



## BY-LAWS OF PRIDE YOUNGSTOWN

The undersigned, desiring to form a Non-profit Corporation under the Non-profit Corporation law of the state of Ohio do hereby certify:

### **ARTICLE I: ORGANIZATION**

1. The name of the Corporation shall be PRIDE YOUNGSTOWN.

### **ARTICLE II: LOCATION**

1. The place in this state where the principal office of the Corporation is to be located is the city of Youngstown, in Mahoning County, Ohio.

### **ARTICLE III: PURPOSES**

1. Said Corporation is organized exclusively for charitable, and educational purposes, 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, or the corresponding section of any future federal tax code. Pride Youngstown's goals are to effect positive growth in ourselves, our work, the LGBT community and our future; to be activist in bringing education, awareness and knowledge of the LBG T community to the general public; to relegate prejudice and discrimination to the past. Pride Youngstown will achieve these goals by holding an annual gay pride festival and parade, sponsoring educational forums, produce and disseminate literature that is supportive of the LGBT community, holding public rallies and other activities.

### **ARTICLE IV: EARNINGS**

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article Three.

### **ARTICLE V: POLITICAL ACTIVITIES**

1. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and 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.

### **ARTICLE VI: DISSOLUTION CLAUSE**

1. Upon the dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501<sup>©</sup>(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
2. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE VII - MEMBERSHIP**

Section 1: Membership shall consist only of the members of the board of directors. The members of the Board of Trustees shall, for the purposes of Chapter 1702, Ohio Revised Code, be deemed to be the Members of the Corporation in accordance with the provisions of Section 1702.14, Ohio Revised Code.

## **ARTICLE VIII - ANNUAL MEETING**

Section 1: The date of the regular annual meetings shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Board Chair or a simple majority of Board members.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, email or other effective means of communication not less than ten days before the meeting.

## **ARTICLE IX - BOARD OF DIRECTORS**

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of Pride Youngstown, delegates responsibility for day-to-day to achieve the ongoing Mission Statement of Pride Youngstown. The Board of Directors shall not have more than eight (8) Board Members, five of which are elected to the Board. Commencing its 4<sup>th</sup> year of operation, the Board may have up to 5 elected Board Members.

Section 2: Meetings. The Board shall meet at least once monthly, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. The establishing Board of Directors shall be permanent members of the Board of Directors. All elected Board members thereafter shall serve 1 year terms, but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by at least 2/3rd members of the Board before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 7: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 8: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary of the Board. An Elected Board member may be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 9: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

## **ARTICLE X - OFFICERS**

Section 7. Officers and Duties. There shall be appointed and created by the Board of Directors officers to assist in the implementation of the Mission of Pride Youngstown. The officers include, but limited to are: Chairperson/president, Secretary, Communications Officer and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled meetings, shall preside or arrange another officer to preside in no set order.

The Secretary shall be responsible for keeping records of meeting minutes, sending out meeting announcements, distributing copies of minutes, and assure that minutes are maintained. The Secretary shall send out copies of the minutes to the Board within 3 days of the minute's approval. The Secretary shall not distribute or broadcast minutes of any General Session Meeting prior to the acceptance of the Minutes as to its accuracy.

The Treasurer shall make a report at each meeting. Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members with two days notice and to attendees at any general meeting.

### **Officer's Obligations**

Officers shall act according to the highest ethical standards of their conscience.

Officers shall obey all applicable local, state, provincial, and federal civil and criminal laws and regulations.

Officers should avoid the appearance of any criminal offense or professional misconduct.

Officers shall disclose all relationships that might constitute, or appear to constitute, conflicts of interest.

Officers should not be associated directly or indirectly with any service, product, individual, or organization in a way that they know is misleading.

Officers shall not abuse any relationship with a donor, prospect, volunteer or employee to the benefit of the member or the member's organization.

Officers shall recognize their individual boundaries of competence and be forthcoming and truthful about their professional experience, knowledge and expertise.

Officers shall continually strive to improve their personal competence.

## **SOLICITATION AND USE OF FUNDS**

Officers shall take care to ensure that all solicitation materials are accurate and correctly reflect the organization's mission and solicited funds.

Officers shall take care to ensure that grants are used in accordance with the grant's intent.

## **PRESENTATION OF INFORMATION**

Officers shall not disclose privileged information to unauthorized parties. Information acquired from consumers is confidential. This includes verbal and written disclosures, records, and video or audio recording of an activity or presentation without appropriate releases.

Officers are responsible for knowing the confidentiality regulations within their jurisdiction.

Vacancies. When a vacancy exists, the Board of Directors will fill the vacancy.

Resignation, Termination and Absences. Resignation as an officer of Pride Youngstown may be effected at any time. Resignations must be in writing. Any material, files or work in process for Pride Youngstown must be turned over to the organization immediately. Any officer may be removed from office with a no confidence vote of 3 or more Board Members.

Special Meetings. Special meetings shall be called upon the request of the Chairperson. Notices of special meetings shall be sent out by the Secretary to each Board member, regularly attending persons two weeks in advance if possible.

## **ARTICLE XI- COMMITTEES**

Section 1: The Chairperson may create committees as needed, such as fundraising, housing, etc. The Board appoints all committee chairs. Committee chairperson, and committee members are all voluntary positions.

## **ARTICLE XII**

Statement of Policy

Policy on Conflicts of Interest and Disclosure of Certain Interests

The Directors, Officers and volunteers have an obligation to exercise their authority and to carry out the duties . They serve Pride Youngstown and the greater community should avoid placing themselves in positions in which their personal interests are, or may be, or may be perceived to be, in conflict with the interests of Pride Youngstown

1. Conflict of Interest Defined. For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

a. Outside Interests.

i. A Contract or Transaction between Pride Youngstown and a Responsible Person or Family Member.

- ii. A Contract or Transaction between Pride Youngstown and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

b. Outside Activities.

- i. A Responsible Person competing with Pride Youngstown in the rendering of services or in any other Contract or Transaction with a third party.
- ii. Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to; an entity or individual that competes with Pride Youngstown in the provision of services or in any other Contract or Transaction with a third party.

c. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment or other favors from any individual or entity that:

- i. does or is seeking to do business with, or is a competitor of Pride Youngstown; or
- ii. has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from Pride Youngstown;
- iii. is a charitable organization operating in Ohio;
- iv. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Pride Youngstown.

2. Definitions.

- a. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- b. A "Responsible Person" is any person serving as an officer, employee or member of the Board of Directors of Pride Youngstown.
- c. A "Family Member" is a spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- d. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.

- e. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by Pride Youngstown. The making of a gift to Pride Youngstown is not a Contract or Transaction.

### 3. Procedures.

- a. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the Board's or Committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of Pride Youngstown has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
- e. Responsible Persons who are not members of the Board of Directors of Pride Youngstown, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect Pride Youngstown's participation in such Contract or Transaction. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

- 4. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of Pride Youngstown. Furthermore, a Responsible Person shall not disclose or use information relating to the business of Pride Youngstown for the personal profit or advantage of the Responsible Person or a Family Member.

5. Review of policy.

- a. Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.
- b. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances.
  - i. does or is seeking to do business with, or is a competitor of Pride Youngstown; or
  - ii. has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from Pride Youngstown;
  - iii. is a charitable organization operating in Ohio;
  - iv. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Pride Youngstown.

might include service as a director of or consultant to a nonprofit organization, or ownership of a business that might provide goods or services to Pride Youngstown. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

- c. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

**ARTICLE XIII – WEBSITE AND COMMUNICATIONS**

The Official Website of Pride Youngstown is [WWW.PRIDEYOUNGSTOWN.ORG](http://WWW.PRIDEYOUNGSTOWN.ORG). All communications from Pride Youngstown shall have affixed to it the logo/trademark of the organization. No person may use the logo/trademark, name or associative names of Pride Youngstown without prior approval of the Board of Directors.

While Pride Youngstown heartily aligns itself with other GLBT and allied organizations, Pride Youngstown is independent of any other organization.

## **ARTICLE XIV - AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Original bylaws were approved at a meeting of the Board of Directors of Pride Youngstown on November 19, 2008.

### **BOARD OF DIRECTORS**

Kim Akins, Anita Davis, Carlos Rivera

Amended bylaws approved at a meeting of the Board of Directors of Pride Youngstown on October 1, 2009

Board of Directors

Kim Akins, Anita Davis and Carlos Rivera

**Conflict of Interest Information Form**

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in Pride Youngstown's Policy on Conflicts of Interest) arising.

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

I have reviewed, and agree to abide by, the Policy of Conflict of Interest of Pride Youngstown that is currently in effect.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_