

# **BYLAWS OF THE**



(As Amended November 7, 2019)

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## **ARTICLE I. NAME**

**Section 1. DBA NAME:** The organization does business under the name of “Pride Community Services Organization” (“PCSO”).

**Section 2. LEGAL NAME:** The organization’s legal name is “Lexington Gay Services Organization, Inc.”

**Section 3. MISSION:** “Pride Community Services Organization works to improve the lives of people in the sexual minority and gender expansive community of Central and Eastern Kentucky by enhancing visibility, empowering community members, and educating the public about issues impacting said community.”

**Section 3. VISION:** “Creating safe, inclusive spaces where every LGBTQ+ Kentuckian is celebrated and supported.”

**Section 3. OBJECTIVES:** PCSO’s objectives are to enhance, empower, and educate the community:

- (a) Enhance: PCSO organizes, participates, and collaborates in distinct visibility activities such as the Lexington Pride Festival.
- (b) Empower: PCSO spearheads vital programming such as the Gender and Sexuality Alliance for Youth, discussion groups, and a safe environment at the PCSO Pride Center.
- (c) Educate: PCSO offers community resources, *LinQ* magazine, social media, and a LGBTQ+ lending library. PCSO also provides education and training programs for community organizations and businesses.

**Section 4. FISCAL YEAR:** The fiscal year of PCSO runs from October 1st through September 30th.

## **ARTICLE II. BOARD OF DIRECTORS**

**Section 1. COMPOSITION:** The Board of Directors (“Board”) shall serve without pay and consist of no more than nineteen members, comprised of officers and members-at-large.

**Section 2. QUALIFICATIONS:** Prospective Board members must fulfill the following:

- (a) Be 21 years of age or older.
- (b) Complete an application to join the Board.
- (c) Undergo a criminal background check.
- (d) Attend four regular Board or work session meetings within a six-month time period as a community guest.
- (e) Be approved by the Board by a simple majority vote.

**Section 3. REQUIREMENTS:** Board members are required to give of their time, talent, and treasure to PCSO.

- (a) Time: Board members shall make every effort to attend all bi-monthly and specially called Board meetings. Attendance at Board work-sessions are highly encouraged, but not mandatory. Board members are expected to regularly attend PCSO events as their schedules permit.
- (b) Talent: All Board members shall either chair a committee or serve as a director of an issue/need that is vital to fulfilling PCSO’s Mission, and which is commensurate with their talent/education. The members of the Executive Committee fulfill this requirement by serving in their respective offices.
- (c) Treasure: All Board members shall make a yearly financial donation to PCSO. The amount of such donation is at the sole discretion of each Board member, but should be at a level that is meaningful to them.

**Section 4. STANDING AT-LARGE POSITIONS:** The Board shall make every effort to fill the following roles with an At-Large Board Member:

- (a) Historian: Shall collect, organize, and archive all historical information about PCSO, develop methods of presenting the history of PCSO, and contribute to any projects that require PCSO historical information.
- (b) Web/I.T. Director: Shall maintain all PCSO Pride Center physical and on-line systems, including all PCSO Center computers/networks, PCSO websites and social media presences, PCSO e-mail addresses, and any other electronic programs and systems as required. The Web/I.T. Director shall maintain all necessary passwords and provide them to the appropriate persons per direction of the PCSO Board.

**Section 4. TERMS:** Board members shall serve two-year terms. A Board member may serve any number of consecutive terms as voted on and approved by the Board in the member's anniversary month.

**Section 5. VACANCIES:** Vacancies for members at large shall be filled from the non-voting member pool and approved by the Board by a simple majority vote.

- (a) Standing At-Large Positions Vacancies: In case of a vacancy in a Standing At-Large Position, the Board may suspend the requirement for a new Board Member to attend four meetings before joining the Board. The suspension of this requirement must occur at a regular or specially called Board meeting and receive a unanimous vote of all Board members present.

**Section 6. RESIGNATIONS AND REMOVALS:**

- (a) Any Board member may resign by delivering written or e-mail notice of resignation to the President. Such resignation shall be effective upon acceptance by the Board, unless otherwise provided by the terms thereof.
- (b) Any Board member may be removed from office by a simple majority vote of the Board at a regularly scheduled or specially called meeting for that purpose. Such removal shall be for just cause, which shall include, but not be limited to:
  - i. Three consecutive absences from scheduled meetings,
  - ii. A total of six absences during a term from regularly held meetings of the Board,
  - iii. Any course of conduct which is detrimental or contrary to the Mission of PCSO,
  - iv. Any course of conduct which reflects negatively upon the public image of PCSO,
  - v. Consistent failure to discharge the duties of the office, and/or
  - vi. Financial irregularities with regard to PCSO business.

- (c) Any Board member whose removal is proposed shall be entitled to a written or e-mail notice specifying the cause of the proposed removal at least seven days prior to any meeting of the Board at which such removal shall be considered.

### **ARTICLE III. OFFICERS**

**Section 1. OFFICERS:** The main officers of the Board shall consist of a President, Vice President, Secretary, and Treasurer (“Executive Committee”).

**Section 2. VACANCIES:** Vacancies for officers of the Board shall be nominated and approved by the Board by a simple majority vote.

**Section 3. TERM:** Elected officers shall serve two-year terms. The terms for President and Vice President shall begin on January 1 of odd numbered years and terminate on December 31 of even numbered years. The terms for Secretary and Treasurer shall begin on January 1 of even numbered years and terminate on December 31 of odd numbered years. The Board shall schedule officer elections to be held at a regularly scheduled Board meeting no sooner than the June Board meeting preceding the expiration of an officer’s two-year term. Announcement of the election date must be communicated to all Board members at least 30 days prior to the date the election is to be held. Newly elected officers shall serve in “elect” positions until their official term begins. There are no term limits for officers.

#### **Section 4. RESPONSIBILITIES:**

- (a) President: Shall preside at all Board meetings, serve as the corporate process agent, appoint committee members, be a non-voting ex officio member of all PCSO committees, and perform other duties as associated with the office
- (b) Vice President: Shall assume the duties of the President in case of the President’s absence, and perform other such other duties as outlined by the Board.
- (c) Secretary: Shall be responsible for the agenda and minutes of the Board, keep all approved agendas and minutes in a minute book, send out copies of agendas and minutes to all members, manage all correspondences, and perform other such duties as outlined by the Board.
- (d) Treasurer: Shall keep records of PCSO’s budget and prepare financial reports as needed, pay all bills incurred by PCSO, and fill out yearly tax forms.

## **ARTICLE IV. COMMITTEES**

**Section 1. TYPES:** The Board may appoint standing and ad hoc committees as needed.

**Section 2. STANDING COMMITTEES:** Standing committees include Executive Committee, Finance Committee, Fund Development/Fundraising Committee, Programs Committee, Board Development Committee, and Lexington Pride Festival Committee.

**Section 3. AD HOC COMMITTEES:** Ad hoc committees shall be appointed by the President with the approval of the Board for such purposes and periods of time as the Board determines.

**Section 4. COMMITTEE OFFICERS:** The committee chairs and other officers of each committee must either be appointed by the Board, or elected by the committee or community and approved by the Board.

**Section 5. REPORTING:** The committee chair of each committee shall regularly report to the Board at its regularly scheduled meetings.

## **ARTICLE V. MEETING TYPES**

**Section 1. REGULAR MEETINGS:** Regular meetings shall be held every other month, falling in the months of October, December, February, April, June, and August with a date and time to be determined and set by the Board.

(a) At least six regular meetings shall be held annually.

**Section 3. WORK SESSIONS:** The Board shall hold work sessions/committee meetings every other month alternating with board meetings. These sessions will fall in the months of September, November, January, March, May, and July and will focus on actively accomplishing standing committee work.

**Section 4. SPECIAL/AD HOC MEETINGS:** Special/ad hoc meetings may be held at any time when called for by the President or a majority of the Board members, provided that the Board is given at least 48-hours notice of said meeting.

**Section 5. STRATEGIC PLANNING:** The Board shall hold an annual strategic planning meeting to review the previous year's operations and plan for the upcoming year.



## **ARTICLE VI. MEETING PROCEDURES**

**Section 1. ORDER:** All meetings shall be based on Robert's Rules of Order, unless otherwise specified in these bylaws.

### **Section 2. AGENDAS AND MINUTES:**

- (a) Agendas shall be drawn up by the Secretary, with the advice of Board members, and be provided at least two days in advance for regularly scheduled meetings.
- (b) Secretary shall take minutes at all meetings other than work session meetings, and post and send all Board members a copy of the minutes taken within two days after the meeting.

### **Section 3. QUORUM:**

- (a) Voting at meetings can only be accomplished when a quorum is present.
- (b) A quorum shall be established by a majority (50+%) of the Board members present.
  - i. The President shall not count toward establishment of a quorum, neither by their presence or absence, nor by contributing to the number of Board members needed to establish a quorum.
  - ii. Proxies and electronic/telephonic participation by Board members at a Board meeting shall count toward establishment of a quorum. .
  - iii. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting until a subsequent date.

### **Section 2. VOTING:**

- (a) All items requiring a vote must first be motioned by one Board member and then seconded by another Board member.
  - i. The President shall not propose or second any motions.
- (b) All votes must be passed by a simple majority (50+%) vote of all voting Board members present at a meeting at which a quorum is assembled.
  - i. The President shall not cast a vote, except for when voting a proxy or to break a tie.

- (c) Board members may vote at a meeting either electronically or telephonically so long as everyone present at the meeting on both ends of the line can clearly communicate with one another.
- (d) In the case of their absence from a meeting, Board members may submit written authorization to the Secretary naming another Board member to cast their vote.
  - i. Written authorization requires the signature of the absentee Board member in the instance of a hard copy proxy, or a proxy submitted from the primary or secondary e-mail addresses of record of the absent Board member voting the proxy to the primary or secondary e-mail addresses of record of the Secretary.
  - ii. In the instance where a proxy does not state who is authorized to cast an absent Board member's vote, the President shall be entitled to vote the proxy, assign it to another Board member, or deem the proxy invalid.

**Section 3. CONFLICTS OF INTEREST:**

- a) 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 a 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 themselves during the consideration of said matter and will vacate their seat and refrain from discussion and voting on said item.

## **ARTICLE VII. FINANCIALS**

**Section 1. FISCAL YEAR:** The fiscal year of PCSO shall be October 1st through September 30th.

**Section 2. CONTRACTS:**

(a) No member of the Board, or a committee of the Board, shall initiate contractual agreements without prior review and approval from the Board. Should an initiated contract be approved by the Board, no single board member or committee shall sign or obligate PCSO to a contract before the Board can read, evaluate, and approve said contract.

(b) All written contracts shall be executed by the President, or in their absence, an appointed Board or committee member, and attested to by the Secretary.

**Section 3. FUNDS:** All funds of PCSO shall be deposited in the name of PCSO (or in its legal name "Lexington Gay Services Organization, Inc.") in such banks, credit unions, trust companies or other depositories as the Board selects. All funds shall be deposited in such accounts in a timely fashion.

**Section 4. DONATIONS:** All Board members may accept on behalf of PCSO any contribution, gift, bequest, or device for any purpose of PCSO.

## **ARTICLE VIII. MANUAL OF OPERATIONS AND PROTOCOLS**

**Section 1.** The Manual of Operations and Protocols (“MOOP”) shall be used as a supplemental guideline to the by-laws of PCSO. All operational policies and protocols shall be followed in accordance to the terms defined therein.

## **ARTICLE IX. DISSOLUTION**

**Section 1. DISSOLUTION:** A decision to dissolve PCSO may be made by a unanimous vote of the entire Board at a special meeting called for that purpose.

**Section 2. DEDICATION OF ASSETS:**

- a)** The properties and assets of this non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of PCSO on dissolution or otherwise, shall inure to the benefit of any private individual or Board member.
- b)** On liquidation or dissolution, all properties, assets, and obligations shall be distributed and paid over by the Board to one or more organizations dedicated to purposes of charitable service consistent with the purposes and mission of PCSO, provided such organizations continue to be dedicated to the exempt purposes as specified in Internal Revenue Code section 501(c)(3).

## **ARTICLE IX. AMENDMENTS**

**Section 1. AMENDING:** These by-laws may be amended by a two-thirds vote of Board members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.