

# BYLAWS

The name of this organization is **Milwaukee Pride, Inc.**

## REVISION HISTORY

| Revision      | Date       | Article      | Description of Revision   |
|---------------|------------|--------------|---|
| initial draft | 02-22-2103 |              | Approved by MP Board Feb 2013   |
| Revision 1    | 07-19-2015 | IV. Officers | Updated description to include president elect and immediate past president<br><br>Addition of the duties listed for new officer positions. |

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## ARTICLE I. MISSION STATEMENT

The mission of Milwaukee Pride, Inc is:

- a) to educate both the general community and the Lesbian, Gay, Bisexual, & Transgender (LGBT) communities about needs, issues and various aspects of the LGBT culture;
- b) to provide a forum to celebrate the history and accomplishments of LGBT people;
- c) to create an environment for networking and outreach for services and community opportunities for LGBT people and their families and friends; and
- d) any other activities exclusively for charitable, educational, and research purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### NONDISCRIMINATION STATEMENT

Milwaukee Pride, Inc. is committed to the concept of equality for all people. Appointment by the Board of Directors will be made regardless of race, creed, national origin, level of physical ability, gender identity and sexual orientation. Furthermore, Milwaukee Pride, Inc. Board of Directors will include all members of the Gay, Lesbian, Bisexual and Transgendered communities in recruitment of volunteers in the planning of all Milwaukee Pride, Inc. activities.

### CONFIDENTIALITY STATEMENT

Member of the Board of Directors have a duty of absolute good faith and fair dealing to Milwaukee Pride, Inc. and shall keep all matters confidential, except when disclosure is necessary for bona fide corporate purposes or required by legitimate legal process.

## ARTICLE II. REGISTERED OFFICE

The registered office of the Corporation shall be located in the Milwaukee metropolitan area in the State of Wisconsin at such address as the Board of Directors may from time to time designate. The Corporation may have other offices and places of business at such locations as the Board of Directors may from time to time determine.

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## ARTICLE III. BOARD OF DIRECTORS

### Authority and Responsibilities

The business, property and affairs of the Corporation shall be managed by the Board of Directors. The authority and responsibilities of the Board of Directors include:

- Set general **policy** for the operation of the organization and the fulfillment of its mission;
- Create a long range **strategic plan** and an **annual plan** for implementation by executive staff;
- **Recruit, hire and dismiss**, if necessary, executive paid and volunteer staff;
- Represent the organization to **solicit and cultivate resources** for events and activities;
- **Promote** Milwaukee Pride, Inc. to various communities to meet the mission;
- Manage the **financial affairs** according to Generally Accepted Accounting Principles and publish financial statements;
- Manage the **legal responsibilities** of the organization in accordance with all applicable laws and statutes; and
- **Sustain** the organization through prudent governance and management practices.

### Composition

The Board of Directors shall be composed of a minimum of five and a maximum of eleven members. Composition of the Board of Directors shall attempt to reflect the diversity of the Gay, Lesbian, Bisexual, & Transgendered communities.

### Term of Office

Members of the Board of Directors shall serve for a term of three years and may serve a maximum of two consecutive terms. Terms of Office shall end on December 31<sup>st</sup>.

Exception of this clause will be in the case of a Vice President assuming the role and duties of President due to sudden resignation, termination, or death of the President. The President who ascends to this position in this fashion will serve in office until the next annual meeting, at which time the individual will relinquish all Presidential duties and allow for normal nominating and voting of a permanent President to take office on January 1<sup>st</sup>.

### General Duties and Responsibilities

Each Director shall work to fulfill her/his assigned duties as outlined in these Bylaws and the approved standing rules, motions, resolutions and policies of the Board of Directors. Each Director shall endeavor to conduct him or herself at the highest level of ethics and standards of behavior.

Unless otherwise authorized by action of the full Board of Directors, no Board member shall speak on behalf of the organization or enter into contracts on behalf of the organization.

### Committees

The Board of Directors shall establish committees and task groups from time to time to address the Authority and Responsibilities outlined above. Any Committee shall be chaired by a member of the Board of Directors.

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## **Executive Committee**

The Executive Committee shall be comprised of the elected officers of the Board of Directors. The Executive Committee may set the agenda for the meetings of the Board. The Executive Committee may act on behalf of the full Board of Directors in a time-sensitive or an emergency situation and must report any actions for approval from the full Board of Directors at its next meeting.

## **Governance Committee**

The Governance Committee shall be chaired by a Vice President and include at least 2 committee members who are not current members of the Board of Directors.

The Governance Committee shall meet regularly throughout the year to provide training to the Board of Directors, ensure that bylaws, governance policies and procedures are implemented and recruit and propose a slate of qualified candidates for open Board positions at the annual meeting based on the skill set necessary to perform the responsibilities as outlined above.

## **Annual Meeting**

The Board of Directors shall hold its annual meeting in the month of November. The agenda shall include the election of members to the Board of Directors, an annual report of the Corporation, including an annual financial report and an annual program report.

## **Meetings**

The Board of Directors shall schedule monthly meetings and must meet at least every three months. Additional meetings shall be held on an “as needed” basis.

## **Notice for Meetings**

The President shall set the date and time of Board meetings at least seven business days in advance.

Special meetings may be called by the President or upon call of the majority of the Board members. Such Special meetings may be called with notice of at least six (6) hours prior to such meeting given to each Directors at his/her last known telephone number and electronic address.

Emergency meetings may be called according to the above requirements with notice of at least two (2) hours prior to such meeting.

The Chair is authorized to call for a vote of the Board of Directors on any issues deemed to be time-sensitive through the polling of all Directors by electronic mail, telephone or in writing. The Vice-President shall conduct any such vote and issue a report certifying said vote to the Board of Directors at their next regularly scheduled meeting. The Board must approve such reports by a majority vote.

## **Quorum**

A quorum of the Board of Directors shall consist of a majority (at least 51%) of the members of the Board of Directors which includes Directors and Officers. A quorum must be present to transact business.

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## Removal from Office

Any Director, including Officers, may be removed from office upon a two-thirds vote of the remaining members of the Board. A Director must be given notice of Board discussions on any such motion or resolution to assure that due process and fairness are maintained in the proceedings.

A Director shall be removed automatically after non-participation in two (2) consecutive Board meetings. Non-participation is defined as not attending the meeting and not giving a reason acceptable to the majority of the other members of the Board for not attending.

Examples of such actions for removal also include but are not limited to criminal acts, theft or misuse of funds, violation of Milwaukee Pride, Inc. responsibilities, violations of directives lawfully issued by the Board of Directors.

The Chair shall send a certified mail notice of such removal to the Director so removed. S/he shall immediately stop performing all of the functions of the office formerly held and return all Board documents and property to an Officer before the next regularly scheduled Board meeting.

## ARTICLE IV. OFFICERS

Officers shall be elected from among the active members of the Board of Directors that have served for at least one year. These shall consist of: President, Vice President(s), President Elect, Immediate Past President, Secretary, and Treasurer.

Vice-President, Secretary and Treasurer shall be elected for a term of two years with a maximum of two consecutive terms. President shall first be elected to the position of President-Elect, which is served for one year prior to ascending to the President position, which is served for two years, followed by a one year term as Past President. Past Presidents are not eligible to run for President Elect for one year after completing their four year commitment

### Responsibilities of the Officers

Officers shall have the same responsibilities as other Directors and, in addition, shall monitor the duties and implementation of the work of the Board of Directors as a whole.

### PRESIDENT

- Chair meetings of Board of Directors in accordance with the Milwaukee Pride, Inc. bylaws and Operating Procedures.
- Ensure that all bylaws and operating procedures are followed.
- Follow up on committee actions to insure implementation in a timely fashion.
- Act as spokesperson for Milwaukee Pride, Inc., or delegate-to another Board Director
- With the Board Officers, set agendas for all Board of Directors meetings.
- Act as signatory for all Board-approved contracts.

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## PRESIDENT-ELECT

- Serves as President-Elect during the final year of the current Presidents term for one year beginning January 1<sup>st</sup>.
- Collaborates with the President to learn the role of the President, to become familiar with the functions of the organization and its governance, and to develop and facilitate officer transition.
- Assists and supports the President, as needed, and prepares for the Presidential role.
- Attends and participates in all meetings of the Board of Directors.
- Stays informed about the Milwaukee Pride, Inc. mission, services, policies, and programs/events.
- Assists the Board of Directors in carrying out its fiduciary responsibilities.
- Reviews agenda and supporting materials prior to board and committee meetings and conference calls.
- Represents Milwaukee Pride, Inc. on behalf of the President as needed and with prior permission.
- Annually reviews and vote on the budget.
- Serves as a member of the Finance Committee.
- Automatically assumes role as President at the end of the term as President-Elect.
- Serves as a member of the Executive committee.

## IMMEDIATE PAST PRESIDENT

- Serves term consistent with board terms listed in Article IV. If term as Board Director has been maximized (6 yrs has been fulfilled) then role will be presented as an advisory position to the Board without voting rights. If Board Director term has not been fulfilled, then Immediate Past President remains on the Executive Committee for a maximum of 2 years, in an advisory capacity.
- Attends and participates in all meetings of the Board of Directors.
- Stays informed about the Milwaukee Pride, Inc. mission, services, policies, and programs/events.
- Provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the organization.
- Supports the President and the President-Elect on an as-needed basis.
- Represents Milwaukee Pride, Inc. on behalf of the President as needed, and with prior permission.
- Annually reviews and votes on the Milwaukee Pride, Inc. budget. (unless serving in an advisory capacity).
- Chairs the Committee on Nominations and Elections.
- Serves as a member of the Finance Committee Board. (unless serving in an advisory capacity).

## VICE-PRESIDENT

- The most senior Vice President will chair Board of Directors meetings in the absence of the President. "Seniority" is defined as the person with the most years of experience as Vice President of Milwaukee Pride, Inc.

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- Vice President(s) will be responsible for the recruitment and screening of potential new members of the Board of Directors by chairing the Governance Committee.
- Such other duties as may be assigned.

## TREASURER

- Maintains all financial records in accordance with Generally Accepted Accounting Principles.
- Deposits all funds received in a timely manner.
- Submits monthly written financial statements to the Board of Directors. These statements must include revenues received, existing liabilities and current fund balances.
- Develop/revise a set of financial procedures consistent with accepted cash control and accounting practices.
- Prepare, submit and maintain operating budgets.
- Maintain employee records and files, necessary for quarterly and annual payroll reports, if applicable.
- Assist CPA Accounting firm with annual audit.

## SECRETARY

- Take accurate minutes at all Board of Directors meetings.
- Send out meeting notices at least one week prior to scheduled meetings; such notices to include and agenda, minutes of previous meetings and any written progress reports that have been submitted.
- Keep and maintain all corporate records, copy of all minutes' reports, Board of Director rosters, and such other records as are required by law or may be needed

## ARTICLE V. OPERATING PROCEDURES

The rules of procedure for this organization shall be the latest available edition of Robert's Rules of Order Newly Revised. The current edition of Robert's Rules of Order will be used in all situations not specifically governed by these bylaws.

## ARTICLE VI. FINANCIAL MATTERS

Members of the Board of Directors and the Corporation's staff shall not be personally responsible for any financial obligations of the Corporation entered into in accordance with Board policies.

Except with the express written direction of the Board of Directors, no member of the Board, agent of the Corporation or member of staff shall sign or endorse, in the name or on behalf of the Corporation or in his or her official capacity, any obligations to any party or parties nor shall any check, note, bond or stock certificate be used by any member of the Board or agent of the Corporation as collateral for any obligation of his or her own.

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The fiscal year shall be the calendar year or the twelve month period as may be designated from time to time by resolution of the Board of Directors following consultation with the independent audit firm.

Check signing authority shall be the responsibility of the Officers. The Board of Directors may grant authority to sign check or encumber the Corporation at a regular meeting of the Board. The Board shall review and authorize signatories annually at the first meeting following the annual meeting. Each check or disbursement or contract shall be signed by two authorized persons. The Board shall establish policies on the amount and conditions of checks that may be written with only one signatory.

## ARTICLE VII. STAFFING

All staff members, whether paid or unpaid, and volunteers are under the direct authority of the Board of Directors. The Board may hire, assign and/or designate a person(s) as Executive Director(s), Director(s), and/or Manager(s) with specified responsibility and authority to manage staff and volunteers.

No staff member with the designation of Executive Director, Director, Manager, or other such board designated staff position may simultaneously serve as a member of or an officer of the Board of Directors.

Staff members and volunteers must comply and operate within the standard operating procedures, policies, and areas of responsibility as set forth by the Board.

At any time that the Corporation hires or contracts with volunteer or paid staff, a Human Resources (HR) Committee of the Board of Directors shall be established.

The HR Committee shall be comprised of at least one Board member and at least two on-Board members with human resources experience. The HR Committee shall develop and monitor policies regarding the recruitment, selection, management and recognition of staff, whether paid or volunteer.

## ARTICLE VIII. AMENDMENTS

These bylaws may be amended by a  $\frac{3}{4}$  vote of members of Board of Directors. Any proposed bylaw amendments must be introduced at least one month prior to being voted on in accordance with meeting notification. The proposed amendments will be voted on at the first meeting where at least a quorum is present as defined in the bylaws.

## ARTICLE IX. PROHIBITIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 8 hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or



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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 provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.