

Consolidated Association of Pride, Inc.

BYLAWS

ARTICLE ONE

1. NAME & OFFICE

The name of this Organization shall be the Consolidated Association of Pride, Inc. ([CAPI] or [the Organization]) and its principal office of business shall be located in any of the fifty-eight (58) counties of the State of California.

ARTICLE TWO

2. DEFINITIONS & INTERPRETATION

2.1	Pride Celebration	A parade, march, rally, festival, arts festival, cultural activity or other event activity organized for people identifying as lesbians and/or gay men and/or bisexuals and/or transgender persons and promoting the visibility of those persons and commemorating the Stonewall Riots or a similar historic event/annual festival as organized by a Pride Organization as defined in Section 2.2 below
2.2	Pride Organization	A not-for-profit organization or group whose purpose and principal activity shall be to organize Pride Celebrations
2.3	Board	The President, Two (2) Vice Presidents, Secretary, and Treasurer
2.4	Officer	A member of the Board
2.5	Delegate	The individual designated by a General Member to represent that organization at the AGM, an ESM, and throughout the year
2.6	Alternate Delegate	The individual designated by a General Member to represent that organization at the AGM, an ESM, and throughout the year in the absence of the Delegate
2.7	Incapacity	Mental and/or physical disorder which, in the opinion of a qualified medical doctor and/or psychologist, shall render a person incapable of discharging their duties as a Officer, Delegate or Alternate Delegate
2.8	AGM	The Annual General Meeting of the Consolidated Association of Pride Inc.
2.9	ESM	An Emergency Special Meeting of the Consolidated Association of Pride Inc., called by the Board to conduct business on an emergency basis that cannot be delayed until the next AGM
2.10	Conference	A single or multi-day event sponsored by CAPI for the purpose of providing networking and educational opportunities for its Members
2.11	Hosting Organization	The General Member designated to organize and host a Conference, AGM or ESM
2.12	General Member	A Pride Organization which shall be situate within Alaska, Arizona, California, Hawaii, Idaho, Kansas, Montana, New Mexico, Nevada, Oklahoma, Oregon, Texas, Utah, Washington, Wyoming, or Mexico, which shall have accounted for its Dues in accordance with these bylaws, and have produced a Pride Celebration during the fifteen (15) months prior to submittal of their Membership Application
2.13	Associate Member	An Organization that does not meet the qualifications for General Membership. that has accounted for its Dues in accordance with these bylaws, and wishes to enjoy the Member Benefits accorded Associate Members (non-voting)
2.14	Individual Member	An individual who has accounted for their dues in accordance with these bylaws and wishes to enjoy the Member Benefits accorded Individual Members (non-voting)
2.15	Active Members	Members who have attended at least one of the last two conferences

2.16	Member Benefits	Those benefits that a General Member, Associate Member, or Individual Member enjoys that are unavailable to non-member organizations or individuals
2.17		Where the plural or singular is used it shall, where the context so admits, include the other

ARTICLE THREE

3. **PURPOSE**

This Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of the United States of America and subject thereto. The nature of the business to be conducted or promoted is to promote Lesbian/Gay/Bisexual/Transgender Pride on a regional level by:

- 3.1 Conducting educational programs for its Members.
- 3.2 Facilitating networking and sharing of information related to promoting and organizing Pride Celebrations and educational events between its Members.
- 3.3 Conducting a joint promotion campaign on behalf of its Members.
- 3.4 Empowering and supporting Pride Organizations in their efforts planning Pride Celebrations.
- 3.5 Provide a means to speak with a unified voice with respect to issues of common concern to its Members.
- 3.6 Mission Statement: CAPI is dedicated to networking and serving as a role model in advancing the Pride of our communities.

ARTICLE FOUR

4. **MEMBERSHIP**

4.1 **Membership Categories**

- 4.1.1 **GENERAL MEMBERSHIP**: Any Pride Organization situated within Alaska, Arizona, California, Hawaii, Idaho, Kansas, Montana, New Mexico, Nevada, Oklahoma, Oregon, Texas, Utah, Washington, Wyoming, or Mexico, that has organized a Pride Celebration within the fifteen (15) months prior to submittal of their application shall be eligible for General Membership upon submitting a CAPI Membership Application and accounting for their Dues in accordance with these bylaws.
- 4.1.2 **ASSOCIATE MEMBERSHIP**: Associate Membership shall be available to an organization that does not meet the qualifications for General Membership and wishes to enjoy the Member Benefits accorded to Associate Members. Any Organization shall be eligible for Associate Membership upon submitting a CAPI Membership Application and accounting for their Dues in accordance with these bylaws. (non-voting)
- 4.1.3 **INDIVIDUAL MEMBERSHIP**: An individual, who wishes to enjoy the Member Benefits accorded to Individual Members, shall be eligible for Individual Membership upon submitting a CAPI Membership Application and accounting for their Dues in accordance with these bylaws. (non-voting)
- 4.2 General Membership, Associate Membership, and Individual Membership shall run from the January 1 to December 31.
- 4.3 General Members, Associate Members and Individual Members shall not discriminate on the basis of age, sex, race, color, creed, religious affiliation or belief, national origin, physical disability, financial situation and/or economic status, familial status, gender, gender identity or transgender status, health status, immigration status, marital status, veteran status, social status, political affiliation or belief, affectional affiliations, sexual orientation or perception of any of the aforementioned.

ARTICLE FIVE

5. BOARD

5.1 Composition

The Board shall consist of a President, two (2) Vice-Presidents, a Secretary and a Treasurer. In seeking to fill these positions the Organization will strive to achieve the goal of gender diversity.

5.2 Roberts Rules of Order

Meetings shall be governed by Roberts' Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law. Meetings may be governed otherwise if resolved to do so "in session."

5.3 Voting

5.3.1 Each member of the Board shall be entitled to one (1) vote.

5.3.2 There shall be no postal or proxy voting.

5.4 Non Assignment

No Board member may assign to an attorney or otherwise appoint an agent to act on her/his behalf, nor vest any powers or responsibilities vested in her/him relative to their capacity as a member of the Board.

5.5 Meetings

5.5.1 The Board shall meet at any time as deemed necessary, but no less than one time per year.

5.5.2 The members of the Board may participate in meetings by telephonic/electronic means and this shall constitute presence in person.

5.6 Powers

Subject to California law, the Articles of Incorporation and these bylaws, all corporate powers shall be exercised by or under the direction of the Board.

5.7 Duties

5.7.1 The Board shall:

5.7.1.1 Act on applications for CAPI Membership.

5.7.1.2 Act on petitions for waiver of Membership Dues.

5.7.1.3 Determine General Member Benefits, Associate Members Benefits and Individual Member Benefits.

5.7.1.4 Extend specific Benefits to non-members on a case-by-case basis.

5.7.1.5 Determine CAPI Conference frequency and format guidelines for use by Hosting Organizations.

5.7.1.6 Review budgets submitted by CAPI Conference Hosting Organizations.

5.7.1.7 Authorize extra-budgetary expenditures.

5.7.1.8 Formulate and implement Organizational Policies.

5.7.1.9 Make Emergency Policy decisions.

5.7.1.10 Make day-to-day operating decisions.

5.7.1.11 Call an ESM of the Membership.

5.7.1.12 Propose amendments to these bylaws as specified in Article Twelve.

5.7.1.13 Exercise all powers not otherwise specified in these bylaws.

5.7.2 The President shall:

5.7.2.1 Provide vision, direction and leadership for the Organization.

5.7.2.2 Preside at all Board meetings, the AGM and ESMs.

- 5.7.2.3 Oversee the execution of the business of the Organization including meetings, Conferences and the joint promotion campaign.
- 5.7.2.4 Speak on behalf of the Organization.
- 5.7.2.5 Make disbursements of Organizational funds for expenditures approved by the Board in the absence of the Treasurer.
- 5.7.2.6 Be the signatory on the bank account of the Organization and a signatory on other financial documents as needed in the absence of the Treasurer.
- 5.7.2.7 Exercise and perform such other powers and duties as may from time-to-time be assigned by the Board or prescribed by these bylaws.
- 5.7.3 The Vice-Presidents shall:
 - 5.7.3.1 Perform the duties of the President in the absence of the President.
 - 5.7.3.2 Enforce or reassign implementation of policies, plans of action, or other corporate activities.
 - 5.7.3.3 Oversee all committees and programs of the Organization.
 - 5.7.3.4 Exercise and perform such other powers and duties as may from time-to-time be assigned by the Board or prescribed by these bylaws.
- 5.7.4 The Secretary shall:
 - 5.7.4.1 Keep the seal of the Organization in safe custody and affix it to such papers and instruments as may be required in the regular course of business.
 - 5.7.4.2 Supervise the keeping of all records of the Organization.
 - 5.7.4.3 Maintain a current roster of the Officers, Delegates and Alternate Delegates.
 - 5.7.4.4 Maintain a current roster of General Members, their Pride dates, and appropriate statistical information.
 - 5.7.4.5 Maintain a current roster of Associate Members and Individual Members, and appropriate statistical information.
 - 5.7.4.6 Give, or cause to be given, notice of all meetings of the Board, AGM, ESMs, and Conferences.
 - 5.7.4.7 Prepare the agenda for all meetings of the Organization.
 - 5.7.4.8 Minute all meetings of the Board and handle distribution thereof.
 - 5.7.4.9 Minute all electronic meetings of the Board and handle distribution thereof.
 - 5.7.4.10 Minute all plenary sessions of the AGM and handle distribution thereof.
 - 5.7.4.11 Minute all ESMs and handle distribution thereof.
 - 5.7.4.12 Prepare and submit all reports as required by law or the Board.
 - 5.7.4.13 Have such other powers and perform such other duties as may be prescribed by the Board.
- 5.7.5 The Treasurer shall:
 - 5.7.5.1 Receive and safely keep all funds of the Organization and deposit them in the Organization's account.
 - 5.7.5.2 Be the signatory on the bank account of the Organization and a signatory on other financial documents as needed.
 - 5.7.5.3 Make disbursements of Organizational funds for expenditures approved by the Board.
 - 5.7.5.4 Supervise the keeping of all financial records of the Organization.
 - 5.7.5.5 Prepare and submit all financial reports as required by law or the Board.
 - 5.7.5.6 Present a financial report at all meetings of the Board and at the AGM.
 - 5.7.5.7 Prepare and present the yearly budget for approval by the Delegates at the AGM.
 - 5.7.5.8 Have such other powers and perform such other duties as may be prescribed by the Board.

5.8 Conflict of Interest

All actions and decisions made by the Board shall benefit the entire Membership, and not any single individual or Member at the expense of the whole.

5.9 Election

5.9.1 Eligibility

- 5.9.1.1 A nominee must be present at the AGM, have been present at either of the two (2) immediate past AGMs, and must be endorsed in writing by their General Member organization.
- 5.9.1.2 No more than two (2) people from the same General Member and/or city may be elected. In the event that more than two (2) are nominated there shall be a ballot to determine which two (2) names shall go forward.
- 5.9.1.3 At no time shall the two (2) Vice Presidents be from the same organization or city.

5.9.2 Nominations

- 5.9.2.1 Nominations will be accepted from the floor at the opening plenary session at the AGM.
- 5.9.2.2 Nominations may be made by credentialed Delegates only.
- 5.9.2.3 Subject to Section 5.9.1.1 above a nominee may nominate her/himself.
- 5.9.2.4 An individual may accept nomination for only one (1) position.

5.9.3 Interview

Time shall be allocated at the AGM to allow the Members to interview the nominees.

5.9.4 Voting

- 5.9.4.1 Each General Member will have one (1) vote as exercised by their Delegate.
- 5.9.4.2 Voting will take place by secret ballot.
- 5.9.4.3 The Board shall appoint two (2) tellers (neither being a nominee) to supervise the ballot.
- 5.9.4.4 The nominee who shall receive fifty percent plus one (50% + 1) of the votes cast will be elected.
- 5.9.4.5 Where there shall be more than two (2) nominees for a position and none receives fifty percent plus one (50% + 1) of the vote on a given ballot, there will be a series of ballots with the nominee polling the least number of votes being dropped from the ballot at each stage.
- 5.9.4.6 In the event of a tie the voting process will be repeated.

5.10 Replacement

5.10.1 A vacancy shall arise in the event of the resignation, death, incapacity or removal of an Officer.

5.10.2 An Officer shall be removed where:

- 5.10.2.1 An Officer shall be adjudged by the Members to have committed any act of fraud or dishonesty relating to their role and responsibilities as an Officer.
- 5.10.2.2 In the unfettered opinion of the Members, an Officer shall have acted contrary to the aims and objectives of the Organization or shall have otherwise brought the Organization into disrepute.
- 5.10.2.3 There shall be a two-thirds (2/3) majority vote of the total General Membership to the effect that an Officer be removed.
- 5.10.2.4 An Officer shall be removed if convicted of a criminal offense or felony in respect of matters of theft and/or financial probity. The General Members may, however, take into account the gravity of such offense and may, by two-thirds (2/3) majority, resolve not to remove that Officer.

5.10.3 Where a vacancy shall arise the Board will appoint a replacement.

5.11 Term

- 5.11.1 Officers shall be elected to two-year staggered terms. President, Secretary, and one (1) Vice President shall be elected in one (1) cycle. Treasurer and one (1) Vice President shall be elected in the other.
- 5.11.2 No one shall serve more than three (3) consecutive terms in any combination of offices and no one shall serve more than two (2) consecutive terms in any one (1) office.

ARTICLE 6

6. DELEGATE

6.1 Number

Each General Member may appoint one (1) Delegate plus one (1) Alternate Delegate who shall act as a Delegate in the Delegate's absence.

6.2 Term

Delegates and Alternate Delegates shall be appointed from AGM to AGM.

6.3 Appointment

Each General Member shall supply a letter upon its official stationery at the AGM stating whom the Delegate and Alternate Delegate shall be for the year ahead. Each General Member may, by similar letter delivered to the Secretary, revoke the appointment and appoint a replacement at any time.

6.4 Duties

It shall be the duty of the Delegates to:

- 6.4.1 Elect and, if necessary, remove Officers.
- 6.4.2 Select the sites, dates and Hosting Organizations, for the AGM and Conferences.
- 6.4.3 Approve the annual budget.
- 6.4.4 Approve amendments to these bylaws as specified in Article Twelve.
- 6.4.5 Attend such meetings and/or participate in conference calls as directed by the Board.
- 6.4.6 Act as the contact person for the General Member they represent, advising the Secretary of their event date, contact information and other pertinent information.
- 6.4.7 Perform any and all duties imposed by statute, the Articles of Incorporation and these bylaws.

6.5 Replacement

A vacancy shall arise and removal occur in the same terms as described in Section 5.10 above save that:

- (i) The words "a Delegate" shall be read for "an Officer."
- (ii) Where a vacancy shall arise, this shall be first filled by the Alternate Delegate, and thereafter the General Member shall appoint a replacement by letter delivered to the Secretary within forty-five (45) days of the vacancy arising.

6.6 Conflict of Interest

All actions and decisions made by the Delegates shall benefit the entire Membership, and not any single individual or Member at the expense of the whole.

ARTICLE SEVEN

7. QUORUM

7.1 Board

- 7.1.1 A quorum of the Board shall consist of fifty percent plus one (50% + 1) of the Board members.
- 7.1.2 An electronic quorum of the Board shall consist of fifty percent plus one (50% + 1) of the Board members voting within a seventy-two (72) hour period.

7.2 General Membership

A simple majority of fifty percent plus one (50% + 1) of all credentialed Delegates present at the AGM or

an ESM shall constitute a quorum at the AGM or an ESM.

ARTICLE EIGHT

8. ANNUAL GENERAL MEETING (AGM) AND EMERGENCY SPECIAL MEETING (ESM)

8.1 Frequency

- 8.1.1 The AGM shall be held at least once each calendar year and not later than fifteen (15) months following the adjournment of the previous AGM.
- 8.1.2 An ESM shall be held whenever deemed necessary, but only to conduct business on an emergency basis that cannot be delayed until the next AGM.

8.2 Situs

- 8.2.1 The location of the next AGM shall be confirmed at the preceding AGM.
- 8.2.2 The location of an ESM shall be determined by the Board.

8.3 Notice

Thirty (30) days notice of the AGM or an ESM shall be given to the Membership in writing.

8.4 Roberts Rules of Order

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law. Meetings may be governed otherwise if resolved to do so "in session."

8.5 Voting

- 8.5.1 Within twenty-four (24) hours of the opening of the AGM or ESM, each General Member shall submit in writing the name of its Delegate and Alternate Delegate.
- 8.5.2 The Delegate, together with the Alternate Delegate, shall act as the authorized representative and spokesperson of the General Member.
- 8.5.3 Each General Member shall be entitled to one (1) vote.
- 8.5.4 The Delegate may delegate the voting and signing authority to the Alternate Delegate.
- 8.5.5 Other organizations and persons may attend the AGM or ESM as non-voting observers.

ARTICLE NINE

9. DUES

- 9.1 The Organization shall collect an Annual Membership Fee also known as Dues as follows:

- 9.1.1 **GENERAL MEMBERS:** A General Member whose annual budget is USD \$0 to \$25,000 shall be USD \$50; annual budget of USD \$25,001 to \$50,000 shall be USD \$100; annual budget of USD \$50,001 to \$75,000 shall be USD \$150; annual budget of USD \$75,001 to \$100,000 shall be USD \$200; annual budget of USD \$100,001 to \$200,000 shall be USD \$400; annual budget of USD \$200,001 to \$400,000 shall be \$600; annual budget in excess of USD \$400,000 shall be \$800.
- 9.1.1 **ASSOCIATE MEMBERS:** USD \$250 from each Associate Member whose annual budget shall be in excess of \$350,000, USD \$125 from each Associate Member whose annual budget shall be between US \$50,000 to \$350,000, and USD \$50 from each Associate Member whose annual budget shall be less than \$50,000.
- 9.1.2 **INDIVIDUAL MEMBERS:** USD \$25

- 9.2 Dues may be waived in whole or in part upon submission to the Board of a written petition for waiver.

- 9.3 The due date of accounting for Dues shall be December 31 of each year, with a deadline of ninety (90) days

thereafter. The Board may enforce, at their discretion, a late payment fee of twenty percent (20%) of the Dues payable.

ARTICLE TEN

10. FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31 in each year.

ARTICLE ELEVEN

11. DEDICATION OF ASSETS

- 11.1 The profits and assets of the Organization are irrevocably dedicated to public or charitable purposes.
- 11.2 No part of the net earnings, properties or assets of the Organization, upon dissolution or otherwise, shall inure to the benefit of any individual or private person, employee, Delegate, General Member, Individual Member or Officer of the Organization.
- 11.3 Reasonable expenses for duties fulfilled by a Board member shall be reimbursable with the approval of the Board.
- 11.4 Upon liquidation or dissolution, all properties assets and obligations shall be distributed and paid to an organization dedicated to the same or similar purposes, exempt under California Law provided that such organization continues to be recognized as an exempt organization as specified in Internal Revenue Code, Section 501(c)(3).

ARTICLE TWELVE

12. AMENDMENTS

- 12.1 Amendments to these bylaws shall be proposed to the membership by the Board at the opening plenary of the AGM.
- 12.2 Bylaw amendments may only be made by an affirmative two-thirds (2/3) majority vote of the Delegates at the AGM.

ARTICLE THIRTEEN

13. DISSOLUTION

- 13.1 A motion to dissolve CAPI will only be in order if the Members have been advised of the motion as part of an AGM or ESM notice, and at least thirty (30) days in advance of the meeting where a vote will be taken.
- 13.2 A motion to dissolve must be passed by an affirmative two-thirds (2/3) majority vote of the total General Membership.

ARTICLE FOURTEEN

14. GOVERNING LAW & JURISDICTION

- 14.1 These bylaws shall be governed by and construed in accordance with the laws of the State of California in the United States of America whose courts shall be deemed those of competent jurisdiction.
- 14.2 These bylaws shall be read in conjunction with, shall be subordinate to, and should a conflict exists give way to, the Articles of Incorporation.