet the requirements set forth in Article II, Section 2.02. Any member that satisfies the requirements as aforementioned shall be eligible for appointment as a member of the Pride on

the Plains Auxiliary Board. Anyone who has been revoked of their position in the past shall not be eligible for appointment. Auxiliary Board Members may not hold a seat as an Executive Council Member or a Member at Large.

### **Section 7.03 Office Life Cycle**

#### **(a) Nominations**

Any member of the community who is running for office must submit, in writing, a proposal of self-nomination to the existing board of Pride on the Plains. The proposal may be submitted during the day and time of office appointment.

#### **(b) Elections/Appointments**

Elections shall be conducted at the first meeting of the new year, approaching the current year's Pride Festival, "Pride on the Plains" of each year, whereas time, location, and exact date shall be determined by the existing Board of Governors. Nominated candidates will be voted into office by a simple majority of the sitting Pride on the Plains Board. Following elections, Auxiliary Board Members shall be appointed to a specific Committee Chairman to assist in the duties and responsibilities of the aforementioned committee, in a manner in which they feel qualified and amenable.

#### **(c) Term of Office**

All offices and committees held by the existing Auxiliary Board shall terminate after the installation of the next administration unless terminated prior to that in accordance with these By-Laws. Each Auxiliary Board position is granted a term not exceeding the date of the period from election to the Pride on the Plains Festival.

#### **(d) Restrictions**

No persons elected as an officer shall hold more than one (1) Auxiliary Board position.

#### **(e) Impeachment**

An officer may be removed for cause in accordance within these By-Laws. The individual may also be removed from office for failing to perform their duty as determined in a meeting of the Board by a three-fourths (3/4) (rounded up to the nearest whole vote count) vote of no confidence by the Board of Governors. If the vote receives at least a simple majority but less than a three-fourths (3/4) (rounded up to the nearest whole vote count), a second vote of no confidence will be held two (2) weeks later needing a two-thirds (2/3) majority (rounded up to the nearest whole vote count) to remove the officer.

### **Section 7.04 Meetings**

#### **(a) Regulations**

Auxiliary Board members are strongly encouraged to attend at least one (1) Pride on the Plains Board Meeting each month.

## Section 7.05 Vacancies

### (a) Definition of Vacancy

An Auxiliary Board position shall be considered in vacancy of their if they become unable to perform their duties for any reason including but not limited to:

- Probation
- A successful vote of no confidence
- A willful decision to leave office
- An illness or injury that substantially interferes with their duties.

### (b) Appointment of Interim

Should a Board of Governors seat become vacant, the Executive Council is granted authority to nominate any persons in good standing who meets all basic requirements of the office to hold the position on an interim basis. The nominated Board member has the right to accept or decline their nomination. This interim period should not last more than two (2) Board Meetings.

### (c) Special Election

The Board members will fill the office in question using standard election procedures outlined in these By-Laws. The Board members may vote by a two-thirds (2/3) majority (rounded up to the nearest whole vote count) to suspend the two (2) weeks between nominations and elections.

## Section 7.06 Responsibilities

### (a) Auxiliary Board Member Duties

Auxiliary Board Members are encouraged to attend monthly Regular Meetings and Pride on the Plains functions and events. Auxiliary Board Members sole duty is to assist Committee Chairman in any manner they see fit. They are to assist in the operations and functions held responsible by their appropriate Committee Chairman.

### (b) Financial Detriment

An officer who causes financial detriment to the organization through negligence of duty or wrong doing, shall suffer the loss personally. Negligence of duty or wrong doing is to be determined by the Executive Council, subject to the approval of the Pride on the Plains Board of Governors.

## Section 7.07 Disciplinary Permissions

### (a) Authority

It shall be the authority of the Executive Council to take disciplinary action against any member who is in violation of a rule or regulation set forth by these By-Laws. A Member at Large may take disciplinary actions within their Committees, as they are outlined within approved committee rules and regulations, so long as the rule(s) and regulation(s) are not in violation of these

By-Laws or State and Federal Laws. Auxiliary Board Members do not have disciplinary permissions, and any issues relating to Pride on the Plains shall be brought forth to a member of the Pride on the Plains Board of Governors.

## Article VIII. DISSOLUTION

### Section 8.01 Method of Dissolution

The Board of Governors may vote to dissolve any Board member by a three-fourths (3/4) vote (rounded up to the nearest whole vote count). The motion shall be brought before the Executive Council in writing within seventy-two (72) hours prior to the next scheduled Regular Meeting. The Executive Council must notify, in writing, the individual Board member in question within seventy-two (72) hours of the motion being seconded with the *details of the motion* and the exact date, time, and location of the vote. The motion must be tabled for at least one (1) week before being voted on.

## Article IX. AMENDMENTS

### Section 9.01 Methods of Amending

Amendments to these By-Laws must be presented to the organization in writing, after which they shall be tabled at least until the next regular meeting, at which time, they may be passed and incorporated into these By-Laws by a three-fourths (3/4) vote (rounded up to the nearest whole vote count) of approval from the existing Board Members present and voting.

### Section 9.02 Retroactivity

#### (a) Organization Business Processes

No amendment to these By-Laws may be used retroactively to contradict the outcome of business already handled by the organization. Only those standards and processes that had already been established in the time the business was settled may be imposed.

#### (b) Nullum Crimen Sine Lege

No amendment to these By-Laws may be enacted retroactively in such a manner that would punish any member for actions prior to its adoption that were not already provided for in the pre-existing set of By-Laws. Only those penalties that had already been established for the alleged offence in the time when it was committed may be imposed.