



Of
DELAWARE PRIDE INC.



OFFICIAL BYLAWS
Reviewed December, 28, 2018

Prepared by Bylaw Chairman: Steve Newman Jr



ARTICLE I - OFFICES

1. **Organization Name:** The name of the organization shall be “Delaware Pride Inc.,” as originally incorporated under these by-laws on April 29, 1997. The organization shall be referred to herein as simply “Delaware Pride.”
2. **Organization Location:** The registered office of the corporation in the state of Delaware shall be at 10 Hickman Road, Claymont, DE 19703.
3. **Alternate Locations:** The Corporation may also have offices in other locations as required by the Board of Directors or the business of the corporation.

ARTICLE II - SEAL

1. **Corporate Seal:** The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal Delaware.”

ARTICLE III - PURPOSE

1. **Charitable and Educational Purpose:** The primary educational purpose of Delaware Pride is to provide educational outreach regarding the needs and issues effecting the Lesbian, Gay, Bisexual, Transgender, and Allies (hereinafter referred to as LGBTA) community. This education is provided to the general public and those directly and indirectly involved in the LGBTA community.

This purpose can be achieved by providing and disseminating informative and educational literature. It can also be achieved by organizing educational talks and entertaining events throughout the year. These events provide an opportunity for members of the LGBTA and non-LGBTA communities to come together. This interaction provides the opportunity for each to learn more about each other. It promotes mutual respect and dignity. The interaction can also help provide education about the needs and issues surrounding the LGBTA community.

Delaware Pride may for charitable purposes, make distributions to organizations under Section 501(c) 3 of the internal revenue code or corresponding section. No amount of Delaware Pride’s net earnings shall insure to the benefit of, or be distributed to, its members, board members, or other private persons. However, Delaware Pride is authorized to pay reasonable compensation for services rendered and to make payments and distributions for the purpose set forth above.

Delaware Pride shall conduct its activities in conformity with all applicable provisions of the Internal Revenue Code as those provisions pertain to a corporation exempt from federal tax under section 501(c) 3 of the Internal Revenue Code or by a corporation whose contributions are deductible under section 170(c) 2of the Internal Revenue Code or corresponding section.

ARTICLE IV - MEMBERS

1. **Membership:** All members of the LGBTA community shall be considered eligible to be members of Delaware Pride. Association with Delaware Pride shall be divided into four categories as described below.

a. Community Participant - This is any person that is a member of the LGBTA community that has an interest in the goals of the organization. Community members do not have voting privilege, may not hold any office in organization but can sit on any committee or be a volunteer.



b. Voting Member - Any person that is part of the community, as defined in Article IV, Section 1, Sub-Section B which has attended a minimum of the following: 4 meetings, two of which must be the general community meeting, and volunteered at a minimum of twice at Delaware Pride sponsored events that were approved by the Board of Directors.

i. Voting Member Revocation: The Board of Directors, by affirmation vote of two-thirds of all members of the Board, may suspend or expel a member's ability to vote for cause after an appropriate hearing, and by a majority vote of those members eligible to vote at any regular constituted meeting, terminating a members voting status.

ii. Voting Member Reinstatement: Upon written request signed by a former voting member and filed with the Vice President / Secretary, The Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

c. Board Members - The voting members of the organization that have been elected to one of the board positions by the voting members of the organization as defined in Article IV, Section 1, Sub-Section B. For more details see Article V - Board of Directors.

To be eligible for a board position a perspective person must meet the following requirements:

i. Attendance at a total of 4 meetings, two of which must be a general community meeting during the current fiscal year.

ii. Volunteered at a minimum of two Delaware Pride sponsored events that were approved by the Board of Directors, with one being volunteering at the annual Pride Festival.

d. Officers: The board members of the organization that have been elected to one of the three Officer positions by the voting members of the organization as defined in Article IV, Section 1, Sub-Section B. For more details see Article VI - Officers.

To be eligible for an executive board position a perspective person must meet all requirements of the board, as well as the following requirements:

i. To be eligible for the position of President, a board member must serve a minimum of one term in the position of Vice President / Secretary in current fiscal year when nominations occur, or a minimum of 6 months (half term) on the board for the prior year.

ii. To be eligible for the position of Vice President / Secretary, a board member must serve a minimum of one term on the Board of Directors in current fiscal year when nominations occur, or a minimum of 6 months (half term) on the board for the prior year.

iii. To be eligible for the position of Treasurer, a board member must serve a minimum of one term on the Board of Directors in current fiscal year when nominations occur, or a minimum of 6 months (half term) on the board for the prior year.



iii. In the event no one meets the eligibility requirements for an Officer Position a majority vote by the current Board of Directors may put forth a nomination of a Voting Member, as described in Article IV, Section 1, Sub-Section B, for a position when no eligible candidates exist.

ARTICLE V - BOARD OF DIRECTORS

1. Board Membership: Any member as defined in Article IV, Section 1, Sub-Section C, shall be eligible to be a member of the Board of Directors.

2. Board Directives: All corporate powers shall be exercised by the Board of Directors, except as otherwise provided by law or the Certificate of Incorporation or these By-laws. Specific powers include, but are not limited to:

- a. Approval of annual budget for Delaware Pride
- b. Borrow money and incur indebtedness on behalf of Delaware Pride
- c. Incur responsibilities and obligations of contracts on behalf of Delaware Pride
- d. Establish fiscal policy of Delaware Pride
- e. Change the principal location within the State of Delaware
- f. Cause Delaware Pride to be qualified to conduct business within or outside the State of Delaware.
- g. Establish advisory boards or committees to Delaware Pride and determine the powers of such entities
- h. Designate the location of meetings

3. Board Size: The number of Board members shall not be less than three [3] nor shall it be greater than eleven [11] members. Delaware residency is not a requirement for individual Board members; however, a two-thirds [2/3] majority of Board members must be Delaware residents.

4. Term of Office: The Board of Director of the corporation shall hold offices for a fiscal year as defined in Section VIII, Section 1, or until their successors are elected. .

5. Board Expectations: Upon being elected to the Board of Directors, the Board is expected to attend all scheduled community / Board meetings, be a member of a minimum of 1 committee, volunteer at a minimum of 2 events, & be a volunteer for the entire Pride Weekend of events as scheduled.

6. Board Vacancies: Vacancies due to resignation, termination, death, or any unfilled board position shall be filled by simple majority vote of the voting members as defined in Article IV, Section 1, Sub-Section b. This Board Member shall serve for the remainder of the term of the Board Member being replaced.

7. Conflicts of Interest: No Board Member shall have a personal conflict of interest, financial or otherwise, in any organization activity unless previously approved by the Board of Directors. A Board Member who believes they have a conflict of interest shall reclude themselves from voting or discussion unless the Board of Directors determines by simple majority vote of these present that there is no conflict of interest prior to the vote or discussion.

8. Board Absenteeism: Any Board member missing two (2) consecutive meetings without an explanation acceptable to a majority of the other Board members shall be considered as having resigned and the position



will be considered vacant.

9. Quorum: A simple majority of the total number of Board Members shall constitute a Quorum for the transaction of business.

10. Board Salaries: Board Members shall not receive any stated salary for their services.

11. Board Resignation: Any Board member may resign during their term by notifying the Board of Directors in writing of their intention to do so. At that time they revert back to a member status as defined in Article IV, Section 1, Sub-Section B

12. Board Removal: Any Board Member or the entire group of Board Members may be removed, with cause, by a majority vote of the voting members as defined in Article IV, Section 1, Sub-Section B.

13. Succession: In the event of President Resignation or removal, the Vice President / Secretary will fill this position for the remainder of the term as explained in Section VI, Section 6, Sub-Section K. In the event of Vice President / Secretary Resignation or removal, the President will absorb this position until the next scheduled General Community Meeting as explained in Section VI, Section 5, Sub-Section I. In the event of Treasurer Resignation or removal an Emergency Meeting will be held to fill this position for the remainder of the term as explained in Section VI, Section 7, Sub-Section I.

14. Pride Property: Upon Board resignation or removal said Board member must return any and all Delaware Pride Property; not limited to paperwork, contracts, computer software, equipment, and misc. The Vice President / Secretary will provide a log of Pride Property that needs to be returned. Pride Property needs to return within 7-10 Business Days to a Pride Officer as defined in Article VI. If Delaware Pride Property is not returned in the designated timeframe Delaware Pride reserves the right to seek legal action.

ARTICLE VI - OFFICERS

1. Officer Appointment: The officers of the corporation shall be nominated by the members and elected by a simple majority vote as described in article VII, Section 1. Officer positions shall be President, Vice President / Secretary and Treasurer.

2. Officer Salaries: Officers shall not receive any stated salary for their services.

3. Term of Office: The Officers of the corporation shall hold office for a fiscal year as defined in Section VIII, Section 1, or until their successors are elected. .

4. Officer Expectations: Upon being elected as an Officer, the elected Officer is expected to attend all scheduled community / Board meetings, be an active member on a minimum of one committee; as defined in Section IX, volunteer at a minimum of two events, & be a volunteer for the entire Pride Weekend of events as scheduled.

5. Responsibilities and Powers of the President:

- a. Shall be the chief officer of the corporation
- b. Shall have general and active management of the business of the corporation



- c. Shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, except such as may be statute exclusively conferred on the President, or to any other officer or officers of the corporation
- d. Shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation
- e. Shall be EX-OFFICIO member of all committees
- f. Shall have the general power and duties of supervision and management usually vested in the office of President of a corporation
- g. Shall oversee payments and be authorized to sign all checks
- h. Responsible for ensuring and maintaining that the corporation is meeting and satisfying requirements of 501c3 status.
- i. In event of Vice President / Secretary Resignation or removal during term the President will absorb the role of Vice President / Secretary as needed until the next scheduled general community meeting where an election will be held for a new Vice President / Secretary for the remainder of the term. As defined in Article V, Section 13.

6. Responsibilities and Powers of the Vice President / Secretary:

- a. Shall attend all sessions of the Board and act as clerk thereof
- b. Shall record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose
- c. Shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors
- d. Shall perform such other duties as may be prescribed by the Board, and under whose supervision they shall be
- e. Shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it
- f. Shall track volunteers at various Pride sponsored events. This information will be used to monitor who is qualified for voting as set forth in Section 1, Sub-Section B.
- g. Shall keep an updated list of all qualified voting members to be available when a vote is required.
- h. Will track all Delaware Pride Inventory and its location & will update Inventory list as needed. In event of member resignation or removal Vice President / Secretary will make sure all property is returned within timeframe by sending member a certified letter with a list of items on Inventory list and deadline for return of property before further actions are taken.
- i. Shall ensure the corporation business and activities are carried out in accordance with the bylaws.
- j. Will keep a monthly Log-book which will include meeting agendas, minutes, committee meeting minutes, volunteer & meeting attendee logs, Inventory logs, bank statements, ect.
- k. In event of the President's Resignation or removal during term the Vice President / Secretary will take on the role of President for the remainder of the term. The Vice President / Secretary will remain in the role of Vice President / Secretary as needed until the next scheduled general community meeting where an election will be held for a new Vice President / Secretary for the remainder of the term. As defined in Article V, Section 13.

7. Responsibilities and Powers of the Treasurer:

- a. Shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation
- b. Shall keep the moneys of the corporation in a separate account to the credit of the corporation
- c. Shall disburse the funds of the corporation as may be ordered or required, and take proper vouchers for such disbursements
- d. Shall receive approval by the Board for those expenditures exceeding \$350.00
- e. Shall render to the Board of Directors, at the regular meetings of the Board, or whenever the Board may



require it, an account of all Delaware Pride transactions and of the financial condition of the corporation

f. Shall be authorized to sign checks

g. Shall comply with all items lists in Article VIII - Finances

h. Shall provide bank statements to the President to review at the General Community Meeting at which point these statements will be filed in a log by the Vice President / Secretary.

i. In event of the Treasurer's Resignation or removal during the term an Emergency meeting must be held for election of a new Treasurer to hold the position for the remainder of the term. As defined in Article V, Section 13.

ARTICLE VII – NOMINATIONS AND VOTING

1. Elections: The election process will begin at the general community meeting in October and the process will take three months and will follow the form listed below.

a. In the month of October the nomination for the Board of Directors shall be put forth following the rules as define by Article VII, Section 2, Sub-Section A.

b. In the month of November the Vice President / Secretary will provide a ballot to all Voting Member as defined by IV, Section B, to Vote on the nominated Board of Directors. After the election results have been tallied and announced the nominations for the Officers will be put forth, as defined by Article VII, Section 2, Sub-Section A.

c. In the month of December: the Vice President / Secretary will provide a ballot to all Voting Member as defined by IV, Section B, to Vote on the nominated Officers, from the nominations for the three available position. The newly elected Officer will take office as of January 1st of the following month & will hold office for the Fiscal Year as defined by article VIII, Section 1.

d. Upon appointment all Board of Directors will receive the current version of the Delaware Pride By-Laws by the By-Law Committee Chairman. They must read and sign a form by the next scheduled meeting stating that they received, read and agree to uphold the By-laws during their term. This will be recorded and saved by the Vice President / Secretary.

2. Nominations: Nominations for the Board of Directors & Officers of the organization shall follow the rules as stated below:

a. Nominations for Board of Directors: Any Community Participant as described in Article IV, Section A is given the right to put forth a nomination. The nominee must meeting the requirements as defined in Article IV section C. Self-Nominations is not allowed and all nominations need to be seconded and then accepted by the nominee to be added to the list of potential candidates. Absentee nominations will be accepted if filed with the Vice President / Secretary no later than 24 hours prior to the meeting. Nominations must be accepted or declined no later than 7 calendar days prior to the meeting in which elections will be held.

b. Nominations for Officers: Any Community Participant as described in Article IV, Section A is given the right to put forth a nomination. The nominee must meeting the requirements as defined in Article IV, Section D. Self-Nominations is not allowed and all nominations need to be seconded and then accepted by the nominee to be added to the list of potential candidates. Absentee nominations will be accepted if filed with the Vice President / Secretary no later than 24 hours prior to the meeting. Nominations must be accepted or declined no later than 7 calendar days prior to the meeting in which elections will be held.



3. Voting: Voting shall be separated into two categories that of Voting Members and that of Board of Directors.

a. **Voting Members:** Voting for the Board of Directors and Officers will be held via a ballot with the Vice President / Secretary tallying the votes and a second person not running in the election verifying the count. A winning count of votes is a simple majority of the voting members.

b. **Board of Directors:** The Board of Directors has the right to vote on all issues where a vote is requested. A vote on an issue can be requested by any member of the organization. All votes shall be recorded by the Vice President / Secretary and shall be made available to all members who request it. All actions voted on by the board of directors require a quorum (or simple majority) of the board members presents.

c. **Absentee ballot voting** is allowed and must be filed with the Vice President / Secretary no later than 24 hours prior to the meeting in which the election will be held. The voting members have the right to vote on the elections of the board of directors and the officers of the organization. Absentee Ballots are not counted in the event of a run-off as defined in Article VII, Section 3, Sub-Section D.

d. In the event of a tie between one or more candidates, a run-off is immediately held between those candidates; each member of the current elected board must vote for exactly one (1) candidate. Absentee Ballots are not counted in the event of a run-off. If the run-off results in a tie then the newly elected Board will cast the deciding votes. If any other questions in regards to a tie come up the current President will have the final decision.

4. Participation By Means Of Communication Device: If all the Directors present at any meeting consent, one or more Directors may participate in a meeting of the Board of Directors by means of a telephone or other communication facilities that permit all persons participating in the meeting to communicate with each other. A Director participating in a meeting by such means is deemed to be present at the meeting.

ARTICLE VIII- FINANCES

1. Definition of the Fiscal Year: The fiscal year shall run from January 1 to December 31.

2. Annual Budget: The Board of Director will set forth an annual budget for the following fiscal year to be presented and approved by a simple majority vote of the Board of Directors at the final Board meeting of the fiscal year.

3. Spending Policy: All expenditure of \$350.00 or more must have the prior approval of the Board. This approval need not be granted at a regular Board meeting, but will require the recorded assent of a majority of the Board Members.

4. Borrowing Policy: No debt may be incurred without a two-thirds [2/3] majority vote of the Board to approve this action.

5. Distributions to Other Organizations: As stated in Article III, Section 1, Delaware Pride may make distributions to organizations under Section 501(c)3 of the Internal Revenue Code or corresponding section.



Such disbursements will require that the amount and receiving organization be approved by a simple majority vote of those Board members present at a regular constituted meeting.

6. Bank Statements: The Treasurer shall provide bank statements to the President to review at the General Community Meeting at which point these statements will be filed in a log by the Vice President / Secretary. This can also be requested at anytime by any Board Member, as defined in Article, XIII, Sub-Section 1.

7. Financial Record: The overall financial record of the organization shall be audited periodically by the Board or an external auditor if warranted. This process shall take place at least once per fiscal year.

8. Presentation of Annual Statement: A complete statement of the business and affairs of the corporation for the preceding year shall be presented by the Board of Directors at the final meeting of the fiscal year. Such statement shall be prepared and presented in whichever manner the Board shall deem advisable and need not be verified by a certified public accountant.

ARTICLE IX – COMMITTEE AND COMMITTEE HEADS

1. Committee Formations: Board Members may approve the creation of committees and committee heads to help secure the goals of the organization. Only Board Members may chair a committee unless the Board of Directors approves a Community member by a simple majority vote. Committees are to be comprised solely of Delaware Pride Community Participants as described in Article IV, Section , Sub-Section A.

2. Committee Structure: A minimum of three [3] persons is required to form a committee. At least one of these 3 must be a member of the Board of Directors.

3. Committee Chair Responsibilities: The Chair of a committee is responsible for the coordination and documentation of all of its activities. The Chair is required to provide a regular update to the Board of Directors as deemed necessary by the Board. They must also provide a report of meeting attendees and event volunteers to the Vice President / Secretary for tracking purposes.

4. Reporting Requirements: Minutes of all meetings shall be provided to the committee participants and to the Board of Directors within 7 business days, it is the responsibility of the Vice President / Secretary to make this is followed.

5. Dissolving Committees: In the event of a Board member vacancy in a committee, the President of Delaware Pride shall fill the role until a suitable replacement is found. If the Board of Directors feels the committee is no longer required, the committee may be dissolved by a majority vote by those present at any meeting, provided a majority of the Board is present.

6. The current recognized Committees are as follows:

Festival	By-Laws
Fundraising	Media/Public Relations



7. Sub-Committees: These are created by Committee Chairmen and do not need to be voted on by the Board. The Chairman is Responsible for overseeing each subcommittee to make sure each subcommittee is fulfilling its responsibilities and its reason for being formed. Each subcommittee must also have a Sub-Chairman & a minimum of 3 members in the committee.

8. The Executive Officers will oversee the following committees:

President – Festival Committee

Treasurer – Fundraising Committee

Vice President / Secretary –Media/Public Relations Committee, By-Law Committee

ARTICLE X - MEETINGS

1. General Community Meetings: Delaware Pride shall meet quarterly throughout the fiscal year. They may meet more if needed or required. This meeting will be open to the general public to discuss organization business and planned events. These meetings may also be used to solicit new organization participants. Notice of meetings will be given to members by the Board thirty [30] days or more in advance of the meeting date. The time requirement is waived if circumstances prevent it from being observed.

2. Board Members Meetings: The Board shall meet quarterly throughout the fiscal year. They may meet more if required. This meeting is designed to report the activities of the organization and conduct business of the Board. Notice of meeting will be given to members by the Board thirty [30] days or more in advance of the meeting date. The time requirement is waived if circumstances prevent it from being observed.

3. Board Decisions made by electronic communication: Financial or contract decisions made by electronic communication (e-mail or list-serve) must be announced and recorded in the minutes of the next meeting of the board of directors. More information on participation by communication device can be found at Article VII, Section 4.

4. Board Meeting Agenda: Is created by the President to be presented at the General Community Meeting.

ARTICLE XI - NON-DISCRIMINATION POLICY

1. Statement of Non-discrimination: Delaware Pride shall not discriminate on the basis of sexual orientation, gender identity or expression, race, skin color, religion, gender, national origin, veteran status, disability, age (except where law requires a minimum age to accept certain responsibilities or engage in certain activities).

Article XII – DISSOLUTION

1. Procedure for Dissolution: Delaware Pride may be dissolved by a two-thirds [2/3] vote of Board members at a meeting specially convened for that purpose.

2. Dissolution of Delaware Pride: In the event of the dissolution of Delaware Pride, assets of the organization shall be distributed for purposes allowed within the meaning of section 501(c) 3 of the Internal Revenue Code, or corresponding section, or shall be distributed to the federal government or to a state or



local government, for a public purpose.

3. IRS Compliance: Said organization is organized exclusively for charitable, educational, and scientific 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 corresponding section of any future Federal Tax Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Upon the dissolution of the 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 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

ARTICLE XIII – CORPORATE RECORDS

1. Inspection of Corporate Records: Any Community Participant as described in Article IV, Section 1, Sub-Section A, that is eligible to be a member of the Board of Directors, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's list of its Board, and its other books and records, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to such person's interest as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this state or at its principal place of business.

ARTICLE XIV – AMENDMENTS

1. Amendments to By-Laws: These By-Laws may be amended or repealed by a two-thirds [2/3] majority vote of the Board of Directors, at any regular or special meeting, duly convened after notice to the voting members and Board of Directors for that purpose.

2. The By-Laws Committee: Shall meet a minimum of once [1] per fiscal year to discuss and /or propose changes to the by-laws based on comments from community participants.