



LITTLE ROCK *Capital Pride*

By-laws for
Little Rock Capital Pride
(LRCP)

P.O. Box 250727
Little Rock, AR 72225
(501) 225-4055

By-Laws of the Organization adopted on (Not yet adopted)

Article I Name

1. Section 1 Official Name
 - a. The name of this Organization shall be Little Rock Capital Pride.
2. Section 2 DBA's
 - a. This Organization may adopt DBA's (Doing Business As) as determined and agreed upon by two-thirds (2/3) of the Board.
3. Section 3 Public Names
 - a. For the general purposes of identification and conducting business, the Organization will hereafter be referred to as Little Rock Capital Pride.

Article II Organizational Offices

1. Section 1 Principle Offices
 - a. The principal office for the transaction of business of the Organization is located in the City of Little Rock, County of Pulaski, and State of Arkansas.
2. Section 2 Other Offices
 - a. The Organization may also maintain other offices whether within or outside of the State of Arkansas as may be designated from time to time by the Board, and business of the Organization may be transacted at such other offices with the same effect as that conducted at the principle office.
3. Section 3 Change of Address
 - a. The county of the Organization's principal office may be changed by a 2/3 vote of the Board.

Article III Objectives and Purposes

1. Section 1 IRS Section 501 (c)(3)
 - a. Little Rock Capital Pride is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.
2. Section 2 Mission Statement
 - a. The Mission Statement of Little Rock Capital Pride is to host events that honor the history and diversity of Gay, Lesbian, Bisexual, and Transgender (GLBT) individuals in the State of Arkansas and surrounding areas and create unity within the GLBT community and its allies by providing social support and enhancing awareness of the past and present contributions of GLBT individuals through community activities and services, including an annual Pride event.

3. Section 3 Nature of Business

- a. The primary objectives and purposes of this organization shall be:
 - i. To advocate and facilitate the exchange of ideas and resources between the various non-profit Arkansas GLBT organizations;
 - ii. To promote a positive image of the GLBT community and pride;
 - iii. To recognize and celebrate the substantial achievements in our community.
 - iv. To facilitate communications between the Arkansas GLBT community and the straight community to enhance awareness and promotion of LRCP.
- b. Additional objectives and purposes.
 - i. The Board may, on such occasions as it deems necessary, declare additional objectives by a majority vote of the Board.
 - ii. The Board may not approve such objectives as would violate Article III, Section 4.

4. Section 4 Non-Partisan Activities

- a. No part of the net earnings of the Organization shall incur to the benefit of, or be distributable to its Board members or other private persons, except those that the Organization shall be authorized and empowered to pay as compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III, Section 3.
- b. 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 office.
- c. Notwithstanding any other provisions of these By-laws, the Organization shall not carry on any activities nor to be permitted to be carried on:
 - i. By a Organization exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue Code, except with the exemptions stated in Federal Income Tax under 501 (h) of the Internal Revenue Code, or;
 - ii. By a Organization to which contributions are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).
- d. This Organization shall not, except in an unsubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes described in Article III, Sections 1-3.

Article IV Constructions and Definitions

1. Section 1 Organization

- a. When used in this document refers only to Little Rock Capital Pride, (LRCP)

2. Section 2 Members

- a. When used in this document refers only to those persons described in Article V.
- 3. Section 3 Board Members
 - a. When used in this document refers only to those duly elected or appointed Members of the Board of LRCP as described in Article VI.
- 4. Section 4 Officers
 - a. When used in this document refers only to those duly elected or appointed Members of the Board of LRCP as described in Article VII.
- 5. Section 5 Quorum
 - a. When used in this document refers to four Board members.
- 6. Section 6 Majority Vote
 - a. When used in this document refers to a simple majority of the total votes cast.
- 7. Section 7 Two-Thirds Vote
 - a. When used in this document refers to two-thirds of the total votes cast.

Article V Members

- 1. Section 1 General Membership
 - a. General Membership shall be given to those individuals who are not Board Members of LRCP, but meet any of the following criteria:
 - i. Any member of the GLBT community and/or its allies that attend a Board event, function or meeting who wishes to participate in the organization.
- 2. Section 2 Voting
 - a. General members have no vote on issues before the Board of LRCP.
 - b. Only those elected or appointed to the Board of LRCP may vote on issues before the board of LRCP.
- 3. Section 3 Attendance
 - a. General members are welcome to attend any public meetings of the Organization, at which they may provide input and contribute to the discussion.

Article VI Board

- i. Section 1 Composition
 - a. The Board shall consist of not more than twelve (12) and not less than four (4) persons.
- ii. Section 2 Collective Duties of the Board
 - a. To exercise all the powers of the Organization and to supervise and control its organizational affairs, subject only to the limitations and restrictions provided by the laws governing non-profit organizations and its By-laws.
 - b. To solely authorize the execution of contracts and other agreements necessary to efficiently conduct the business of the Organization and to authorize any and all expenditures of the Organization.

- c. To approve the fiscal budget, supervise receipts and expenditures and to set up the proper procedures for collecting, safekeeping and accounting of all funds of the Organization.
- d. To call Special Meetings of the Organization provided such notice shall be given to all Board Members in accordance with Article IX, Section 3.
- e. To approve all committee recommendations before implementation and to organize such committees.
- f. To exercise such other powers and perform such other duties as may be prescribed elsewhere in these By-laws, State and Federal Laws, or other approved documents defining duties and responsibilities of this Organization.
- g. Individually, Board Members must serve on one or more committees as described in Article VIII, Sections 1-2.

iii. Section 3 Qualifications

- a. Eligibility for a position on the Board shall not be limited based on age, creed, gender, gender identification, HIV status, national origin, physical, mental or developmental ability, race, religion or sexual orientation.
- b. As per State and Federal Laws, only individuals aged 18 years and above may serve as legal representatives of the Board.
- c. Notwithstanding, those under the age of 18 may participate as voting members.
- d. To the extent that qualified persons are available, the Board shall be representative of all segments of the GLBT population of the State of Arkansas.
- e. Anyone wishing to accept a nomination to the Board must display an interest and dedication to the Organization's purposes, be able to devote the time necessary to assist in carrying out the purposes of the Organization, have the ability to work with other members of the Board, and have participated in at least two Board meetings in the past 12 months.

iv. Section 4 Quorum and Voting

- a. Quorum is defined for Board matters as four (4) and for general membership as twelve (12) including the Board.
- b. When a quorum is present at any meeting, an affirmative vote of a simple majority shall decide any questions brought before such meeting, unless the question is one which by express provision of these By-laws requires a different vote, in which case such express provision shall govern and control the decision in question.
- c. At every meeting of the Board, each Board member shall be entitled to one vote per motion.
- d. When issues must be decided prior to the next scheduled Board Meeting, a phone, email, or instant messenger poll may be taken by the President if all of the Board has been telephoned, emailed, or in the instant messenger chat.
 - i. If it is determined that a quorum of Board Members did not vote in the poll, the decision is declared invalid.
 - ii. The President and/or Vice-President must authorize the poll.

- iii. All electronic motions must be sent to the President who will then forward the motion to the rest of the Board, with a date and time limit on when they must return their vote. Votes shall be recorded by the Secretary and the result shall be sent to the President, including those votes that did not meet the time constraint set by the President.

- v. Section 5 Election and Term of Office
 - a. The term of office for each elected Board Member shall be two (2) years, commencing with the declaration of election results at the Annual Meeting as described in Article IX, and ending at the conclusion of election of the Board at the Annual Meeting of the second year.
 - b. Board Members may be elected up to but not exceeding five (5) successive terms in office.

- vi. Section 6 Resignation
 - a. Any Board Member may resign by giving written notice to the Secretary and/or President. The President shall present all resignations to the Board.
 - b. Resignation becomes effective at such a time as specified in the letter of resignation, unless the Board has cause to reject the resignation.
 - c. Any Board Member may withdraw her/his resignation and resume her/his position if done prior to the effective date as stated in the letter. After the effective date, she/he may be appointed or elected to the Board at a later date.
 - d. If a resignation is withdrawn, said member will not be allowed to hold an Executive position on the board.

- vii. Section 7 Removals of Board Members
 - a. Any Board Member may be recommended for removal by another Board Member if that member has proper cause.
 - b. Removal may only become effective upon a 2/3 roll-call vote of all board members.
 - c. The removed member has 7 days from date of the vote to appeal their removal to the entire board.
 - d. If they wish to appeal they have 24hrs after the vote to so inform the board.

- viii. Section 8 Vacancies
 - a. A vacancy shall be deemed to exist if one of the following occurs:
 - i. The death, resignation or removal of any Board Member.
 - ii. The increase of the maximum number of Board Members as prescribed in Article VI, Section 1.

 - b. In the event of a Board vacancy, the remaining Board may appoint, by an affirmative vote of a simple majority, a qualified individual to serve until the conclusion of election of Board Members at the next Annual Meeting or election.

- c. Appointed Board Members must be elected to the Board at the following Annual Meeting.
- d. At the Annual Meeting, the appointed Board Members can be elected to the remaining term of office for the Board Member whom they replaced (in accordance with Article VII, Section 5).
- e. Vacancies may not be filled earlier than the first regular meeting of the Board after the notice of the vacancy has been given to the remaining Board Members.
- f. The position can be left Vacant.

Article VII Officers

1. Section 1 Officers

- a. The Officers of the Organization shall be a President, a Vice-President, a Secretary, a Treasurer, and a Parliamentarian.
- b. Officers will also serve as the Executive Board of the Organization.

2. Section 2 Duties of Officers

a. President

i. The duties of the President are as follows:

- 1. Shall be the Chief Executive officer of the Organization.
- 2. Shall supervise and administer all the affairs of the Organization
- 3. Shall preside at all meetings as described in Article IX.
- 4. Shall set and present an agenda for all meetings.
- 5. May sign as the duly authorized agent of the Organization and Board, certificates, contracts and other agreements as approved by the Board and as described in Article X.
- 6. May sign, with other officers of the Organization, deeds, mortgages and bonds as are approved by the Board.
- 7. Shall work to establish and maintain good working relationships with similar organizations.
- 8. Required to attend all Board meetings in accordance with the attendance policy described in Article VII, Section 4.
- 9. Shall act as or appoint the Organization's liaison to the community and media representatives.
- 10. Shall be kept informed of all activities by all committees.
- 11. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.

b. Vice-President

- 1. In the absence of the President, inability of the President to act, refusal of the President to act, or at the direction of the President, shall perform the duties of the President.

2. At such times as there is a motion on the floor to remove the President from Office, the Vice-President will assume the duties of the President.
3. May sign as the duly authorized agent of the Organization and Board, certificates, contracts and other agreements as approved by the Board.
4. May sign, with other officers of the Organization deeds, mortgages, and bonds as are approved by the Board.
5. Shall serve as liaison to all unassigned committees.
6. Required to attend all Board meetings in accordance with the attendance policy described in Article VII, Section 4.
7. Shall work to establish and maintain good working relationships with similar organizations.
8. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.

c. Secretary

1. Shall Handle or cause to be handled all correspondence and communication as deemed necessary by the Board.
2. Shall inform the Board of any incoming and/or outgoing correspondence.
3. Shall insure that all legal in-coming and out-going correspondence become a part of the Corporate Records.
4. Shall see that all special notices are given in accordance with the By-laws.
5. Shall take and maintain minutes of all meetings described in Article IX, and to provide a copy of said minutes to the President within five (5) working days of said meeting.
6. Shall keep a roll of all members and officers and guests in attendance at all meetings described in Article IX.
7. Shall keep and update a database of contact information for all active members and officers of the Organization.
8. Shall be responsible for keeping Records of the Organization, except the books of accounting.
9. Shall keep a record of all electronic correspondence that related to LRCP business and events.
10. Shall be responsible for keeping record of all contracts, certificates and agreements. Shall also be responsible for verifying that such contracts, certificates and agreements have been duly approved by the Board in accordance with voting policy described in Article VI, Section 4.
11. Shall work to establish and maintain good working relationships with similar organizations.
12. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.
13. Shall furnish all said documentation to new incoming Secretary.

d. Treasurer.

1. Shall be the Chief Financial Officer of the Organization.
2. Shall serve as the chairperson of the Finance Committee.
3. Shall give and receive receipts for funds due and payable to the Organization.
4. Will prepare and release all disbursements of funds, such as checks, wire transfers, etc.
5. Shall send or cause to be sent all letters of thanks and non-profit status to all donors or corporate sponsors.
6. Shall keep accurate inventory of all merchandise and assets of the Organization.
7. Shall be responsible for filing all tax documents and financial records required by local, State and Federal law as directed by the Board.
8. Shall provide a current written financial report detailing all financial transactions at least once per month in a public meeting.
9. Required to attend all Board meetings in accordance with the attendance policy described in Article VII, Section 4.
10. Shall work to establish and maintain good working relationships with similar organizations.
11. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.

e. Parliamentarian

1. Shall see that all meetings are conducted according to Roberts Rules in Plain English Second Edition by Doris P. Zimmerman.
2. Additionally, the Parliamentarian is Chairman of the Board Development Committee.
3. Oversees all voting to ensure eligibility and, along with one other Executive Committee member, counts the yeas and nays for all business requiring such a vote.
4. Shall keep a notebook/record of membership attendance at each meeting and an updated address and phone list for all active members.
5. Ensures that the By-laws of the organization are available to all members and that the organization is following these rules in its conduct.
6. Required to attend all Board meetings in accordance with the attendance policy described in Article VII, Section 4
7. Shall work to establish and maintain good working relationships with similar organizations.
8. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.

3. Section 3 Additional Positions

- a. The Board may create other Officer positions, in addition to the other officers herein named, as they shall deem necessary, who have the authority to perform such duties as may be prescribed from time to time by the Board.
4. Section 4 Attendance Policy
 - a. All Board members should make every reasonable effort to attend each public Board meeting.
 - b. The Board can vote whether or not to excuse a Board Members absence should it deem that a member is missing too many meetings.
 - c. Once a Board member misses more than two Board meetings in a six month period, the Board may place the member either on probation or vote to remove their Board Member status.

Article VIII Committees of the Board

1. Section 1 Standing Committees
 - a. The permanent and standing committees of the Organization shall include: Finance, Volunteer, Executive, Public Relations, Board Development, and Planning.
 - b. Each committee shall consist of at least one (1) of more Board Members.
 - c. The duties of the Standing Committees shall be described by the Board.
 - d. The Board must appoint chairperson(s) of each Standing Committee.
 - e. The Chairperson of each committee may then appoint other qualified parties of interest to serve on these committees.
 - f. All Standing Committees shall meet as deemed necessary by the Board and the members of each committee.
 - g. All Standing Committees shall prepare full reports of the actions, recommendations and requests of the committee. Such reports may be delivered to the President in writing, or offered in person at meetings of the Board or as the Board deems appropriate.
2. Section 2 Special Committees
 - a. The Board may, by resolution, designate and appoint one or more special committees,
 - b. The duties of the Special Committees shall be described in the resolution creating such committees.
 - c. The Board must appoint chairperson(s) of each Special Committee.
 - d. The Chairperson of each committee may then appoint other non-Board Members and parties of interest to serve on these committees.
 - e. Special Committees shall have and exercise all the authority of the Board as specified in the resolution establishing the committee.
 - f. All Special Committees shall meet as deemed necessary by the Board and the members of each committee.

- g. All Special Committees shall prepare full reports of the actions, recommendations and requests of the committee. Such reports may be delivered to the President in writing, or offered in person at meetings of the Board, or as the Board deems appropriate.

3. Section 3 Advisory Board

- a. The Board shall have the power to appoint individuals to an Advisory Board. Such members shall advise and consult with the Board from time to time as determined by the Board Members, may participate in meetings, but not vote, and serve at the pleasure of the Board.
- b. Advisory Board members may be appointed with specific tasks and responsibilities such as serving in honorary positions or to represent the Board publicly.

Article IX Meetings

1. Section 1 Board Meetings

- a. At least one (1) meeting of the Board shall be held per month.
- b. These meetings may also be referred to as General Meetings or Regular Meetings
- c. All meetings of the Board shall be announced at least five (5) days in advance, and as reasonable, published for the general public.
- d. Meetings that fall on or near holidays may be cancelled at the discretion of the majority of the Board.
- e. Board Meetings shall be open to the public.
- f. Any meeting may be held by telephone conference or other similar communication equipment, so long as all participants can hear one another.
- g. All participating Board Members shall be considered present during such meetings and have full voting rights.

2. Section 2 Annual Meetings

- a. An Annual Meeting shall be held each year in July at a location and on a date and time announced by the Board.
- b. Written or actual notice of the date, time and location of the Annual Meeting shall be given at least thirty (30) days prior to the meeting. Notice must be provided to all Officers and Members at her/his address or via email as it appears on the records of the Organization.
- c. The date, time and location of the Annual Meeting shall be published to the general public with reasonable notice to facilitate their participation.
- d. The Annual Meeting shall include but not be limited to the State of the Organization report, a Town Hall Meeting, discussion of the Organizations purpose and direction for the ensuing year and the Election of the Board and Officers.

3. Section 3 Special Meetings
 - a. Special Meetings of the Board for any purpose may be called at any time by the President, Vice-President or a majority of the Board.
 - b. Written or actual of the date, time and location of the Special Meeting shall be given to each Board member one (1) day prior to the Special Meeting. The purpose of the meeting need not be specified in the notice.
4. Section 4 Waiver of Notice/Validation
 - a. Attendance of a Board Member at a meeting shall constitute waiver of notice of any meeting, except when such attendance at the meeting is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Any Board member may waive notice of a meeting by executing written notice of waiver before, during or after the time of meeting.
 - b. The actions of the Board at any meeting, however called or noticed and wherever held, are valid as though a properly noticed meeting has been held, provided a quorum of the Board signs a Waiver of Notice, or thereafter provides written approval of the Minutes and files them with the Records of the Organization.

Article X Corporate Sponsorship and Other Funding

1. Section 1 Corporate Sponsorship
 - a. Upon approval from the Board, Corporate Sponsorship may be offered to organization(s) that provides monetary support or goods and services to LRCP.
 - b. The Board shall determine the cost and benefits of each Corporate Sponsor and may, at their discretion, create categories or levels for Corporate Sponsorship.
 - c. Corporate Sponsors shall receive such benefits and privileges as specified in the contract approved by the Board.
 - d. Funds raised through Corporate Sponsorship shall be committed to the general fund. At the discretion of the Board, a Sponsor may request that the contribution be earmarked for a certain purpose.
2. Section 2 Donations
 - a. Upon approval from the Board, individuals and organizations may donate funds or goods and services to LRCP.
 - b. Upon receipt of such donations, LRCP's Treasurer will issue a letter of thanks including the value of the donation and the Organization's 501 (c)(3) identification.
 - c. Funds raised through donations shall be committed to the general fund. At the discretion of the Board, a Sponsor may request that the contribution be earmarked for a certain purpose.

Article XI Conflicts of Interest

1. Section 1 Definition of a Conflict of Interest
 - a. A Conflict of Interest arises when the interests of a Board member have the potential to be at odds with the best interests of the Organization. The Board member's interests may be personal or professional.
 - b. A Conflict of interest does not exist only when interests are at odds. A conflict of interest exists when there is the potential for interests to be at odds.
 - c. A conflict of interest exists in the context of the best interests of the Organization. This means that it is not sufficient for the Organization to benefit, but how the decision is made is also of importance.
2. Section 2 Disclosure & Conflict of Interest
 - a. Board Members must disclose potential conflicts of interest to the Board.
This includes:
 - i. Identifying organizations in which they currently hold volunteer or staff positions.
 - ii. Attesting to the fact that they were not.
 1. a participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the Organization which has resulted or could result in personal benefit to them, and a recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the Organization.
 - b. After disclosure of a potential conflict of interest the Board will decide whether or not a Board member may.
 - i. Make motions or recommendations that would create a conflict of interest.
 - ii. Participate in any vote that would create a conflict of interest.
 - c. The Organization and all its Members, Officers or Agents will avoid all conflicts of interest and the appearance of conflicts of interest.
 - d. An undisclosed or improperly handled conflict of interest may be grounds for discipline up to and including removal in accordance with the policies outlined in these By-laws, and other resolutions duly approved by the Board.

Article XII Corporate Property

1. Section 1 Corporate Name, Logos and Intellectual Property
 - a. LRCP shall maintain sole and exclusive right to the use of its name and all other event names, logos and intellectual property as designated by the Board.
 - b. Use of any of these for promotion, advertising, fund-raising, and/or any type of solicitation must be pre-approved in advance by the Board.

2. Section 2 Records and Property
 - a. LRCP shall maintain ownership of all property purchased by or donated to the Organization, unless a majority of the Board authorizes that property to be sold or gifted to another individual or organization.
 - b. LRCP shall maintain sole and exclusive ownership of all records of the Organization including, but not limited to, meeting minutes, budgets, books of fiscal accounting, contracts, correspondences, and all other written or electronic records of the organization's activities and/or plans for furthering of its purpose.
 - c. Any individual in possession of the above who severs their ties to the Organization, either through death, removal or resignation, must return all such items to an Officer of the Organization.

Article XIII Amendments and Additions

1. Section 1 Amendments
 - a. The By-laws of the Organization may be repealed, altered or amended, or substituted by a two-thirds (2/3) majority vote of members present, provided:
 - i. A quorum is present in accordance with Article V, Section 4.
 - ii. The amendments are presented at the Annual Meeting as described in Article IX.
 - b. The By-laws of the Organization may not be altered in such a way as to make any purposes or execution of such purposes illegal under Federal, State or local law.
2. Section 2 Adoption and Effective Date
 - a. Any Amendments to these By-laws approved in the manner prescribed above will become effective immediately unless otherwise specified in the resolution to approve said amendments.
 - b. Properly adopted amendments supersede any and all previous By-laws and all resolutions inconsistent herewith.
3. Section 3 Distribution of By-laws
 - a. A copy of the most current By-laws must be distributed to all newly elected Board members within sixty (60) days of their election.
 - b. A copy of amended By-laws will be distributed to all Board members within sixty (60) following the adoption of any amendments.
 - c. Members of the Organization or members of the public must be provided with a copy of the By-laws within ten (10) days of a written request being made to any Office of the Organization.

Adopted on

Be it known that on the 00th day of December, 2008, at a duly and properly scheduled Meeting of the Board, wherein a quorum was present, upon motions made and passed, the Organization's By-laws were amended. The preceding By-laws are a complete and accurate copy of these motions.

Certification by Officers

We, the undersigned, President, Secretary and Parliamentarian of Little Rock Capital Pride hereby certify that the attached By-laws are duly amended and adopted on

President:

Secretary:

Parliamentarian: