



SPENCER

ESTABLISHED 2007

PRIDE

BYLAWS of
Spencer Pride, Inc.
as approved by the membership
on July 12, 2015

Version 7

ARTICLE I - PURPOSE AND SCOPE

1. The corporation (hereinafter referred to as the "Organization" or "Spencer Pride") is Spencer Pride, Inc..
2. The purpose of the Organization is the mission of Spencer Pride; *to **educate** the public by **creating events** which focus on the rural lesbian, gay, bisexual, transgender, queer, & intersex community in hopes of making Indiana a more welcoming place for all people.*
3. The organization is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
4. This Organization shall under no circumstances fund, endorse or contribute in any way to the election campaign of a candidate for public office, or otherwise act in any way as to jeopardize the status of the Organization as a tax exempt organization under Internal Revenue Code section 501(c)(3).

ARTICLE II – MEMBERS AND MEMBERSHIP MEETINGS

1. Any person who supports the purposes of Spencer Pride shall become a Member in the Organization upon expression of interest in such a Membership and by adding their name(s) to the Organization's contact list.
 - a. Membership is automatically renewed annually, assuming that the member is in good standing.
 - b. Membership is not required to attend meetings or participate in sponsored events but such affiliation will not include voting rights.
2. Members have full voting rights in the election of Organization Directors and Officers and any other business.
3. General Meetings of the Organization shall be held at least quarterly at a location to be determined by the Board of Directors of the Organization and announced to the general Membership. These meetings shall be open to everyone, including the general public.
4. The Annual Meeting for the election of Officers will be held at the General Meeting in July of each year. Notice of the time, place and purpose of the meeting shall be sent to the Membership at least five (5) days in advance, or at a Spencer Pride event.
5. A quorum for any meeting of the Membership shall be the larger of three (3) Members, or ten percent of the total.
6. Conduct at all Meetings of the Organization must abide to the Code of Conduct and Policies outlined in Article XI.

ARTICLE III –BOARD OF DIRECTORS AND OFFICERS

1. The Organization shall be governed by a Board of Directors (also referred to as “the Board”), which shall manage and conduct the business of the Organization.
 - a. The Board shall be comprised of no less than 4 people. There is no limit to the total number of Directors who may serve on the Board.
 - b. The Board of Directors of the Organization shall meet regularly at a time and place to be determined by the Board and announced to the Membership. Meetings of the Board are open to all Members.
 - i. Special meetings of the Board may be called by any Director with at least 24 hours notice given to the remaining Directors (and preferably the majority of the Membership). Special Meetings that could not be announced to the Membership shall be reported on during the next general meeting of the Membership.
 - ii. A quorum (minimum requirement in attendance) for the transaction of business shall be the larger of three (3) Directors (two of which must be Officers), or 50% of the total currently serving on the Board (two of which must be Officers). ‘Attendance’ can refer to a physical, telephonic, or electronic presence in the meeting.
 1. Non-Officer Directors are expected to attend a minimum of 4 Board meetings each calendar year.
 2. All Directors have voting rights during meetings of the Board of Directors, except for the President who only votes when such a vote is required in order to break a tie.
2. The Board of Directors of the Organization shall contain the Officers of the Organization.
 - a. The Officers of the Organization shall be the President, Secretary, and Treasurer/Financial Officer. The Officers of the Organization shall have the following duties, as well as any others assigned to them by law, these regulations, or the Board:
 - i. The President shall chair the meetings of the Board. S/he shall manage the affairs of the Organization as directed by the Membership.
 - ii. The Secretary shall take minutes at all meetings of the Board and for the business at the meetings of the general Membership, and will maintain official records of the Organization. All approved meeting minutes will be made available upon request to any Member or non-Member within thirty (30) days of said approval. The Secretary shall maintain an official list of all Members in good standing.
 - iii. The Treasurer shall administer the funds of the Organization, maintain records of income and expenditures, maintain Membership records, present quarterly reports to the Board, assist in the preparation of an annual report, submit required tax documentation to the IRS, distribute necessary donor acknowledgement letters as required by IRS rules, and ensure overall compliance to local, state, and federal tax requirements.

ARTICLE IV - ELECTIONS

1. Board of Directors

- a. The Board of Directors shall be elected by the membership at such time when a vacancy exists and a nomination has been placed.
- b. Nominations for Director Candidates shall be submitted by the existing Board of Directors after having received majority approval from the Board.
- c. Directors shall evaluate potential Director Candidates by whatever method is deemed most appropriate to fulfill the organizational needs.
- d. Directors of the Organization (also referred to as "Directors" or "Board Members") serve for a period of two calendar years, and assume their responsibilities immediately upon election.
- e. There is no limit to the number of terms (consecutive or otherwise) that a Director may serve.

2. Officers

- a. The Officers of the Organization shall be elected by the Membership at the Annual Meeting to serve for a period of one year, and shall assume office at the conclusion of that meeting.
- b. Officers shall be elected at the Annual Meeting by a majority vote of those Members who are in good standing and who are either present, attending remotely, or who have authorized someone else to vote for them by proxy.
- c. Nominations for Officers may be received from the Membership at any time, and a listing of those candidates will be distributed to each attendee at the Annual Meeting or announced at the meeting prior to voting.
- d. Officer Candidates must be Directors of the Organization in good standing and must have consented to serve if elected.
- e. If a Director with less than one year remaining in their Directorship is elected to serve as Officer, the length of service of said Directorship will be extended to the next Annual Membership Meeting wherein both the Directorship and Officer status will expire.
- f. All Officers are eligible to succeed themselves.
- g. There is no limit to the number of terms (consecutive or otherwise) that an Officer may serve.

ARTICLE V – REMOVALS AND VACANCIES OF DIRECTORS AND OFFICERS

1. Any Officer who fails to fulfill his or her duties of office or who is deemed to be acting in a way which is detrimental to the Organization may be removed by a vote of two-thirds (2/3) of the remaining Directors.
 - a. Any Director may request a vote to remove an Officer by providing notice to an Officer in order to be placed on to the agenda at the next regular meeting of the Board of Directors or at an emergency meeting.
 - b. Notice shall be provided to the Officer by US Mail or email at least 5 days in advance of any vote on her or his removal.
 - c. If an Officer has been removed from office by a vote of the Membership, the Membership may vote immediately to fill the position in order to avoid having a vacancy.
2. In the event that there is a vacancy in any Office due to a resignation, a special election will take place at the next Membership meeting to fill the vacancy.
3. Any Director who fails to fulfill his or her duties or who is deemed to be acting in a way which is detrimental to the Organization may be removed by a vote of two-thirds (2/3) of the Membership.
 - a. Any Member may request for a vote to remove a Director by providing notice to an Officer in order to be placed on to the agenda at the next regular meeting of the membership or at an emergency meeting.
 - b. Notice shall be provided to the Director by US Mail or email at least 5 days in advance of any vote on her or his removal.

ARTICLE VI - FINANCES

1. The fiscal year of the Chapter shall run from August 1 to July 31.
2. One signature shall be required on every check. The Treasurer shall be the primary authorized signer on behalf of the Organization. The Secretary shall be the secondary authorized signer. Any Director may initiate an electronic financial transaction (including those made with a debit or credit card) if authorized by either the Treasurer or Secretary.
3. The Board of Directors may arrange for an audit of the books after the close of each fiscal year. This audit shall be performed by the Finance committee. The Finance committee shall consist of an odd number of Members, with a minimum of 3. The Treasurer is expected to participate in this audit by providing his/her resources and knowledge. The audit results shall be presented to the Board of Directors at the next Board Meeting.
4. All expenses must be approved by the Membership. Expenses may be "bundled", i.e. project expenses may be grouped together and approved with a single vote rather than each individual expense requiring authorization.
 - a. The Board of Directors shall submit a budget for planned expenses to the Membership by October 1 and as necessary to update the budget. Once approved, planned expenses shall not require additional approval from the Membership.
 - b. All unplanned expenses shall be authorized by the Membership as needed.
 - c. If an unplanned expense is needed and cannot wait until the Membership can be consulted, the Board may authorize the expense. If this occurs, the Board must notify the Membership at the next general meeting. Emergency authorizations by the Board are discouraged.

ARTICLE VII – RECORDS, FUNDS, AND PROPERTY

1. The records and accounts of the Organization and of its Directors shall be kept and shall be the property of the Organization. These records and accounts shall be open to inspection by any Member of the Organization and when requested, shall be provided within thirty (30) days.
2. Directors who have funds or property of any description belonging to the Organization shall turn it over to the Board on or before the day his/her term expires, or when he or she resigns or is otherwise removed from office.
3. All intellectual property - including trade names, trade marks, and service marks - is owned by the Organization. Use of such intellectual property is at the discretion of the Board of Directors and is subject to only those uses which promote or support the Organization. All materials which include intellectual property owned by the Organization must be approved by an Officer, including material development, reproduction, alteration, publication, distribution, and use.
 - a. Examples of the Organization's intellectual property include, but are not limited to, the following images:



ARTICLE VIII – REVISIONS & AMENDMENTS

1. These regulations may be revised if the proposed revisions are approved by two-thirds of the members present and voting at a regular membership meeting. A summary of the proposed revisions shall be provided to the members with the notice of meeting.
2. These regulations may be amended if the proposed amendments are approved by two-thirds of the members present and voting at a regular meeting. A summary of the proposed amendments shall be provided to the Members with the notice of meeting.
3. Revised copies of the Code of Regulations shall be made available to any Member on request and shall be provided within thirty (30) days of approval.

ARTICLE IX - DISSOLUTION

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

ARTICLE X – CONFLICT OF INTEREST

1. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Spencer Pride, Inc.) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Definitions
 - a. Interested Person
Any Director, who has a direct or indirect financial interest, as defined below, is an interested person.
 - b. Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - iv. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - v. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.
3. Duty to Disclose
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.
4. Determining Whether a Conflict of Interest Exists
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee Members shall decide if a conflict of interest exists.

5. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

6. Violations of the Conflicts of Interest Policy

- a. If the Board of Directors has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

7. Annual Statements

Each Director shall annually sign a statement which affirms such person: has received a copy of the conflicts of interest policy, has read and understands the policy, has agreed to comply with the policy, and Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

8. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE XI – CODE OF ETHICS AND CONDUCT AND OTHER POLICIES

1. Spencer Pride, Inc. seeks to maintain a professional and ethical environment. It is imperative that Directors and Members conduct themselves in a professional manner, to avoid conflicts of interest and to operate the organization in an open and transparent manner.
2. Equal Opportunity and Respect
 - a. Recognizing that its success and the success of the greater struggle against discrimination requires utilizing the diverse talents of those individuals within its Membership, it shall be the policy of Spencer Pride, Inc. to assure equitable Membership and advancement opportunities for all individuals and to carry out its programs and actions in a non-discriminatory manner.
 - b. Spencer Pride, Inc. will not deny opportunity to nor tolerate discrimination against any individual on the basis or the fact or perception of a person's race, color, creed, religion, national origin, ancestry, age, sex, sexual orientation, gender, gender identity, domestic partner or marital status; economic status, geographic location, disability, or Acquired Immune Deficiency Syndrome (AIDS) or Human Immunodeficiency Virus (HIV) status.
3. Code of Ethics and Conduct
 - a. Directors and Members are expected to act in a manner that will reflect a positive image for the Organization, fulfill their duties under the bylaws and other policies and procedures that may be adopted, from time to time, by the Membership or Board of Directors; and work to further the Organization's mission, vision, and goals.
 - b. No Director or Member shall knowingly or willfully violate the Articles of Incorporation, Bylaws, and other policies and procedures that may be adopted, from time to time, by the Membership or Board of Directors.
 - c. The term "Code of Ethics and Conduct" includes all policies as outlined in Article XI.
4. Sexual Harassment Policy
 - a. Sexual Harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal and/or physical conduct of a sexual nature towards persons of the same or opposite sex.
 - b. It shall be a violation of this policy when submission to such conduct is made to be a condition to serve as an Officer, committee chair, or other appointed or elected position within the Organization.
 - c. It shall be a violation of this policy when such conduct occurs during the conduct of the duties of a Directorship, Office, committee chair, or another appointed or elected position within the Organization.
5. Violations of the Code of Ethics and Conduct should be reported to a Director.
 - a. The Board of Directors, along with any other persons required for the investigation and resolution of the complaint, shall keep all reports of violations of the Sexual Harassment Policy confidential.
 - b. The Board of Directors shall immediately investigate reports of violations of the Code of Ethics and Conduct.
 - c. The Board of Directors shall direct resolution of any complaint should one be found to be valid. A valid complaint may serve as the basis for the Board of Directors to recommend removal of a Director, Officer, committee chair, or other appointed or elected person per Article V.

CHANGE HISTORY

Version	Date Approved	Description of Change
1	3-11-2008	Initial Release
2	5-16-2010	Major Update, mostly to meet minimum requirements for 501(c)(3) submission: made minor changes throughout document to meet 501(c)(3) requirements; refined requirements for Finances; added Intellectual Property to <i>Records, Funds, and Property</i> ; added <i>Conflict of Interest</i> ; added <i>Code of Ethics and Conduct and Other Policies</i>
3	10-24-2010	Moderate Update, to increase inclusivity and mission of the organization: added "QI" (queer, questioning, and intersex), "represent," and "This mission may also be achieved through other educational activities and events throughout the year that focus on rural communities" to <i>Mission statement</i> ; changed formatting of "Pride."
4	8-19-2012	Minor Update: changed "represent" to "celebrate" in the mission statement, clarified "attendance" definition for Executive Board Meeting quorums
5	4-21-2013	Major Update, to broaden management of the organization to a Board of Directors: made changes throughout the document to define the expanded Board. Clarified tax-related responsibilities of Financial Officer in Article III. Reorganized election-related information and centralized it under Article IV. Updated Article VII to include an additional intellectual property image. Updated VIII to clarify that both amendments as well as revisions are permitted to the bylaws.
6	8-03-2014	Moderate Update, in part to satisfy requirements for 501(c)(3) status: changed the Mission of the organization in Article I to more clearly describe its purpose. Clarified in Article IV that members attending the General Meeting remotely may still participate in the election of Officers. In Article VI, extended the deadline for submission of the budget to October 1 and added permission for the Board to authorize unplanned but emergency expenses. Updated Article VII to include an additional intellectual property image and to extend the timeframe for providing records to 30 days.
7	TBD	Moderate Update, to create a more flexibly-sized Board of Directors: Updated Article III to include requirements regarding Board size. Updated Article VII to include additional intellectual property images.