

# **Riverside Lesbian, Gay, Bisexual, Transgender, Queer Pride, Inc.**

## **Bylaws**

### **ARTICLE I: NAME**

The name of this corporation is: Riverside Lesbian, Gay, Bisexual, Transgender, Queer Pride, Inc.

### **ARTICLE II: PRINCIPAL OFFICES**

The principal office for the transaction of business for the Corporation shall be located in the City of Riverside, County of Riverside, State of California.

### **ARTICLE III: PURPOSE**

Riverside Lesbian, Gay, Bisexual, Transgender, and Queer (LGBTQ+) Pride, Inc is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The specific purpose of Riverside LGBTQ+ Pride is to inspire, educate, commemorate, and celebrate our diverse Riverside community. Inspire through organizing, sponsoring, facilitating, serving, and supporting the communities including the youth by providing regular fundraising events. Educating the communities rights, responsibilities, and contributions of LGBTQ+ communities, both past and present. Commemorate the LGBTQ+ communities through an annual march “parade” and rally “celebration” which the diverse elements of the communities can present themselves. Through this annual event we will celebrate the similarities and unique diversity of the Riverside LGBTQ+ people. This listing is intended to be exclusive of all other purposes, the Corporation formation is for public and charitable purposes only.

This Corporation has been formed under the Nonprofit Public Benefit Corporation Law for charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for political office.

### **ARTICLE IV: FISCAL YEAR**

The fiscal year of the Corporation shall begin October 1 and shall end on September 30.

### **ARTICLE V: MEMBERSHIP**

#### **SECTION 1. CLASSIFICATION OF MEMBERS.**

This corporation shall have members with voting rights as specified in these Bylaws. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. The Board of Directors may, by resolution, establish one or more categories of non-voting associates who may be referred to as "members", and provide for their rights and obligations (including the obligation to

pay dues); however, the terms "member" and "membership" as used in these Bylaws, shall refer only to voting members.

**SECTION 2. QUALIFICATIONS FOR MEMBERSHIP.**

Membership shall be open to any individual who is (1) of legal age to enter into a binding contract; and (2) subscribes to the purposes of the Corporation; and (3) informs the Corporation of their legal name, email address, and zip code.

**SECTION 3. ADMITTANCE OF MEMBERS.**

Any application for membership must be made in writing and may be submitted to the Board of Directors at any time. The Board or a person or committee authorized by the Board will review each application and, if appropriate, certify that the applicant meets the qualifications for membership in accordance with Section 1 and 2 above. Membership shall commence upon such certification and upon payment of any required dues.

**SECTION 4. MEMBERSHIP DUES.**

Each member must pay to this Corporation, within the time and on the conditions set by the Board, dues, and fees in amounts to be fixed from time to time by the Board. Such dues and fees shall be equal for all members of this Corporation. The Board may determine the conditions under which any payment of dues shall be refundable **or waived**.

**SECTION 5. ASSESSMENT.**

Membership in this Corporation shall not be assessable.

**SECTION 6. GOOD STANDING.**

Those members who have paid the required dues and fees, if any, and who are not suspended, shall be members in good standing of this Corporation.

**SECTION 7. MEMBERSHIP ROSTER.**

This Corporation shall keep a membership roster containing the name of each member and the last address provided to this corporation by the member for purposes of notice. The roster shall indicate whether a member is in good standing from time to time.

**SECTION 8. NONLIABILITY OF MEMBERS.**

No member of this Corporation shall be personally liable for the debts, liabilities, or obligations of this Corporation.

**SECTION 9. TRANSFERABILITY OF MEMBERSHIPS.**

Membership in this Corporation, or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

**SECTION 10. TERMINATION OF MEMBERSHIP.**

Membership in the Corporation shall continue until terminated as provided in this Section, or until the member dies, or resigns in writing to the Secretary or President of this Corporation. No such resignation shall relieve the resigning member of any financial obligations of such member to this Corporation.

**Section 10.1. Basis for Termination.** Membership in the Corporation shall terminate upon the occurrence of any of the following events or conditions:

- i. Expiration. If a membership is issued for a period of time, such membership

shall terminate when such period of time has elapsed, unless such member elects to renew the membership.

ii. Failure to Qualify. On a good faith finding by the Board of Directors, made in accordance with this Section, that a member no longer meets the qualifications set forth in Article 5 Sections 1 and 2, such member's membership in this corporation shall terminate.

iii. Interests of Corporation. On a good faith finding by the Board of Directors, made in accordance with this Section, that continued participation by the member in this Corporation as a member is not in the best interests of this Corporation, such member's membership in this Corporation shall terminate.

**Section 10.2. Termination Procedures.** In the case of proposed termination of a membership under subsection 10.1 ii or iii above, the following procedures shall apply.

i. Notice. This Corporation shall send a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place of the hearing described in the next subsection. Such notice shall be sent at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing, to the last address provided by the member to the Corporation for purposes of notice.

ii. Hearing. The member shall be given an opportunity to respond, either orally or in writing, not less than five days before the effective date of the proposed termination, to the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective immediately on the proposed date of termination.

iii. Determination. Following the hearing date, the Board (or the person or committee authorized by the Board to decide whether the proposed termination will take place) shall decide whether or not the member should in fact be terminated, suspended, or sanctioned in some other way. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member on the Corporation shall cease on the effective date of the termination stated in the notice given pursuant to Section B, i. above.

iv. Refund. The Board may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues already paid. Any refund shall be prorated to return only the accrued balance remaining for the period of the due's payment.

## **ARTICLE VI: MEMBERSHIP RIGHTS**

### **SECTION 1. VOTING RIGHTS.**

Subject to these Bylaws and this Corporation's other policies and procedures, members of this Corporation shall have the right to vote, as set forth in these Bylaws, on:

**Section 1.1.** Election of Directors.

**Section 1.2.** Removal of Directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law.

**Section 1.3.** Amendment to these Bylaws, and all amendments to the Articles of Incorporation of this Corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law.

**Section 1.4.** Disposition of all or substantially all of the assets of this Corporation. **Section 1.5.** Any merger of this Corporation.

**Section 1.6.** Any dissolution of this Corporation; and

**Section 1.7.** Any other matters that may be presented to members to vote, pursuant to this Corporation's Articles, Bylaws, or action by the Board of Directors, or by operation of law.

## **SECTION 2. INSPECTION RIGHTS.**

**Section 2.1. Articles and Bylaws.** This Corporation shall keep, online, current copies of the Articles of Incorporation and Bylaws of this Corporation, which shall be open to inspection by members at all times.

**Section 2.2. Minutes.** This Corporation shall keep, online, current copies of the Meetings, both Member and Board, Minutes of this Corporation, which shall be open to inspection by members at all times.

**Section 2.3. Membership Records.** The right of members to have access to membership records of this Corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

## **SECTION 3. OTHER RIGHTS.**

In addition to the rights described in these Bylaws, members of this Corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE VII: MEETINGS**

### **SECTION 1. MONTHLY BOARD OF DIRECTOR MEETINGS.**

Regular Board of Director meetings shall take place on the dates and times set annually, this shall be recommended by the Board and ratified by the membership at its annual meeting. Meetings of the Board shall be held at a minimum of ten (10) times per fiscal year. The time between meetings shall not exceed sixty (60) calendar days. In the event a meeting needs to be cancelled, by majority vote of the Members, due notice of the cancellation shall be published.

**Section 1.1. Attendance Policy** Board of Directors are required to attend the monthly board meetings; three (3) or more unexcused absences are grounds for removal from the Board of Directors.

### **SECTION 2. MEMBER MEETINGS**

The ~~Chairperson of the Board~~ Vice President shall act as liaison between the Board and its Members and attend both Member Meetings and Board Meetings. Regular Member meetings

shall take place one (1) week prior to the Board of Director Meetings. AGENDAS shall be provided to the Board and Members through email one (1) week prior to the Member Meeting. In the event a meeting needs to be cancelled, by majority vote of the Members, due notice of the cancellation shall be published.

### **SECTION 3. ANNUAL MEETING.**

An annual meeting of the membership will be held once each calendar year for the purpose of electing directors, considering proposed amendments to the bylaws, any business proposed by the board prior to notice and any other proper matter proposed at the meeting for action. The annual meeting shall be held at the time and place designated by the Board of Directors.

### **SECTION 4. PRIDE RECAP MEETING**

The Pride Recap Meeting shall be held at the first monthly Board of Directors Meeting following Pride.

### **SECTION 5. COMMITTEE MEETINGS.**

Meetings of any committees shall be held on such dates and at such times as may be established by the Board of Directors.

### **SECTION 6. SPECIAL MEETINGS.**

Special meetings of the Board of Directors shall be held from time to time upon request. Notice of such meetings, describing the time, place and purpose of the meeting shall be given to all persons of the Board of Directors and all members not less than forty-eight (48) hours prior to the meeting.

**Section 6.1. Who May Call.** Special meetings of the members may be called by (1) the ~~Chairperson of the Board~~ President, the Vice President, the Secretary, the Treasurer, or any two (2) directors, or (2) on the written request of five percent of the membership.

**Section 6.2. Procedures for Calling Special Member Requested Meeting.** If a special meeting is called by members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted, either by registered mail or email, to the President any Vice President, or the Secretary of this Corporation. The requested meeting will be held not less than thirty-five (35), nor more than ninety (90) days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty (20) days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors or the President.

### **SECTION 7: MEETINGS BY ELECTRONIC MEANS.**

Any regular meeting may be held by video conference or other communications equipment permitted by the Law, if all directors participating in the meeting can communicate with one another and all other requirements of the Law are satisfied. All such directors shall be deemed present in person at such meeting.

### **SECTION 8. BOARD OF DIRECTOR QUORUM.**

A majority of the seated members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are

present, no formal action shall be taken, and the meeting may adjourn without further notice.

#### **SECTION 9. MEMBER QUORUM.**

One third of the memberships then in effect or a number equal to a quorum of the Board of Directors presently in office, shall constitute a quorum of the members. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

### **ARTICLE VIII: ELECTION, ELIGIBILITY AND TERMS**

#### **SECTION 1. POWERS; EXERCISE BY BOARD.**

The Board of Directors shall serve without pay and shall be responsible for the business of the organization. This Board of Directors shall have general powers to the full extent allowed by law. All powers and activities of this Corporation shall be managed and controlled by the Board of Directors of this Corporation, by majority vote, to adopt rules and regulations governing the actions of the board.

#### **SECTION 2. NUMBER OF DIRECTORS.**

The number of Directors shall not be less than four (4) nor more than ~~fifteen~~nine (15)9), with the exact number of authorized directors to be determined from time to time by resolution of the Board of Directors by an amendment to these Bylaws. Directors of this Corporation must be members of this Corporation in good standing at the time of their election.

No more than one office may be held simultaneously by the same person, ~~except for the Chairperson of the Board position.~~

#### **SECTION 3. CONFLICTS OF INTEREST.**

**Section 3.1.** Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse them from the discussion and voting on said item.

**Section 3.2.** At all times, not more than forty-nine percent of the directors of this Corporation may be interested persons. An interested person means any sibling, spouse, domestic partner, or in-law of any such person.

#### **SECTION 4. ELECTION AND TERM OF OFFICE.**

The initial Board of Directors shall serve until their successors have been elected and seated at the first annual meeting of the Board. Except for the initial directors, the Members shall elect the Directors as prescribed by these Bylaws.

**Section 4.1. Term Limits.** A duly elected member of the board shall serve a term of 2 years. No director may serve for more than 4 consecutive years (two terms). If a director was appointed to the board prior to an election this term of service shall be counted towards the total of 4 consecutive years.

**Section 4.2. Nomination of Directors.** Nominations for directors shall be opened at no fewer than thirty (30) days before the annual meeting. Nominations may be made in

person at any General Planning Meeting or in writing including email by the closing date for nominations. Closing day for nomination shall be ten (10) days prior to the annual meeting. A member or director may not nominate themselves for election to the Board.

**Section 4.3. Selection of Board Member Candidates.** Eligibility to participate in the elections as a person running for a position on the Board of Directors shall be determined using the following guidelines:

- ~~i. The candidate must have attended a minimum of two (2) of the three (3) general meetings prior to the annual meeting and contributed to the organization, AND~~
- ~~ii. Attended and participated in a least one official event of Riverside LGBTQ+ Pride AND The candidate must have a minimum of twenty (20) volunteer hours with Riverside LGBTQ+ Pride.~~
- ~~iii.~~
- ii. Been a Member of the organization, in good standing, for sixty (60) days or more AND
- ~~iv.~~
- iii. Submission of a letter of intent regarding motivation to join Board of Directors AND
- iv Submission of a current resume with references, or
- v. Recent previous experience serving on a Community Organization Board of Directors.

The Board shall take into consideration the following when selecting candidates for the election of the Board:

- ~~i.~~
- i. The diversity of the board, including but not limited to, age, race, disability, gender, sexual orientation, religion (or non-religious), socioeconomic status, education, occupation, and other characteristics that shape a person's perspective, outlook, experience, and opinion;
- ~~ii.~~
- ii. Skills, talents, resources, and other needs for governance of the organization; and
- iii. The purpose and mission of Riverside LGBTQ+ Pride.

Directors may, with a majority Board vote, disqualify any candidate based upon the guidelines.

## **SECTION 5. ELECTION OF DIRECTORS.**

Directors shall be elected by a vote of the Directors and Members. Nominations will be presented to the voters.

**Section 5.1. Voting.** Each member in good standing shall have one vote on each matter

on which members are entitled to vote. The member must have qualified for membership 60 days prior to any meeting at which voting rights shall be exercised.

**Section 5.2. Voting by Electronic Ballot.** Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by electronic ballot shall be the day on which the first electronic ballot is solicited. If the Board, by resolution, fixes a record date for voting, the record date shall not be more than 60 days before the day on which the first electronic ballot is solicited.

#### **SECTION 6. VACANCIES.**

Vacancies may be filled by a majority vote of the seated members of the board and shall be placed on the ballot at the next Annual Meeting.

#### **SECTION 7. RESIGNATION AND REMOVAL OF DIRECTORS.**

Resignations shall be effective upon receipt in writing by the President or the Secretary of this Corporation, unless a later effective date is specified in the resignation. Any member of the Board of Directors may be removed, with or without cause, by a two-thirds vote of the seated members of the Board or General Members.

#### **SECTION 8. ACTION WITHOUT A MEETING.**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any director interested in a transaction so approved) shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

### **ARTICLE ~~VII~~IX: BOARD OF DIRECTORS**

In addition to the duties specified in this article, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law or by these Bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board shall from time-to-time assign.

#### ~~SECTION 1 CHAIRPERSON OF THE BOARD. ¶~~

~~The Pride Chair shall be the liaison between the Members and the Board. The Pride Chair shall preside at all Member meetings and attend all Board meetings. The Chair shall coordinate and provide in advance of monthly Member meetings the agenda to sitting Members. The Chair is ¶ solely elected by the Members with the prerequisite approval of the Board. The Pride Chair shall oversee Member development.~~

#### **SECTION 21. PRESIDENT.**

The President presides at all Board Meetings. The President shall coordinate and provide in advance of monthly Board Meetings the agenda to sitting Board and Members. The President shall see all books, reports and certificates required by law are properly kept or filed. The President may sign checks or drafts of organization of the organization. The President shall oversee Board development and insure there is an annual budget to submit for approval. The President oversees and presents nominations to the board for approval.

#### **SECTION 32. VICE PRESIDENT.**



The Vice President shall, in the absence of the President, carry out the duties of the President. The Vice President shall work closely with the President to ensure consistency and work on leadership development to be groomed to step up to the President role when appropriate. ~~In the absence of Chairperson of the Board, the Vice President shall carry out the duties until a replacement is voted onboard.~~ The Vice President shall preside at all Member meetings and attend all Board meetings. The Vice President shall coordinate and provide in advance of quarterly Member meetings the agenda to sitting Members.

#### **SECTION 43. SECRETARY.**

The Secretary shall keep a book of minutes and records of the organization at the principal office, or other place as the Board of Directors may order. The Secretary shall file any certificate required by any statute, federal or state. The Secretary shall distribute all official notices for this organization. The Secretary shall be the official custodian of the records and seal of this organization. The Secretary shall present to the Board at any meeting, any communication addressed to the organization. The Secretary shall attend to all correspondence of the organization. The Secretary shall distribute copies of minutes of meetings. The Secretary shall insure treasurer's reports and minutes of meetings are updated in Public Viewing and insure said information is available at the monthly Board meetings. The Secretary shall be required to participate in monthly board meetings. The Secretary shall collect and distribute mail.

#### **SECTION 54. TREASURER.**

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer shall ensure the development of the annual budget and fiscal plan to submit for board approval. The Treasurer shall oversee the budgetary and finance committee to develop the annual budget and fiscal plan. The Treasurer shall keep record of the organization's budget and prepare financial reports as needed. The Treasurer shall ensure that the annual tax filings are prepared and filed in a timely manner. The Treasurer shall deposit the funds of the organization in the bank account located at Board approved financial institution. The Treasurer must be one of two officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to endorse transactions.

~~The Treasurer shall render a treasurer's report each month that includes the name of the organization, the period which the report covers, the cash balance at the beginning of the period, the income received during the period, the expenses paid during the period, the cash balance at the end of the period and the signature of the treasurer. The Treasurer shall exercise all duties incident to the office of Treasurer. The Treasurer shall be required to participate in monthly board meetings.~~

At least two (2) Board Members must be present at any Riverside LGBTQ+ Pride event and/or fundraiser where money handling is required. If the Treasurer is unable to be one (1) of the Board Members present, the officers present shall, as soon as possible, turn over any monies collected to the Treasurer for deposit into the Bank Account of Riverside LGBTQ+ Pride.

#### **SECTION 6. DIRECTORS AT LARGE.**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, create specific Board Member Roles with titles specific to their skills, talents, and/or resources.

The Members at Large shall be required to participate in monthly board meetings.

~~**Section 6.1. Youth Director.** Youth is generally defined as those under the age of 18. Oversee partnerships with Riverside schools and area Youth LGBTQ+ programs. Create and maintain a “Riverside Youth Pride” group. Establish visibility at annual Riverside LGBTQ+ Pride event as “Youth Pride” and coordinate regular meetings and events for Riverside LGBTQ+ youth.~~

~~**Section 6.2. Marketing Director.** Oversee strategic marketing initiatives. This includes, but not limited to online social media, print materials, and media sponsorships (music, news, community media). Oversees marketing committee and works directly with other Directors to develop uniform marketing initiatives.~~

~~**Section 6.3. Outreach Director.** Oversee strategic partnerships within the community and develop volunteer’s recruitment, this includes organizing and participating in area events, markets, etc.~~

~~i. Community Committee~~

~~ii. Volunteer Coordinator/Committee~~

~~iii. Accessibility Committee: Shall work closely with the other Standing Committees to ensure accessibility needs are being considered, and accommodation requests are implemented.~~

~~**Section 6.4. Operations Director.** Oversee the annual Pride Festival.~~

~~i. Entertainment Committee~~

~~ii. Parade Committee~~

~~iii. Vendor Committee~~

~~**Section 6.5. Fundraising Director.** Develops fundraising strategies, formulates solicitation procedures, and oversees all fundraising activities. Identifies new donor bases, directs, and coordinates solicitation of funds. The Fundraising Director acts as liaison with funding partners and organizations. Leads grant-writing efforts.~~

~~**Section 6.6. Five (5) Community Directors.** These Directors shall provide information, ideas, and suggestions from the community. They participate and support the efforts of the Board. They shall maintain a leadership role in the committees. Directors at large may hold specific positions to reflect their focused areas of responsibilities on the board.~~

## **SECTION 7. FEES AND COMPENSATION.**

Directors, Members, and Members of Committees may not receive any compensation for their services as such but may receive reasonable reimbursement of expenses incurred in the performance of their duties, as may be fixed or determined by resolution of the Board of Directors.

Directors may receive compensation for professional services rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the Board. Not more than 49% of the Directors may serve the organization in some other capacity for which compensation is paid.

## **SECTION 8. GIVING POLICY**

All Board members are required to make contributions toward Riverside LGBTQ+ Pride by making a direct monetary donation, or via other community members donating on the Board Member's behalf, or via personal fundraising (not a Pride affiliated fundraising event). Contributions must be equivalent annually to at least five hundred US Dollars (\$500), in cash or in-kind donation. Contributions can be given anytime during the calendar year, and must be paid in full by the end of the fiscal year. Failure to follow giving policy is grounds for removal from the Board of Directors.

## **ARTICLE X: COMMITTEES**

The Board shall create committees as the Bylaws describe in Article VI and ad hoc committees as needed. The Board of Directors shall establish Task Committees as it deems necessary. Committee tasks and operating budgets shall be determined by the Board of Directors. Each Task Committee shall have no power to act except as specifically directed by the Board of Directors. The head of the Committee must be a current Board Member, or past Board Member and Riverside LGBTQ+ Pride Member in good standing. Committee members do not need to hold Memberships to participate on a Committee.

### **Section 1. Executive Committee**

- i. This committee shall be made up of the President, Vice President, the ~~Chairperson of the Board~~ Treasurer, and the Secretary.

### **Section 2. Finance Committee**

- i. This committee shall be chaired by the Treasurer of the Board.
- ii. This committee shall be made up of the Executive Committee and interested Board Members.

## **ARTICLE XI. NON-DISCRIMINATION.**

Pride does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members, volunteers, subcontractors, vendors, and attendees.

## **ARTICLE XII. INDEMNIFICATION**

To the fullest extent permitted by law, this corporation shall indemnify its "agents," as described in Section 5238(a) of the Law, including its directors, officers, members, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of

any other rights to which such persons may be entitled apart from this Article.

As fully permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have power to purchase and maintain insurance fully permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agents’ status as such, or to give other indemnification to the extent permitted by law.

#### **ARTICLE XIII: POLICIES AND PROCEDURES.**

The Board shall adopt and adhere to formal policies on conflict of interest, whistleblower protection, and document destruction and retention. Such policies may be adopted or amended by a majority vote of the Board Members present at any meeting if quorum is met.

#### **ARTICLE XIV: AMENDMENTS AND REVISIONS**

These by-laws may be amended by a two-third vote of Members present at any meeting, provided a quorum is present and provided a copy of the proposed amendments is distributed to each Member in advance of said meeting.

#### **ARTICLE XV: DISSOLUTION**

Upon dissolution of this Corporation, any remaining assets will be distributed to other nonprofit organizations with similar goals and purposes, as determined by the Board.

~~Read: 04/22/2021~~

~~Signed:~~

~~Sean Maulding Meg Kott~~

~~Sean Faustina-Smolak~~  
~~Francisco Rodriguez~~