



KENTUCKIANA PRIDE  
FOUNDATION

# Bylaws

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## **Article I. Identification**

Section 1. Name. The name of the Corporation shall be Kentuckiana Pride Foundation, Inc. (hereinafter referred to as the “Corporation” or “KPF”).

## **Article II. Vision and Mission**

Section 1. Our Vision. An inclusive, cohesive, and equitable community, wherein all people are afforded the opportunities, resources, and tools they need to lead healthy and fulfilling lives regardless of their sexual orientation or gender identity.

Section 2. Our Mission. Promoting social, economic, and health equity of Kentuckiana’s sexual and gender minorities, we advocate pride, celebrate achievements, and educate leaders.

## **Article III. Membership**

Section 1. Qualification. Qualified members may be approved by a vote at a meeting of the members. Any individual who subscribes to our mission and who lives or works in the Louisville metropolitan area, or who lives elsewhere and is granted an exception by the Board of Directors, qualifies for membership after having attended the two member meetings immediately preceding the one in which the members are to vote on the individual’s membership.

Section 2. Membership Expectations. To maintain membership, an individual must volunteer for the organization at least four times a year and attend at least one-half of the meetings of members in a year. Any member who attends the Kentuckiana Pride Festival must volunteer for at least one shift. Membership of an individual who does not meet these expectations may be terminated or suspended by a vote of the members.

Section 3. Formal Complaint. Any member found to misrepresent, cause financial burden, damage the committee, whose participation proves to be disruptive, or creates an environment of ill feeling within the committee/community may be removed by the following process:

(a) A written complaint must be filed with a director, who shall then facilitate the remaining process.

(b) A representative of the Board of Directors will notify the respondent of the complaint by certified mail within five (5) days of the complaint being filed.

(c) The complainant and the respondent shall then select a committee member as mediator within three (3) days of receipt of the notification. If within the max number of days being three (3), an agreement is not met, the President has full right without deliberation to select a committee member as mediator.

(d) The complainant and respondent may have any committee member submit a written statement on their behalf. Said statements, in order to be valid, must be given to the mediator prior to the mediation date.

(e) The mediator, complainant, and respondent must meet within seven (7) days of selecting said mediator to discuss the complaint in an attempt to resolve the conflict. The mediator may select a silent observer if deemed necessary to take notes.

(f) The mediator shall then send a report to the Board of Directors within five (5) days of the mediation to present an unbiased report on the complaint.

(g) If a complainant withdraws from the process, the complaint will stand as simply written. The complaint will be archived, unless the Board of Directors finds complaint to be valid and pertinent to

charges. The Board of Directors reserves the right to present entire complaint.

(h) The complainant and respondent shall have no voting rights regarding this issue.

(i) The Board of Directors shall then determine a course of action after reviewing the report from the mediator.

(j) Board of Directors' course of action relating to the respondent must be met by two-thirds (2/3) vote. If vote fails, the complaint is dismissed and the member returns to original membership status.

Section 4. Resignation. A member may resign at any time by giving written notice to a member of the Board of Directors of the Corporation.

Section 5. Property. A member that resigns or whose membership is terminated must return all of the corporation's property within seven (7) days voluntarily or at time of notification via certified mail sent by a representative of the Board of Directors. The corporation reserves the right to exercise legal options as warranted.

Section 6. Reinstatement of Membership. Any member removed from the committee for cause may petition the Board of Directors in writing for reinstatement no sooner than one (1) year after removal. The Secretary shall research the reason for removal and present to the Board of Directors during the next regular business meeting and must pass with a two-thirds (2/3) vote.

## **Article IV. Membership Meetings**

Section 1. General Meetings. Generally, members shall meet immediately following meetings of the Board of Directors.

Section 2. Annual Meetings. The meeting of the members in September shall be the annual meeting. The budget for the upcoming fiscal year

shall be presented at the annual meeting, and any other business of the members may be transacted.

Section 3. Special Meetings. Special meetings of the membership may be called at any time upon proper notice, in accordance with Article IV, Section 4, by the President, a majority of the filled positions of the members of the Board of Directors, or by written petition of at least one-third (1/3) of the current membership of the Corporation entitled to vote on the matter proposed to be considered, who shall so notify the Secretary stating the reason for such a meeting. Only such business as is authorized in the notice issued for the meeting may be transacted at said special meeting.

Section 4. Notice. Written notice of the location, date and time of any membership meeting and the reason for any special membership meeting, shall be sent by U.S. Mail or email to each current member at their last known address/email address not less than five (5) calendar days nor more than thirty (30) calendar days in advance of the meeting.

Section 5. Quorum and Voting.

- (a) One-third (1/3) of the members shall constitute a quorum.
- (b) Any matter placed before the membership for voting, except as otherwise provided in these bylaws, shall be carried if approved by majority vote of the members present in person, via proxy or via absentee ballot.
- (c) Every member in good standing, not under review as described in Article III, Section 3 or 5, is entitled to one (1) vote on any matter brought before the membership including the right to vote in the Board of Directors election.
- (d) At any meeting of the membership, members may participate by attending and voting in person, via telephone or other remote connection, may provide their proxy to another active member in

good standing, or may submit an absentee ballot. A member may carry no more than 2 proxies at any given time. Unless otherwise provided herein, in order to vote via proxy or by absentee ballot, a member must deliver to the Secretary of the Corporation a signed written or email statement declaring their intention twenty four (24) hours prior to the meeting.

Section 6. Rule of Order. Business shall be conducted according to a written agenda, which shall be available at each meeting. The Secretary shall give members opportunity to submit agenda items no less than six (6) calendar days in advance of the meeting in order to give notice as described in Article IV, Section 4.

Section 7. Proceedings shall be facilitated by the President of the Board of Directors or the designate. The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the organization may adopt. Careful attention shall be made to ensure respect is given to every individual and allow for freedom of expression of one's opinion without fear of retaliation.

## **Article V. Board of Directors**

Section 1. Function. The business, property and affairs of the Corporation shall be managed and controlled by the members of the Board of Directors of the Corporation ("Board" or "Board of Directors") which shall exercise all powers of the Corporation and take any action which is not prohibited or reserved to the membership (by law, by the Articles of Incorporation or by these bylaws).

Section 2. Composition. The Board of Directors of the Corporation shall consist of the ("Officers") President, Vice-President, Secretary, Treasurer, Parliamentarian, and Auditor. The Board may also consist

of At-Large Director positions that are not “Officers”. The number of members on the Board of Directors shall be no fewer than nine (9). Officers of the Board of Directors must be members of the Corporation. Any Officer who ceases to be a member of the Corporation will also cease to be a member of the Board and their position shall become vacant.

Section 3. Duties of Officers.

(a) The Board of Directors of the Corporation shall consist of the (“Officers”) President, Vice-President, Secretary, Treasurer, Parliamentarian, and Auditor. The Board may also consist of At-Large Director positions that are not “Officers”. The number of members on the Board of Directors shall be no fewer than nine (9). Officers of the Board of Directors must be members of the Corporation. Any Officer who ceases to be a member of the Corporation will also cease to be a member of the Board and their position shall become vacant.

(b) The President shall preside at all meetings of the membership and the Board of Directors of the Corporation, shall act as spokesperson for the Corporation, and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the members of the Board of Directors.

(c) The Vice-President is the designated successor and shall possess the powers and discharge the duties of the President in the event of the President’s absence or disability. The Vice-President shall take an annual inventory and assessment of all the assets of the corporation and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the members of the Board of Directors.

(d) The Secretary shall have the general powers and duties usually vested in the office of Secretary of a corporation, shall keep minutes



of all meetings of the Board of Directors and the membership, shall authenticate the records of the Corporation and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors, including the duty to:

- (1) Keep corporate records;
- (2) Provide proper notices in accordance with these bylaws;
- (3) Ensure that a proper list of members is maintained; and
- (4) Accept nominations for Board elections in accordance with Article V, Section 6.

(e) The Treasurer shall have the general powers and duties vested in the office of Treasurer of a corporation, including the responsibility for all funds and securities for the Corporation, and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the members of the Board of Directors, including the duty to:

- (1) Oversee the financial management of the Corporation;
- (2) Provide for the payment of all bills and obligations of the Corporation as directed by the members of the Board of Directors;
- (3) Keep a complete and correct account of all monies received and disbursed by the Corporation;
- (4) Provide a financial statement of the Corporation to the Board at least quarterly or as requested by the Board;
- (5) Submit a full financial report to the members at the annual membership meeting;

- (6) File any and all required tax or information returns, forms or other filings required by federal, state or local governmental agencies or authorities;
  - (7) Obtain an audit and/or review of the financial records as requested or required by the members of the Board of Directors from time to time; and
  - (8) The Board may require the Treasurer to give a bond for the faithful discharge of their duties, the cost of which shall be borne by the Corporation.
- (f) The Parliamentarian shall have the responsibility to ensure that all business and meetings are conducted in accordance with the Corporation bylaws, and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the members of the Board of Directors, including the duty to:
- (1) Review the corporation bylaws annually to ensure they meet the needs of the Corporation; and
  - (2) Review Corporation records to ensure compliance with its not-for-profit status under state and federal statutes, laws and regulations.
- (g) The Auditor shall have the responsibility to verify the assets of the corporation including financial and physical inventory, and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the members of the Board of Directors, including the duty to:
- (1) Avoid having any direct responsibility for the handling of any corporation finances and conduct a minimum of two random financial audits prior to fiscal year end and at the transition of duties during election years; and

(2) To conduct an annual audit of the physical assets of the corporation following the Vice-President's inventory report.

Section 4. Records. The records of the Corporation will be maintained by the appropriate officers as specified in the duties.

Section 5. Term. Each member of the Board Directors shall serve for a term of two (2) fiscal years or until election of successor. Any Director may serve any number of consecutive terms. Newly elected Directors will assume limited responsibility from time of certification of the election until beginning of fiscal year for the sole purpose of transition of duties and creation of a budget to submit during Annual Meeting. Directors assume all responsibilities at beginning of fiscal year, as described in Article IX, Section 1, following election unless otherwise specified in these bylaws.

Section 6. Nominations and Elections. If directors are to be elected by the members, such election shall be held at a general meeting in the month of July. Nominations of candidates for Officers of Board of Directors are open from May 1 through June 30 in even numbered years. During the nomination period any member of the Corporation may submit a nomination to the Secretary, who must acknowledge receipt no later than twenty four (24) hours, except when such nomination is received during festival week and acknowledgment must be made the first business day following close of festival. Nominations must include the name of the candidate and the office(s) being nominated. In the event that a position has no nominations or an election results in no winner, nominees may be taken from the floor.

Section 7. Candidates nominated for Officers shall be notified by the Secretary by July 1 so that the nominee can accept/reject nomination. All candidates who accept the nomination and meet the qualifications as described in Article V, Section 7 will be listed on the agenda with their nominated office(s) and presented at the Election Meeting described in Article IV, Section 1. Members who have nominated a

candidate for the Board where the candidate rejects the nomination shall be notified so that the member may choose to submit a new nomination if he/she chooses.

Section 8. Qualified Candidates who attend the Election Meeting will be given one opportunity to state their interests and qualifications prior to all voting even if they are nominated for multiple offices. Voting will be done by secret ballot from the list of candidates with no write-ins accepted, in the order of the listing of officers and duties as described in Article V, Section 3. Upon closing of vote for each office the Secretary and Auditor, or designee as appointed by the President in conflict of interest situation, will together tabulate the vote and share the results with the attendees. If the candidate who receives the majority of the votes for the office chooses to accept the position then that candidate is hereby elected and the candidate will be removed from consideration for any other nominated office(s). If the candidate who receives the majority of the votes chooses not to accept the position, then that candidate's name is removed from consideration for that office and a new vote must be taken.

Section 9. Any contesting of the voting process or tabulation of the results must be expressed at the time of the vote for it to be considered. Once all voting for all offices has completed, then the results will be considered certified and will not be reviewed.

Section 10. The Board of Directors may appoint or empower an officer to appoint such other officers as may be deemed necessary, each of whom shall hold office for such period, have such authority, and perform such duties as are provided for in these bylaws or as are provided for by the Board of Directors or the appointing officer from time to time.

Section 11. Qualifications of Board Members. In order to be eligible for Board membership an individual:

- (a) Must reside or work in the Louisville metropolitan area.

(b) Must be member of Kentuckiana Pride Foundation, Inc.'s general membership in good standing for at least six (6) months prior to the annual meeting.

(c) Must sign an attestation stating they have read and understand the complete bylaws of the corporation and agree to perform the full duties of the office for which they are nominated.

(d) Must be at least twenty-one (21) years of age.

(e) Any other reasonable qualification deemed necessary by the members of the Board of Directors.

(f) Candidates for President must have chaired a minimum of two committees in the past or served as a Board member, and been a full member during the two consecutive years immediately prior to nomination

(g) At-Large Director positions are exempt from requirement that they be members of KPF in an effort to recruit professional talent from the area

Section 12. Resignation. Any Director may resign by delivering written notice of resignation to the President or Vice-President, who must acknowledge receipt no later than twenty four (24) hours. The President or Vice-President shall have twenty four (24) hours to inform the members of the Board of Directors of any Director's intent to resign. Any Director shall then have one (1) week to reconsider their intention to resign. Such resignation shall be effective upon approval of meeting minutes following the date of said Director's notice of resignation. Resignation from the Board of Directors does not automatically include a resignation from membership in the Corporation.

Section 13. Removal. Any Director may be removed from office by two-thirds (2/3) vote of all of the members of the Corporation present at a regular meeting or a special meeting called for that purpose. Such removal shall be for just cause, which could include, but is not limited

to; three (3) unexcused absences from duly held meetings of the Board, consistent failure to discharge the duties of the office, failure to follow the policies and procedures set forth by the members of the Board of Directors, and/or financial irregularities. Any Director whose removal is proposed shall be entitled to written or email notice specifying the proposed removal and cause therefore at least fourteen (14) calendar days prior to any meeting of the Membership at which such removal shall be considered. Removal of a Director from their office does not automatically constitute removal from membership in the Corporation.

Section 14. Vacancies. Any vacancies in the membership of the Board, whether caused by death, resignation, removal, or otherwise, may be filled by the members of the Board of Directors at any regular or special meeting called for that purpose. Members of the Board of Directors so appointed shall serve until the next election cycle. The Board, at its discretion, may provide for soliciting, nominating or securing other input from the membership before filling a vacancy.

Section 15. Meetings.

(a) Regular meetings of the Board shall be held at least monthly, with the exception of June and December, at such time and place as may be determined by the Board. Special meetings of the Board may be called at the request of the President or by one-third (1/3) of the members of the Board of Directors.

(b) Notice of all meetings of the Board shall be given to membership not less than five (5) calendar days before the meeting. Neither the business to be transacted at, nor the purpose of any regular meeting of the Board need be specified in the notice of such meeting unless specifically required by law or these bylaws. Notice of the purpose of any special meeting must be given at time of call for such meeting.

(c) The order of business at all meetings may vary to conform to the business at hand, but shall be governed to the greatest extent by the

Rule of Order as described in Article IV, Section 6, except to the extent that the Secretary shall give Directors an opportunity to submit agenda items at the start of any regular meeting.

Section 16. Quorum and Voting. At any meeting of the members of the Board of Directors, Directors may participate by attending and voting in person or by attending via telephone or other remote connection. A simple majority of the filled Board positions will constitute a quorum. No Board decisions shall be made without a quorum; however, the Board may choose to discuss matters outside of a meeting in the absence of quorum. At all meetings of the members of the Board of Directors, except as otherwise specifically required by these bylaws, all matters shall be decided by a simple majority vote of the members of the Board of Directors present at the meeting in which quorum is established.

Section 17. Informal Business by Directors. Board business may be conducted outside of any regularly scheduled meeting of the members of the Board of Directors with the consent of a majority of the directors. Any informal business shall be documented via meeting minutes following the date of said informal business decision.

## **Article VI. Committees**

Section 1. Committees. The Board of Directors appoint such standing or special committees and the chairperson of each, as the President or members of the Board of Directors may deem necessary to properly carry on the activities and affect the purpose of the Corporation. Such committees shall perform as the President or the members of the Board of Directors may direct. Any such committees may be abolished or any chairperson thereof removed, with or without cause, at any time by a majority vote of the members of the Board of Directors.

Section 2. Committee Procedures. Policies and Procedures adopted by the members of the Board of Directors shall govern appointed committees. Those committees described in this document shall be governed in the manner that is prescribed.

## **Article VII. Financial Affairs**

### Section 1. Contracts.

(a) Any contract that requires an expenditure of more than one thousand dollars (\$1,000) outside of the budget approved by the members of the Corporation will require the approval of the majority of the members of the Board of Directors.

(b) All written contracts shall be executed by the President or their designee in their absence.

### Section 2. Checks.

(a) An authorized signer must sign checks for miscellaneous and regularly occurring expenses preauthorized by the Board. The Board may review expenses incurred by individual or other committees without prior authorization prior to check issuance.

(b) An authorized signer is defined as any member of the Board of Directors who is properly documented with the organization's financial institution.

Section 3. Funds. All funds of the Corporation shall be deposited in the name of the Corporation in such banks, trust companies or other depositories as the members of the Board of Directors may select. All material funds of the Corporation shall be deposited in such accounts within two (2) business days.

### Section 4. Gifts and Donations.



(a) The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for any purpose of the Corporation.

(b) No individual member of the Board of Directors may accept an individual gift in excess of a value of \$100 (U.S. Dollars) through their association with the Corporation or activities of the Corporation.

Section 5. Dissolution. The Corporation may be dissolved only with authorization by its Board of Directors and meeting of the membership of the Corporation to be called in accordance with Article IV, Section 3. Agreement for dissolution shall require approval by a two-thirds (2/3) vote of members of the Corporation present or represented by proxy.

Section 6. The Board of Directors shall remain in position, not to be released until completion of all of the corporation's business. The Board of Directors shall make provisions and confirm payment of all liabilities owed by the corporation. Continued responsibility is not limited to, but is to include matters of both property and remaining financial assets of the corporation. The Board of Directors is to be indemnified (Article XI, Section 1) from any and all legal or financial responsibility that could affect said members in a personal manner during dissolution of the corporation.

Section 7. Any assets of the corporation, both property and financial, shall be disposed, as determined by the Board of Directors, to proven organizations that meet and are consistent with qualification under section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future Internal Revenue Code or legally binding entities both state and local.

## **Article VIII. Conflict of Interest**

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

Section 2. Definitions.

(a) Interested Person - Any Director or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

(d) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(e) A financial interest is not necessarily a conflict of interest. Under Article IX, Section 3(B) a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

(a) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board

delegated powers considering the proposed transaction or arrangement.

(b) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

(1) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(2) After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(3) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in corporation best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

(1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts

of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action as described in Article III, Section 3.

## **Article IX. Fiscal Year**

Section 1. The fiscal year of the Corporation shall be October 1 – September 30.

## **Article X. Amendments**

Section 1. These bylaws may be altered, amended, or repealed and new bylaws adopted which shall require a special meeting of the membership of the Corporation to be called in accordance with Article IV, Section 3. Agreement for amendments shall require approval by a two-thirds (2/3) vote of members of the Corporation. Notice of any meeting to consider bylaw revisions, including the proposed changes with explanations, must be given in accordance with Article IV, Section 4 herein.

(a) A copy of the updated bylaws will be posted on the corporation website within thirty (30) calendar days of approval.

(b) From time to time, the members of the Board of Directors may amend these bylaws to change and correct grammatical, punctuation, and spelling errors that do not materially affect the content of these bylaws.

## **Article XI. Indemnification**

Section 1. The corporation shall indemnify any Director or Officer who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the corporation and acting on behalf of the Board of Directors, if it has been determined that he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the corporation, or had no reasonable cause to believe that his or her action or conduct was/is unlawful. The corporation may purchase insurance to fund these obligations for indemnification.