

**INDY PRIDE, INC.**  
**AMENDED AND RESTATED BY-LAWS**  
**Dated the 8th day of July, 2009**

**Article I – Identification**

Section 1.01 Name.

The name of the Corporation is Indy Pride, Inc. (hereinafter referred to as the “Corporation”).

Section 1.02 Principal Mailing Address.

The principal mailing address of the Corporation is P.O. Box 44403, Indianapolis, IN 46244.

**Article II – Purpose**

Section 2.01 Purpose.

Corporation is a not-for-profit organization created by members of the central Indiana gay, lesbian, bisexual, transgender and straight community (GLBTS). Corporation exists to educate the gay, lesbian, bisexual, transgender & straight (GLBTS) Communities about GLBT history, of the issues which affect it and of the resources which are available to members within the community. Corporation shall be and hereby is authorized to engage in any business or activities consistent with its not-for-profit status under state and federal statutes, laws and regulations.

**Article III – Membership**

Section 3.01 Qualification.

Any person who subscribes to the purposes of the Corporation shall become a member upon payment of annual membership dues and completion of a membership application. Membership shall be granted regardless of age, gender, race, sexual orientation, nationality, religion, culture, color, income, life style, occupation, condition of health, physical challenge or other status.

Section 3.02 Dues.

Dues shall be set from time to time by the Board of Directors and may be set at multiple levels to reflect differing terms of membership.

Section 3.03 Membership Classes.

There may be more than one class of membership as determined by the Board of Directors as necessary to contribute to the growth of the Corporation. All memberships are non-transferable and non-assignable.

Section 3.04 Resignation, Suspension and Termination of Membership.

- (a) A member may resign at any time by giving written notice to the President or Secretary of the Corporation.
- (b) Membership in the corporation shall be suspended or terminated for failure to pay the appropriate membership dues.

- (c) Membership may also be suspended or terminated for good cause shown by two-thirds (2/3) vote of the Board of Directors after not less than fifteen (15) days prior written notice of the proposed action and reasons therefore and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the proposed action. Written notice shall be by first class or certified mail to the member's last shown address on the Corporation's records, or by return receipt email to the member's last shown email address on the Corporation's records.

## **Article IV – Membership Meetings**

### Section 4.01 Annual Meeting.

An annual meeting of the members for the election of the Board of Directors and transaction of other business to come before the membership shall be held each year in the first week of September or within 30 days. Time shall be set by the current board and communicated as noted in section 4.03.

### Section 4.02 Special Meeting.

Special meetings of the membership may be called at any time upon proper notice by the President, a majority of the filled positions of the Board of Directors, or by written petition of at least fifty percent (50%) of the current membership of the Corporation entitled to vote on the matter proposed to be considered, who shall so notify the Secretary stating the reason for such a meeting. Only such business as is authorized in the notice issued for the meeting may be transacted at a special meeting.

### Section 4.03 Notice.

Written notice of the location, date and time of any membership meeting and the reason for any special membership meeting, will be sent by U.S. Mail or Email to each currently paid member at their last known address/email address not less than ten (10) days nor more than sixty (60) days in advance of the meeting. Notice of any meeting may be waived in writing to the Board of Directors before or after the meeting or by attendance in person at the meeting.

### Section 4.04 Quorum and Voting.

- (a) At all meetings of the members, whether special or annual, the members present in person or by proxy shall constitute a quorum. However, if a matter to be voted on at an annual meeting is not described in the meeting notice, a quorum of at least one-third (1/3) of the members eligible to vote on the matter is required.
- (b) Any matter placed before the membership for voting, except as otherwise provided in these by-laws, shall be carried if approved by majority vote of the members present in person or proxy.
- (c) Every member is entitled to one (1) vote on any matter brought before the membership. Every member has the right to vote for each seat on the Board of Directors up for election. However, a member may not cast

more than one (1) vote for a particular candidate for any particular election.

- (d) At any meeting of the membership, members may participate by attending and voting in person or may vote by proxy. Unless otherwise provided herein, in order to vote by proxy, a member must deliver to the Secretary of the Corporation a signed written or e-mail statement declaring that s/he grants to another specified person the authority to vote on her/his behalf.

## **Article V – Board of Directors**

### Section 5.01 Functions.

The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors of the Corporation (“Board or “Board of Directors”) which shall exercise all powers of the Corporation and take any action which is not prohibited or reserved to the membership (by law, by the Articles of Incorporation or by these by-laws).

### Section 5.02 Composition.

The number of Directors shall be not less than six (6) or more than fifteen (15). Directors must be members of the Corporation. Any Director who ceases to be a member of the Corporation shall also cease to be a member of the Board and her/his Board position shall become vacant. The number of Directors may be increased or decreased within the limits prescribed herein by a majority vote of the Directors present at a properly called meeting of the Board. If, due to addition or subtraction of seats on the Board of Directors, the composition of one election cycle yields the possibility of the election or re-election of a supermajority, the Board of Directors, on a vote of simple majority, can choose to offer a one-time only term of one (1) year to equalize the election cycles.

### Section 5.03 Terms.

Each Director shall serve for a term of two (2) years. A Director may serve any number of consecutive terms.

### Section 5.04 Vacancies.

Any vacancies in the membership of the Board, whether caused by death, resignation, removal or otherwise may be filled by the Board of Directors at any regular or special meeting called for that purpose. Directors so appointed shall serve until the next annual meeting of the members. The Board, in its discretion, may provide for soliciting, nominating or securing other input from the membership before filling a vacancy.

### Section 5.05 Nominations and Elections

A Nominating & Elections Committee to nominate candidates for position on the Board will be established, in accordance with Section 6.02 below. Nominations may be made by any member in good standing, and seconded by two additional members in good standing, following a call for nominations published to the general membership. Such nominations shall be made on a form prescribed by the Board of Directors, and shall be submitted and delivered to the Chair of the Nominations Committee no later than fourteen (14) days prior to the annual

meeting of the Members. The Nominations Committee shall work with the Secretary to verify that such nominating and seconding members and such nominated member are members in good standing. No later than twenty-one (21) days prior to the annual meeting of the Members, the Nominations Committee shall report to the Board the nominations received and approved to date, and such report shall be reported to the general membership. The publishing of such report is intended to advise the general membership of nominations to date, and to allow the general membership to supplement the list of nominations prior to the close of nominations.

The Nominating Committee shall, at least seven (7) days prior to the annual meeting of the general membership, publish to the general membership a slate of all duly nominated candidates.

Elections shall take place as follows:

- 1) The meeting shall be turned over to the Chair of the Nominating Committee.
- 2) The Chair of the Nominating Committee shall present the candidates nominated by the Nominating Committee together with those members nominated by the general membership.
- 3) A written ballot shall be given to each paid member of the Corporation. Members may vote for the number of Board members being elected. Any ballot marked with more candidates than are being elected, shall be deemed invalid.
- 4) Proxy votes will not be allowed.
- 5) Absentee votes may be cast by members of the Corporation in good standing by casting such vote on a form prescribed by the nominating committee and approved by the Board and delivering such form to the Chair of the Nominating Committee no later than twenty-four (24) hours prior to the commencement of the annual meeting of the Members.
- 6) Votes will be tallied by the Nominating & Elections Committee. Candidates receiving a plurality of the votes cast for available Director positions shall be elected. Such results shall be certified by the highest ranking officer of the Board of Directors who is not then subject to such elections.
- 7) The results of the election will be reported to the members of the Corporation by the Chair of the Nominating & Elections Committee, including a full report of the number of votes cast for each candidate.
- 8) The Secretary shall maintain all records pertaining to the elections for a period of at least six (6) months following the annual meeting of the Members.
- 9) The meeting shall be turned over to the presiding President following completion of elections.

Section 5.06 Resignation.

Any Director may resign by delivering written notice of resignation to the President. Such resignation shall be effective upon receipt unless otherwise provided by the terms thereof. Resignation from the Board of Directors does not automatically include a resignation from membership in the Corporation.

#### Section 5.07 Removal.

Any Director may be removed from office by a two-thirds (2/3) vote of all of the Directors present and constituting a quorum at a regular meeting or a special meeting called for that purpose. Such removal shall be for just cause, which could include, but is not limited to; three (3) consecutive absences from duly held meetings of the Board, consistent failure to discharge the duties of the office, failure to follow the Code of Ethics and Personal Conduct Ethics (Article XIII), and/or financial irregularities. Any Director whose removal is proposed shall be entitled to written notice specifying the proposed removal and cause therefore at least ten (10) days prior to any meeting of the Board at which such removal shall be considered. Any Director may be removed, with or without cause, at a meeting of members called expressly for that purpose, by a vote of the majority of the members then entitled to vote at an election of Directors.

#### Section 5.08 Meetings.

- (a) The annual meeting of the Board of Directors for election of officers and for the transaction of such other business as may properly come before it, shall be held, without further notice than these by-laws, immediately after and at the same place as the annual meeting.
- (b) The regular business meetings of the Board shall be held at least quarterly, at such time and place as may be determined by the Board. Special meetings of the Board may be called at the request of any officer or by one-third (1/3) of the Directors.
- (c) Notice of all meetings of the Board shall be given by mailing, emailing, telephoning or delivering notice at least one (1) week before the meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice of such meeting unless specifically required by law or these by-laws.

#### Section 5.09 Quorum and Voting.

At any meeting of the Board of Directors, Directors may participate by attending and voting in person; by attending via telephone or other remote connection in which such Director may hear all others present at such meeting and all others present at such meeting may hear such Director; or may vote by proxy. In order to vote by proxy, a Director must deliver to the Secretary of the Corporation a signed written statement or an email declaring that s/he grants to another specified person the authority to vote on her/his behalf. A majority of the filled Board positions will constitute a quorum, but in no case shall be less than one-third (1/3) of the total number of Director positions then established pursuant to these by-laws. No business will be transacted or Board decisions made without a quorum, but the Board may choose to discuss matters before the Board in the absence of a quorum. At all meetings of the Board of Directors, except as otherwise specifically required by these by-laws, all matters shall be decided by a vote of the majority of the Directors present at the meeting at which quorum is assembled.

Section 5.10 Informal Action by Directors.

Any action required or permitted to be taken at any meeting may be taken without a meeting. If prior to such action a written consent to such actions is obtained from a majority of Directors or members of such committees as the case may be, and such consent, orally, written, faxed or electronic, is filed with the minutes of proceedings of the Board or committee.

Section 5.11 Qualification of Board Members.

In order to be eligible for Board membership an individual:

- (a) Must be a resident of the State of Indiana
- (b) Must be a member of Indy Pride, Inc.'s general membership in good standing for at least one (1) year.
- (c) Must sign a copy of the by-laws stating they have read and understand what is written there.
- (d) Must be at least twenty-one (21) years of age.
- (e) Must have been involved in some form of community or non-profit organization within the twenty-four month period prior to such nomination.

**Article VI – Committees**

Section 6.01 Executive Committee.

The Board of Directors shall appoint from among its members an Executive Committee, which shall be subject to the control and direction of the Board. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and such other members of the Board as may be deemed necessary. The Executive Committee shall possess and exercise the authority of the Board of Directors in the management of the ordinary business affairs of the Corporation between meetings of the Board, except that the Executive Committee shall not have the authority to:

- (1) Appoint officers of the Corporation or to fill vacancies on the Board or the Executive Committee or Nominating Committee
- (2) Call meetings of the membership;
- (3) Obligate the Corporation in an amount in excess of One Thousand and No/100 Dollars (\$1,000.00) or encumber the assets of the Corporation;
- (4) Enter into any contracts on behalf of the Corporation.

A summary of the business conducted at any meeting of the Executive Committee shall be reported to the full Board at the next regularly scheduled Board meeting.

Section 6.02 Nominating & Elections Committee.

As determined necessary by the Board of Directors, the Board shall appoint a Nominating Committee composed of three (3) Directors and two (2) members from the General Membership who shall serve from the date of appointment until the position for which the committee was established is filled. A member of the Nominating Committee shall not be eligible for election or appointment to the Board of Directors during her/his term as a member of the Nominating Committee. The Chair of the Nominating Committee shall be a Board Member.

The Nominating Committee can nominate not less than one (1) candidate for each position of Director or Officer to be filled at the next annual meeting of members plus one (1) additional candidate at least one (1) month prior to the annual meeting. The Nominating Committee shall submit a Nominating Committee Report to the Board of Directors at the August Board Meeting. In the event of a vacancy, the Nominating Committee can nominate not less than one (1) candidate for each position to be filled at the first Board of Directors meeting following the vacancy.

The Nominating Committee shall evaluate current and prospective Directors and Officers and shall establish the credentials of any candidate nominated in order to verify that:

- (1) S/He is willing to serve as a Director or Officer if elected; and
- (2) S/He is qualified to become a Director and/or Officer in accordance with these by-laws.
- (3) S/He satisfies other objective criteria established by the Nominating Committee with the advice and input of the Board.

#### Section 6.03 Other Committees.

The President shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the President or Board of Directors may deem necessary to properly carry on the activities and affect the purpose of the Corporation. Such committees shall perform as the President or the Board of Directors may direct. Any such committees may be abolished or any member thereof removed, with or without cause, at any time by the Board of Directors.

#### Section 6.04 Committee Procedures.

The procedures set forth herein shall govern the operations of any committee established by these by-laws or by the Board of Directors unless otherwise provided by these by-laws.

- (a) The presence at any committee meeting of one-third (1/3) of the members of that committee shall constitute a quorum for the transaction of business, but in no event shall the presence of only one (1) committee member constitute a quorum. At any committee meeting, all matters shall be decided by a vote of the majority of the members of that committee present at which a quorum is assembled.
- (b) Notice of committee meetings shall be mailed, emailed, or delivered personally, in writing or orally to each member of the committee not less than seven (7) days before the date on which the meeting is to be held.
- (c) Any actions required or permitted to be taken at any committee meeting may be taken without a meeting if, prior to such action, a written consent as defined in Article V, section 5.10 is signed by all members of the committee, and such written consent is filed with the minutes of the proceedings of the committee.

- (d) Each committee shall keep regular minutes of its proceedings and shall report briefly on its activities at the regular meetings of the Board of Directors. All recommendations of the Committee must be submitted to the Board of Directors for approval at the next scheduled Board meeting.

## **Article VII Officers**

### Section 7.01 Officers

The Officers of the Corporation (“Officers”) shall consist of the President, Vice-President, Secretary and Treasurer of the Board of Directors. Additional Vice-Presidents and one or more Assistant Secretaries and Assistant Treasurers may also be elected if the Board of Directors so desire. The office of Secretary and Treasurer may also be elected if the Board of Directors so desire. One person may hold the office of Secretary and Treasurer. Gender parity will be encouraged to aid in maintaining equal representation.

### Section 7.02 Election and Term.

The Officers of the Corporation shall be elected or appointed each year by the Board of Directors at its annual meeting, and Officers so selected shall serve from the date of such meeting. Each Officer shall serve for a term of one year, an officer’s term is limited to four (4) consecutive terms for one officer position, or until their successors have been elected or appointed and assumed their duties.

### Section 7.03 Resignation.

Any Officer may resign at any time by delivering a written resignation to the President or Secretary. The acceptance of any such resignation, unless required by the terms therefore, shall not be necessary to make the same effective.

### Section 7.04 Removal.

Any Officer may be removed at any time, with or without cause, by a two-thirds (2/3) vote of the Directors at a duly held meeting of the Board, a quorum being assembled. Any Officer whose removal is proposed shall be entitled to written notice specifying the proposed removal at least ten (10) days prior to any meeting of the Board of Directors at which such removal shall be considered. If an Officer is at any time removed from the Board of Directors s/he is automatically removed from her/his office. However, removal of an Officer from her/his office does not automatically constitute removal from the Board.

### Section 7.05 Vacancies.

Any vacancy in an office may be filled for the remainder of the portion of the term of the Board of Directors.

### Section 7.06 Duties of the Officers.

- (a) The President shall preside at all meetings of the membership and the Board of Directors of the Corporation, shall act as spokesperson for the Corporation, and shall have such other powers and duties not inconsistent with these by-laws as may be assigned from time to time by the Board of Directors.

- (b) The Vice-President shall possess the powers and discharge the duties of the President in the event of the President's absence or disability, and shall have such other powers and duties not inconsistent with these by-laws as may be assigned from time to time by the Board of Directors.
- (c) The Secretary shall have the general powers and duties usually vested in the office of Secretary of a corporation, shall keep minutes of all meetings of the Board of Directors and the membership, shall authenticate the records of the Corporation and shall have such other powers and duties not inconsistent with these by-laws as may be assigned from time to time by the Board of Directors, including the duty to:
  - (1) Keep corporate records;
  - (2) Provide proper notices in accordance with these by-laws;  
and
  - (3) Ensure that a proper list of members is maintained.
- (d) The Treasurer shall have the general powers and duties vested in the office of Treasurer of a corporation, including the responsibility for all funds and securities for the Corporation, and shall have such other powers and duties not inconsistent with these by-laws as may be assigned from time to time by the Board of Directors, including the duty to:
  - (1) Oversee the financial management of the Corporation;
  - (2) Provide for the payment of all bills and obligations of the Corporation as directed by the Board;
  - (3) Keep a complete and correct account of all monies received and disbursed by the Corporation;
  - (4) Provide a financial statement of the Corporation to the Board at least quarterly or as requested by the Board;
  - (5) Submit a full financial report to the members at the annual membership meeting. The Board may require the Treasurer to give a bond for the faithful discharge of her/his duties, the cost of which shall be borne by the Corporation;
  - (6) File any and all required tax or information returns, forms or other filings required by federal, state or local governmental agencies or authorities;
  - (7) Obtain an audit of the financial records as requested or required by the Board from time to time.

Section 7.07 Records.

The records of the Corporation will be maintained by the appropriate officers as specified in the duties.

**Article VIII – Financial Affairs**

Section 8.01 Contracts.

- (a) No Member of the Corporation shall be authorized to make any contracts for or on behalf of the Corporation; nor shall any member be authorized to

obligate the Corporation to perform under any contract or to pay any sum of money.

- (b) All written contracts shall require the approval of the Board of Directors and shall be executed by the President and in her/his absence, the Vice-President, and attested by the Treasurer.
- (c) All written contracts shall require the approval of the Board of Directors and shall be executed by the President (and in her/his absence the Vice President) and attested by the Treasurer, unless otherwise authorized by the Board of Directors.

#### Section 8.02 Checks.

Except as may otherwise be provided or required by certain financial policies or guidelines that may be adopted by the Board of Directors, the Treasurer can individually sign checks for regular occurring expenses pre-authorized by the Board. This can include, but is not limited to; rent or mortgage payments, utility payments, and insurance payments. The treasurer can also individually sign checks for miscellaneous expenses pre-authorized by the Executive Committee or by the Board. The Executive Committee must review expenses incurred by individual or other committees without prior authorization prior to check issuance. If the Executive Committee authorizes reimbursement, the treasurer can individually sign a check to reimburse the party.

#### Section 8.03 Funds.

All funds of the Corporation shall be deposited in the name of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. All funds of the Corporation shall be deposited in such accounts in a timely fashion.

#### Section 8.04 Gifts.

The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for any purpose of the Corporation.

#### Section 8.05

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 Two of the Articles of Incorporation. 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 intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in activities or

exercise any powers that are not in furtherance of the purpose of this Corporation. Other provisions consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation, the Directors or the members of any class or classes of members are contained in the by-laws of the Corporation.

The undersigned do hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of the State of Indiana and all person whom it may concern, that a membership list or lists of the above-named Corporation for which the Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the law and at least 3 have signed such membership list.

Section 8.06 Dissolution.

Upon dissolution of the corporation, assets shall be distributed for one or more purposes within the meaning of 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 the 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 is located the mailing address of the corporation, exclusively for such purposes or to such organization or organizations as said court, shall determine, which are organized and operated exclusively for such purposes.

**Article IX - Fiscal Year**

Section 9.01 Fiscal Year.

The fiscal year of the Corporation shall be the calendar year.

**Article X – Amendments**

Section 10.01 Amendments.

These by-laws may be altered, amended, or repealed and new by-laws adopted by a two-thirds (2/3) vote of the Board of Directors present at a meeting called for that purpose, a quorum assembled. Notice of any meeting to consider by-laws revisions, including the proposed changes with explanations, must be given in accordance with Section 4.03 herein.

- (a) A copy of the updated by-laws will be posted on the corporation website within 30 days of approval.
- (b) Members may request a full printed copy of the by-laws at any time. A reasonable fee for photocopying and mailing may be assessed by the Executive Committee to fulfill this request. The request must be fulfilled within 30 days of receipt of the request.

**Article XI – Indemnification**

Section 11.01 Indemnification.

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, administrators and personal representative of such person) who is or was a Director, Officer or paid Staff Member of the Corporation shall

be indemnified by the Corporation as provided in the Indiana Nonprofit Corporation Act, Indiana Code 23-17-16-13.

## **Article XII – Prohibited Activities**

### Section 12.01 Prohibited Activities.

Notwithstanding any other provision of this Code of by-laws, no Board Member, Officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

## **Article XIII – Code of Ethics and Personal Conduct Ethics**

### Section 13.01 Personal Conduct.

The purpose of the Board of Directors is to decide through the democratic process the direction and policy of Indy Pride, Inc. No organization or community can act effectively without unity of purpose. Nor can such organization be held responsible for their management if the direction of the majority is ignored. Therefore, it is incumbent of each member of the Board to guarantee the decisions of the Corporation will be followed and the same respect that we give to the minority will be given to the majority. No member will use opinions and views to publicly control and embarrass, therefore attempting to undermine or individually control the actions of the Board. Corporation will help to promote unity in the GLBTS communities only if all on the board follow these guidelines and educate by example of behavior that keeps the board working well together. While keeping the inner working of Corporation with the organization we can create and example of a healthy environment of mutual respect to each other and to the GLBTS communities.

There are two primary rights and responsibilities the Board must guarantee and protect in its inner workings. The board must ensure:

1. That the direction and management of the majority is carried out.
2. To ensure the views and opinions of the minority are heard before decisions are made. It is imperative that the Board guarantee that each member can voice their views without fear that any board member (s) will privately or publicly expose those views, so destroying the safe space which the board can function. That is why discussion in Board meetings, personal opinions and communication between Board members (personal, email, letter, or telephone) relating to Board business and opinion of that business or behavior contained therein, must remain private and only the majority sanctioned statements be revealed to any member of the public/media for publication. By this method all will be able to express their views honestly, all communities at a board meeting will be heard and only the resulting Board decisions will be dispersed to the public and/or media. Many

boards have strong discussion in and out of board meetings, by respecting the confidentiality of all, this will allow Corporation to keep diverse, passionate, and committed people in our midst.

Visitors to our meetings are asked to promise confidentiality to any part of the meeting they witness, unless it is a public meeting. This will be managed by dealing with that part of the meeting that pertains to their business and dealing with other board business after they have withdrawn.

Duly amended and restated the 8th day of July, 2009.