

BY-LAWS OF CATAWBA VALLEY PRIDE, INC.

VISION

PRIDE: People Representing Individuality, Diversity and Equality.

MISSION

To provide an annual opportunity to generate celebratory, cultural, artistic, and educational events which affirm the lives of lesbian, gay, bisexual, transsexual, transgender, two-spirited people, and supporters through activities which promote unity, inclusion, and awareness of sexual and gender diversity as well as to increase public awareness of the LGBT (Lesbian, Gay, Bisexual, Transgendered) community so as to eliminate homophobia, transphobia, and discrimination.

GOALS

- to produce and promote pride events for the Catawba Valley/Unifour area of North Carolina.
- to create forums through which lesbian, gay, bisexual, transgender, and heterosexual people can express their creativity, visibility, unity, diversity, and contribution to the community with dignity.
- to nurture cultural and artistic expression throughout the community.
- to educate, commemorate, and celebrate lesbian, gay, bisexual, and transgender history, uniqueness, and diversity in all the facets of our communities.

SERVICE AREA

Catawba Valley Pride focuses on but is not limited to serving residents of the following counties: Alexander, Burke, Caldwell, Catawba, Gaston, Iredell, Lincoln and McDowell.

ARTICLE I Offices

1.1 PRINCIPAL OFFICE. The principal office of the corporation shall be located at 411 10th Street Drive NW, Hickory, Catawba County, North Carolina 28601, or at such other location as may be determined by the Board of Directors.

1.2 REGISTERED OFFICE. The registered office of the corporation shall be located at 411 10th Street Drive NW, Hickory, Catawba County, North Carolina 28601 or at such place within the State of North Carolina as may, from time to time, be fixed and determined by the Board of Directors.

1.3 OTHER OFFICES. The Corporation may have other offices at such other places, either within or outside the State of North Carolina, as the Board of Directors may from time to time determine.

ARTICLE II General Provisions

2.1 CORPORATE SEAL. The Corporate Seal shall be in such form and shall be approved from time to time by the Board of Directors. Either an embossed or an imprinted seal, or both, may be used, as the needs of the corporation dictate. Alternatively, if applicable law allows operation without a seal, no seal is necessary.

2.2 BOOKS AND RECORDS. The Board of Directors shall cause to be kept:

2.2.1 Records of all proceedings of the Board of Directors and Committees;
and

2.2.2 Such other records and books of accounts as shall be necessary and appropriate to the conduct of a nonprofit corporation with tax exempt status.

2.3 DOCUMENTS. The Board of Directors shall cause to be kept at the registered office of the corporation the originals or copies of:

2.3.1 All records of proceedings of the Board of Directors and Committees;
and

2.3.2 Articles of Incorporation and By-Laws of the corporation and amendments thereto.

2.4 FISCAL YEAR. The fiscal year of the corporation shall follow the calendar year.

2.5 AMENDMENT OF BYLAWS. Except as otherwise herein provided, these By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a three-fourths (2/3) majority of the directors then holding office at any regular or special meeting of the Board of Directors.

2.5.1 The Board of Directors shall not have the power to adopt any By-Law providing for the management of the corporation other than by the Board of Directors.

2.5.2 The Board of Directors shall not have the power to adopt any By-Law which would cause the corporation to lose its tax exempt status as a charitable corporation by the Internal Revenue Service or by the North Carolina Department of Revenue.

ARTICLE III
Board of Directors

- 3.1 NUMBER, TERM AND QUALIFICATIONS.** There shall be twelve (12) members of the Board of Directors.
- 3.1.1** The Board of Directors shall be divided into three (3) annual classes, consisting of four (4) members each
- 3.1.2** Members shall serve terms of office of three (3) years each, with all Members graduating from service with their annual class.
- 3.1.2.1** Members may serve a maximum of Five (5) complete terms and one (1) unexpired term of office.
- 3.1.2.2** Members that have served the maximum allowable terms may serve additional terms, to a maximum of one (1) unexpired term and two (2) additional complete terms of office, after the passage of one (1) complete term of office (two (2) years) subsequent to their graduation from the Board.
- 3.1.2.3** In the event that no individual is willing to accept the position of a Member that has served the maximum term of office, the graduating Member may continue to serve, on a year-to-year basis, until such Members successor shall have been elected and qualified.
- 3.1.3** All Members shall be residents of the State of North Carolina.
- 3.2 CHANGE IN NUMBER OF DIRECTORS.** The number of Members may be changed by a two-thirds (2/3) vote of the total number of then serving members Board of Directors.
- 3.3 ELECTION OF DIRECTORS.** The method of nomination and election of members shall be determined by the Board.
- 3.4 REMOVAL OF DIRECTORS.** Any Member may be removed from office with or without cause by a vote of a two-thirds (2/3) majority of the Members entitled to vote at an election of Members.
- 3.4.1** If any Member shall be so removed, a new Member may be elected at the same meeting.
- 3.4.2** Any Member who is considered for removal from the Board of Directors shall be entitled to written notice delivered to such Director at least ten (10) days prior to the Board meeting at which such removal shall be considered. Such notice shall state the

reasons justifying such Members removal with reasonable specificity to allow the Member to respond to the same.

3.4.2.1 Any Member considered for removal may be represented by an attorney licensed to practice law in the State of North Carolina or any other individual that such Member chooses to retain at such Member's own cost and expense.

3.4.2.2 Any Member considered for removal shall have a reasonable opportunity to appear before the Board, to hear the allegations against such Member, and to respond to the same.

3.5 POWERS OF THE BOARD. The Board of Directors shall have the general management and control of the business affairs and property of the corporation, and may exercise all powers with regard thereto, except such as are by law expressly forbidden.

3.6 VACANCIES. Any vacancy in the Board of Directors may be filled by a majority of the remaining Members, though less than a quorum, or by the sole remaining director.

3.6.1 In the event of the resignation of a Member to take effect at a future date, the Board of Directors, at any time after tender of such resignation may elect a successor to such director to take office as of the effective date of such resignation.

3.7 ADVISORY BOARD. The Board of Directors, by majority vote, may create an Advisory Board of such individuals who are willing to assist with the organization, but because of conflicts of interests, time constraints or other reasons, may not be willing or able to serve as members of the Board of Directors.

3.7.1 The Advisory Board may be comprised of as many members as the Board of Directors may determine appropriate.

3.7.2 Members of the Advisory Board shall serve terms of one (1) year each, such terms running concurrent with that of other Board Members of the Organization.

3.7.2.1 The Board of Directors shall determine annually whether to re-appoint an individual to the Advisory Board.

3.7.2.2 Advisory Board members may serve an indefinite number of terms.

3.7.2.3 Procedures applicable to the Board of Directors for removal, resignation, etc. shall be applicable to the Advisory Board.

3.7.3 Members of the Advisory Board shall not have the right to participate in Board Meetings unless invited by the President, or upon a majority vote of Board Members present at a particular meeting.

ARTICLE IV Meetings of Directors

4.1 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be at such a time and place as may be determined by the Board of Directors.

4.1.1 Not less than four (4) Regular Meetings of the Board of Directors shall be scheduled during any fiscal year.

4.1.2 Regular Meetings of the Board of Directors may be held without individual notice, provided that such meetings occur either on the same day or date each month that meetings are scheduled.

4.1.3 A schedule for meetings to be held during the following fiscal year shall be adopted by the Board not later than the last meeting of the preceding fiscal year, and such calendar of meetings be included in the Minutes and readily available for distribution upon request.

4.2 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board or any two (2) directors.

4.2.1 Special meetings shall not be called on not less than two (2) business days notice.

4.2.2 The purpose of the Special Meeting shall be placed in the notice, and no other business shall be taken up by the Board at such Meeting.

4.2.2.1 Notice of Special Meetings shall be directed to each Member at his or her preferred location of receiving such notices as provided to the Secretary/Treasurer of the Board.

4.2.2.2 Notice of Special Meetings may be given by mail, cable, telegram, electronic mail, fax, private courier, personal delivery, or any other method calculated to give actual method to the Board Member sufficiently prior to the Special Meeting to allow preparation for and attendance at such meeting.

- 4.3 EMERGENCY MEETINGS.** Emergency Meetings may be called by the Executive Director or Chairman of the Board, or in the absence of both by any Member, giving such notice as may be reasonable under the circumstances constituting the emergency.
- 4.3.1** No business other than the emergency may be discussed or undertaken at an emergency meeting.
- 4.3.2** Any action taken at such Emergency Meeting must be placed on the agenda for discussion and ratification by the Board at the next regularly scheduled meeting of the Board.
- 4.4 PLACE OF MEETINGS.** All meetings of the Board of Directors shall be held at the principal office of the corporation or such other location as designated by the Executive Committee.
- 4.4.1** In the absence of the designation of such other location, meetings shall be held at the principal office of the Corporation.
- 4.4.2** Upon appropriate designation and notice to the Members, such meetings may be held at such other place, within or outside the State of North Carolina, as may be designated in a duly executed waiver of notice of such meeting or as may be otherwise agreed upon in advance of the meeting by a majority of the directors.
- 4.5 OBJECTIONS TO MEETINGS.** The presence of a Member at any meeting shall constitute a waiver of notice of that meeting, except when such Member attends the meeting solely for the purpose of objection to the transacting of any business thereat on the ground that the meeting has not been lawfully called.
- 4.5.1** Such objections shall attain priority on the agenda and shall be discussed immediately upon calling the meeting to order and taking roll.
- 4.5.2** Participation in such meeting by a Board Member after objecting to the calling of such meeting shall not constitute a waiver of objection on the part of the Board Member.
- 4.6 MEETING ATTENDANCE.** Any Member who is unable to attend a regularly scheduled meeting shall notify the Chairperson of the Board of Directors or their designee within twenty-four (24) hours of the scheduled meeting.
- 4.6.1** Any Member who presents a reasonable excuse for such Members non-attendance at a Regular Meeting of the Board shall be deemed to have an "Excused Absence".

- 4.10 INFORMAL ACTION OF BOARD.** Action taken by a majority of the Members without a meeting shall constitute Board action if written consent to the action in question is approved by the Board at the next following Regular Meeting.
- 4.11 RESIGNATIONS.** Any director may resign at any time by giving written notice to the President or the Secretary/Treasurer of the Corporation.
- 4.11.1** Such resignation shall take effect at any time specified therein, or if no time is specified therein, at the time such resignation is received by the President or Secretary of the corporation unless it shall be necessary to accept such resignation before it becomes effective, in which event the resignation shall take effect upon its acceptance by the Board of Directors.
- 4.11.2** Unless otherwise specified within the written resignation document, the acceptance of any such resignation shall not be necessary to make it effective.
- 4.11.3** Once tendered, a resignation may not be rescinded absent the approval of a majority of the remaining Members.

ARTICLE V Officers

- 5.1 ELECTION OF OFFICERS.** The Board of Directors shall elect officers for the corporation consisting of a President, Vice President, Secretary and Treasurer.
- 5.1.1** No two (2) offices shall be held by the same person.
- 5.1.2** Said officers shall hold office until their successors are elected and qualified.
- 5.2 REMOVAL OF OFFICERS.** The President, Vice President, President-Elect, Secretary or Treasurer may be removed, either with or without cause, by vote of a majority of the whole Board of Directors at a special meeting of the Board called for that purpose.
- 5.2.1** The removal of any person from office shall be without prejudice to the contract rights, if any, of the person so removed.
- 5.3 RESIGNATION.** Any officer may resign at any time by giving written notice to the Board of Directors through the President or Secretary of the corporation.
- 5.3.1** Any such resignation shall take effect upon its tender to the President or Secretary or at any meeting of the Board of Directors

where the same shall be tendered, or at such future date as the person resigning the office may specify, to a maximum of sixty (60) days subsequent to such tender.

5.3.2 Resignation by any officer from office need not be accepted by the Board of Directors to become effective.

5.3.3 Resignation from any office within the corporation does not equate to resignation from the Board of Directors unless the same shall specifically so state.

5.4 VACANCIES. A Vacancy in any office because of death, resignation, removal or disqualification, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws, for regular appointments or elections to such offices.

5.5 DUTIES OF OFFICERS

5.5.1 PRESIDENT. The President shall serve as Chairperson of the Board of Directors and shall preside at all meetings of the directors subject to such regulations and restrictions as the Board of Directors may, from time to time, determine.

5.5.2 PRESIDENT ELECT. The President-Elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The President-Elect shall serve as the chairperson of the Strategic Planning Committee and will be a voting member of the Board of Directors. The President-Elect shall, with the advice and counsel of the President, appoint vice-chairpersons of the standing committees subject to the approval of the Board of Directors.

5.5.3 VICE PRESIDENT. The Vice President shall perform the duties of the President in the absence of the President and President-Elect or in the event of his/her inability or refusal to act. Additional duties include those that may be assigned by the President. The Vice President is to provide general supervision of the committee chairs and committees.

5.5.4 SECRETARY. The Secretary shall maintain the Minute Book of the Corporation, give notice of all meetings as is provided by the By-Laws and have legal custody of all books, records, and papers of the corporation, whether or not such person shall have actual physical custody of such records.

5.5.5 TREASURER. The Treasurer shall insure the proper receipt and disbursement of all funds of the corporation, shall keep and maintain detailed, accurate records of all funds belonging to the

corporation, shall deposit all corporation funds into such bank accounts as may be designated by the Board of Directors and shall provide for inspection of any and all financial records upon request by the Board of Directors.

5.5.6 PAST PRESIDENT. The Past President shall continue as a Board Member for one year after stepping down as President. The Past President shall be considered part of the Executive Committee and have voting privileges.

ARTICLE VI Committees

6.1 Standing Committees. The following shall be deemed “Standing Committees” which shall exist for the duration of the Corporation, with the duties and responsibilities set forth herein.

6.1.1 Executive Committee

6.1.1.1 The Executive Committee shall be comprised of the President, President Elect, Vice President, Secretary, Treasurer, and Past President.

6.1.1.2 The Executive Committee shall be responsible for maintenance of the by-laws of CATAWBA VALLEY PRIDE as amendments are made by the Board of Directors.

6.1.1.3 The Executive Committee shall from time to time review the by-laws and policies of the corporation and make recommendations for modifications or amendments as they may see fit.

6.1.1.4 The Executive Committee shall be charged with the direction of actions of the Board of Directors through the creation of agendas, calling meetings, or otherwise providing assistance to the Board in overseeing the actions of the Corporation.

6.1.1.5 The Executive Committee shall plan events for the Board of Directors to assist them in governing the corporation, including, but not limited to an annual retreat, seminars or educational events on appropriate topics, orientation of new Board Members or such other functions as may promote the goals of the organization.

6.1.1.6 The Executive Committee shall, at least thirty (30) days prior to the end of the current fiscal year, act as a Nominating Committee to present a slate of proposed officers to the Board

of Directors for the upcoming fiscal year.

6.2 Finance Committee

The Finance Committee shall be comprised of the Treasurer, who shall act as Chairman of the Committee, and at least two (2) other members of the Board of Directors.

- 6.2.1** The Finance Committee shall review the financial records of the corporation on a regular basis and report their findings to the Board of Directors.
- 6.2.2** The Finance Committee shall report to the Board of Directors regarding the relationship of income and expenditures to any applicable budget.
- 6.2.3** The Finance Committee shall allocate assets and direct investment of any capital funds held by the corporation.
- 6.2.4** The Finance Committee shall oversee compliance with all federal or state laws regarding income, investment and expenditure of funds, giving highest priority to insuring that the corporation maintains not-for-profit status under all applicable laws.

6.3 Fund Raising and Development Committee

- 6.3.1** The Fund Raising and Development Committee shall be comprised of not less than three (3) Members of the Board of Directors.
- 6.3.2** The Fund Raising and Development Committee shall oversee all activities of the corporation regarding the organized solicitation of donations, applications for grants or other public funding sources, or other income-producing functions of the organization, EXCEPT, investment of funds once received shall be under the direction of the Finance Committee.
- 6.3.3** The Fund Raising and Development Committee shall create a financial development plan and thereafter review and monitor the same, making recommendations from time to time with the advice and consent of the Board of Directors, as may be deemed necessary to maximize income to the organization.
- 6.3.4** The Fund Raising and Development Committee shall be responsible for researching and recommending new fund raising possibilities to the Board of Directors.

6.4 Marketing Committee

- 6.4.1** The Marketing Committee shall be comprised of the immediate Past-President and not less than two (2) additional members of the Board of Directors.

- 6.4.2** The Marketing Committee shall, in conjunction with any other individuals, entities or organizations, create a marketing plan for the corporation.
- 6.4.3** The Marketing Committee shall undertake such studies as may be appropriate to determine which segments of the communities served by the corporation need specific focus or actions to further the goals of the organization.
- 6.5** Strategic Planning and Evaluation Committee
- 6.5.1** The Strategic Planning and Evaluation Committee shall be comprised of not less than three (3) Members as selected by the Executive Committee.
- 6.5.2** The Strategic Planning and Evaluation Committee shall develop long range plans covering from one (1) to five (5) years, which present definable, measurable, challenging and realistic goals that will fulfill the Mission of the corporation while remaining true to the core values of the organization.
- 6.5.3** The Strategic Planning and Evaluation Committee shall develop and recommend plans for implementation of long range plans.
- 6.5.4** The Strategic Planning and Evaluation Committee shall monitor the progress towards the completion or accomplishment of goals of the long range plans, and shall recommend remedial action if it does not appear likely that the goal of such plans will be attainable.
- 6.6** **GENERAL COMMITTEES.** The Board of Directors may, at its discretion, establish such other committees, task forces or other subordinate groups within the corporation as may be deemed necessary or expedient, with such power and authority as may be appropriate and not inconsistent herewith except as limited herein.
- 6.7** **AUTHORITY TO OBLIGATE THE BOARD OR CORPORATION.** No Standing Committee or Member of any Standing Committee, task force or other subordinate organization other than the Executive Committee shall have the authority or ability to bind the Board of Directors or the corporation to any contract or agreement, or to obligate funds or assets of the corporation, without the express consent of the Board of Directors after the same has been placed on the Agenda for discussion, duly considered and approved by the Board of Directors.

ARTICLE VII Dissolution

- 7.1 VOTE FOR DISSOLUTION.** Upon the affirmative vote of three-fourths (3/4) of the entire membership of the Board Directors, as the Board may then be constituted at a special meeting called for such purpose, the corporation may be dissolved and terminated as provided by law.
- 7.2 DISTRIBUTION OF ASSETS.** Upon the vote to dissolve the corporation as provided herein, proper notice of such dissolution shall be sent to all of the creditors of the corporation, whereupon the officers and directors shall proceed with the sale or other disposition of the assets of the corporation, after all of the liabilities and obligations of the corporation have been discharged or adequate provision made thereof.
- 7.2.1** Any asset of the corporation remaining in the hands of the corporation after the discharge of its liabilities, shall be distributed to any other organization whose purposes may be similar to those set forth in the Charter of this corporation, whether or not the same be located in Catawba County, North Carolina.
- 7.2.2** No assets shall be distributed to any organization which is not a tax exempt organization under the laws and regulations of the Internal Revenue Service and the Department of Revenue of the State of North Carolina.
- 7.3 EARNINGS AND ASSETS.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes.
- 7.3.1** Any individual who is otherwise qualified as a client of the corporation may receive such benefits and emoluments as would otherwise be provided to such individuals, regardless of whether they shall be a Member of the Board of Directors, insofar as such distribution is allowed by applicable law.
- 7.3.2** No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation except as is consistent with the purposes of this corporation and otherwise allowed by law.
- 7.3.3** The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

7.4 PERMITTED ACTIVITIES. The corporation shall not carry on any activities not permitted to be carried on:

7.4.1 by a corporation 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

7.4.2 by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

THESE BYLAWS, approved by action of the Board of Directors of the Corporation, this, the 9th day of December, 2010.

Original Signature On File

President – Christy Austin

Attest:

Original Signature On File

Secretary – Marvin D. Bentley