

Dodge City Pride Association, Inc.

Bylaws

Article I. Name

1.01

The name of the Corporation shall be Dodge City Pride Association, Inc. (Referred to hereinafter as the “Corporation”).

Article II. Purposes and Classification

2.01 Purpose

The purpose for which the Corporation is formed is to actively promote the success and sustainability of Dodge City Pride, an annual LGBTQIA+ pride event in Dodge City, Kansas, for the benefit of local LGBTQIA+ persons and their allies. The goal of the Corporation is to raise the visibility of these issues, educate the community, and advocate on behalf of regional issues impacting LGBTQIA+ persons in Dodge City and the surrounding areas. The Corporation will engage with the community and other organizations to understand the needs of the LGBTQIA+ community and support other pride events in the region. The Corporation may conduct other events and fundraising throughout the year to support the organization and event.

2.02 Classification

The Corporation shall be a nonprofit organization as provided for under section 501(c)(3) of the Internal Revenue Code.

Article III. Basic Policies

3.01

The Corporation shall be noncommercial, nonsectarian, and nonpartisan.

3.02

The name of the Corporation shall not be used in any connection with any interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

3.03

The Corporation may cooperate with other organizations and agencies, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

Article IV. Membership

4.01

The Corporation shall have no members.

Article V. Officers

5.01 Nature and Name of Officers

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer.

5.02 Election of Officers

Officers shall be elected by ballot annually in the month of June by the Board, and election shall be by a majority of the Board.

5.03 Term

Officers shall assume their official duties following on the 1st of July, shall serve for a term of one year and until the election and qualification of their successors.

5.04 Term Limit

A person shall not be eligible to serve more than two consecutive terms in the same office.

5.05 Vacancy

Should an Officer position become vacant, such vacancies shall be filled by means of an election.

Article VI. Duties of Officers

6.01 President

The President shall perform such duties as may be prescribed in these Bylaws, or assigned to that person by the Corporation or by the Board of Directors, and shall coordinate the work of the officers and committees of the Corporation in order that its purposes may be promoted. The President shall act as chairperson at meetings of the Board of Directors.

6.02 Vice President

The Vice President shall act as aide to the President, and shall perform the duties of the President in the absence or disability of that officer to act, including acting as chairperson at meetings of the Board of Directors in the absence of the President.

6.03 Secretary

The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors, and shall perform such other duties as may be delegated to that person.

6.04 Treasurer

The Treasurer shall have custody of all of the funds of the Corporation, shall keep a full and accurate account of the receipts and expenditures, and shall make disbursements in accordance with the approved budget as authorized by the Corporation, the Board of Directors, or a committee of the Board. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full

report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.

6.05 Other Duties

- (a) Officers shall perform those other duties assigned from time to time by the Board.
- (b) Officers shall deliver to their successors all official material not later than ten (10) days following the election of their successors.

Article VII. Board of Directors

7.01 Authority

All executive authority of this corporation is vested in the Board of Directors. The Board is responsible for overall policy and direction of the Corporation, and shall have general charge of the affairs, property, and assets of the Corporation. The Board may delegate responsibility of day-today operations to staff and committees and may engage such outside expertise as Corporation business may require.

7.02 Number

The Board shall have no less than five (5) but no more than nine (9) members.

7.03 Compensation

The Board shall receive no compensation other than reimbursement for reasonable expenses incurred during official Corporation business, as determined by the Board.

7.04 Initial Election

The initial composition of the Board of Directors shall be determined by nominations offered by those persons involved in the formation of the Corporation.

7.04 Terms

The term of a member of the Board of Directors shall be for two (2) years. A person may serve more than one term.

7.05 Vacancies

Vacancy Election to the Board of Directors shall be to fill the expired term of the position then available. Vacancies shall be filled by majority vote of the entire Board, but such person so elected for a vacant position, shall only serve the remaining term of the vacated position on the Board. A person may serve more than one term.

7.06 Regular Meetings

The Board shall meet at least semi-annually. An official meeting requires each Board member have written or electronic notice at least five (5) days in advance. Any action that is required to or may be taken at a meeting of Directors may be taken without a meeting if all Directors submit a notice of consent either through written or electronic format. Meetings shall be conducted in person, but by agreement of the Board may be conducted by means of electronic video

conference. A Director shall be permitted to appear by way of electronic video conferencing software, even in those cases where the meeting is otherwise conducted in person.

7.07 Special Meetings

Special meetings of the Board may be called by an Officer of the Corporation.

7.08 Quorum

A majority of the members of the Board of Directors shall constitute a quorum. A quorum must be present to hold official business or administer a vote.

7.09 Voting

At each meeting of the Board every Director having the right to vote shall be entitled to vote in person. Appearance by video conferencing software shall satisfy the requirement to appear in person. No Director shall be entitled to vote by proxy.

7.10 Resignation, Termination, and Absence

Resignation from the Board must be in writing and are not effective until received by the Secretary. It shall be the responsibility of a resigning member to cause delivery of the written notice of resignation by the means most likely to be received including but not limited to both United States Mail, postage prepaid and addressed to the Corporation and its Secretary, personal delivery with receipt, or any other manner that results in actual written notice of resignation. A Board member shall be terminated from the Board due to excess absences and may be removed for other reasons by a majority vote of the remaining Board members.

Article VIII. Committees

8.01 Formation

The Board may create committees as needed. The Board chair shall appoint all committee chairs.

8.02 Advisory Committee

The Board may create an Advisory Committee, in the sole discretion of the Board, consisting of a variable number of individuals from the community and surrounding areas. The purpose of this committee is to gain additional insight and knowledge from a broader spectrum to further the purpose of the Corporation.

8.03 Other Committees of Directors

The Board may provide for such other standing or special committees as it deems desirable and dissolve the same at its pleasure. Each such Committee shall consist of two or more Directors elected by the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be delegated to it by the Board.

8.04 Committees of Non-Directors

The Board may provide for such other committees, advisory groups, etc., consisting in whole or in part of nondirectors, as it deems desirable, and dissolve the same at its pleasure. Each such committee shall be advisory to the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed by the Board. Appointments to and the filling of vacancies on such other committees shall be made by the chair unless the Board otherwise provides. Any action by each such committee within the authority given it by the Board, shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby.

Article IX. Governance

9.01 Staff

The Board of Directors may hire additional staff as needed.

9.02 Audit

An independent auditor appointed by the Board shall, at such time as the Board may determine (but at least annually) prepare for the Corporation a statement of financial condition setting forth the assets and liabilities of the Corporation, a statement of income, expenses, and distributions, a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such additional reports or information as may be ordered from time to time by the Board. Copies of all audits, statements, reports, and data delivered by the auditor to the Board shall be made available or furnished to each Director, custodian or agent having custody of funds of the Corporation.

9.03 Annual Report

The Board shall make, at least annually, such distribution of a written report of its financial condition, activities, and distributions to representative persons and organizations in the western Kansas area as the Board deems appropriate to inform the interested public of the operations of the Corporation.

9.04 Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of the Board. All such records are subject to public inspection if required by law. Otherwise, all books, records or actions of this corporation are private. In the event the corporation receives any public funds for which any law requires open records, nothing herein contained shall restrict the ability of this corporation to comply with all applicable rules, law or regulations attendant thereto.

9.05 Conflict of Interest

The Corporation shall adopt a conflict-of-interest policy governing Directors, officers, staff, and committee members. The Corporation shall keep on file verification that each individual covered by the policy has read it, understands it, and agrees to abide by it. The Conflict-of-Interest policy will be reviewed annually by the Board of Directors.

To the extent permitted by law and consistent with the Articles of Incorporation, these Bylaws, and the Corporation's conflict-of-interest policy, no contract or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated by reason of the fact that a Director, officer or member of the Corporation is interested in or is a member, shareholder, Director or officer of such other firm, association or corporation; and a Director, officer or member of the Corporation may be a party to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested, and no such contract shall be affected or invalidated thereby.

9.06 Notices

Whenever under the provisions of these Bylaws notice is required to be given to any Director, officer, or member, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in the United States mail, postage, prepaid, addressed to such Director, officer or member at such address as appears on the books of the Corporation. Any Director, officer or member may waive any notice required to be given by statute or under these Bylaws.

9.07 Checks / Depository Bank

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board may from time to time designate. The depository bank for the corporation shall be determined by the Board of Directors.

9.08 Calendar Year

The fiscal year of the Corporation shall be the twelve-month period ending on the last day of December.

9.09 Preservation of Charitable Status

Any part or provision of these Bylaws, or any application thereof, which at any time would cause, or be a material factor in causing, the Corporation to be deemed a "private company" as described in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision of the Code, or to be deemed not to be qualified charitable organization described in Section 501 (c)(3) of 170 (b)(1) (A) (vi) of the Code or any successor provision of the Code, shall be null and void, but in either such event, to the extent permitted by law and approved by the Board of Directors, the Bylaw provision so affected shall be deemed to have been modified or supplemented so as not to affect the status of (i) the Corporation, (ii) any fund or trust held or administered by the Corporation as a "component part" as described in Treasury Regulation Section 1.170A-9(e)(11)(ii), or any successor regulation or Code provision, or (iii) any other fund or any other fund or trust held or administered by the Corporation.

9.10 Requirement to Conduct Activities

The Corporation shall conduct at least one pride event annually, of a nature consistent with the purpose of the Corporation.

Article X. Gifts to the Corporation

10.01 General

Donors may make gifts to the Corporation by naming or otherwise identifying the Corporation (whether or not a director, custodian or agent is designated) to receive the property contributed. Gifts shall vest in the Corporation upon receipt and acceptance by it (signified by a Corporation officer, employee, or agent).

10.02 Administration

A donor may designate one or more Directors, custodians, or agents to have custody of and administer the investment of a gift, and, if more than one, the portions of the gift to be held and administered as to investment by each. All Directors, custodians, or agents shall be subject to the powers of removal vested in the Board and contained in Article III, Section 1 of these Bylaws. In case of failure of a donor to designate a director, custodian, or agent to accept custody of a gift, the Board may in each case so far as necessary designate one or more of the Directors, custodians, or agents to have custody of and administer the investment of the gift, and if more than one, the portions to be so held and administered by each. The Corporation may enter into agreement with Directors, custodians, or agents having custody of funds of the Corporation, specifying additional terms of such custody.

10.03 Acceptance of Terms

Each donor by making a gift to the Corporation shall be deemed to have accepted and agreed to all the terms of the Articles of Incorporation and these Bylaws and shall be further deemed to have agreed that the fund so created shall be subject to the provisions for presumption of donor's intent for modification of restrictions or conditions, and for amendments and termination, and to all other terms of the Articles of Incorporation and Bylaws of the Corporation and any Director, custodian, or agency agreement between the Corporation and Directors, custodians, or agents having custody of the funds of the Corporation each as from time to time amended.

10.04 Directions in the Instrument

Any donor may, with respect to a gift by such donor to the Corporation and within such limits of policy as the Board from time to time may establish, give directions in the instrument of gift or transfer as to (i) field of charitable purposes or particular charitable organizations or purposes to be supported, (ii) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift. Notwithstanding the foregoing, any such directions which at any time would cause, or be a material factor in causing, the Corporation to be deemed a "private Corporation" as described in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision of the Code, or to be deemed not to be a qualified charitable organization described in Section 501 (c)(3) or 170 (b)(1) (A) (vi) of the Code or any successor provision of the Code, shall be null and void, but in either such event, to the extent permitted by law and approved by the Board of Directors, any such directions shall be deemed to have been modified or supplemented so as not to affect the status of (i) the Corporation, (ii) any fund or trust held or administered by the Corporation as a "component part" as described in Treasury Regulation Section 1.170A-9 (e)(1)(ii), or any successor regulation or Code provision, or (iii) any other fund or trust held or administered by the Corporation.

10.05 Presumption

Each fund of the Corporation shall be presumed to be intended (i) to be used only for charitable purposes, (ii) to be productive of a reasonable return of net income over a reasonable period of time which (except during the period referred to in Section 6.5 of these Bylaws) is to be distributed at least annually or if accumulated is to be accumulated only in reasonable amount and for a reasonable period for a charitable contribution, gift, or bequest in computing any federal income, gift, or estate tax of the donor or his estate and not to disqualify the Corporation from exemption from federal income tax as a qualified charitable organization described in either Section 501 (c) (3) or Section 509 (a) (1) of the Internal Revenue Code of 1986 and shall not be otherwise applied. If a direction by the donor, however expressed, would, if followed result in use contrary to the intent so presumed, or if the Board is advised by counsel that there is substantial risk of such result, the direction shall not be followed, but shall be modified by the Board so far as necessary to avoid such result, except that if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted unless an appropriate judicial or administrative body first determines that the conditions and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceeding shall be proper expenses.

10.06 Variance Power

Notwithstanding any provision in these Bylaws or in any instrument of transfer creating or adding to a fund of this Corporation, if, and only if, the Board of Directors determined, in its sole discretion, that circumstances are such as to render obsolete, inappropriate or impracticable execution of any request, condition or directive of donors with respect to property or funds of the corporation, the Board shall have the power to modify or override such request, condition or directive so as to provide for the distribution of such property or funds in a manner which is appropriate, practical and consistent with the charitable needs of the Scott County Kansas area.

10.07 Distributions and Disbursements

The Board not less frequently than annually, shall (i) determine all distributions to be made from net income and/ or principal of this Corporation (including funds held by Directors, custodians, or agents of the Corporation) pursuant to provisions of the Articles of Incorporation, these Bylaws, and the donor's directions if and to the extent applicable as provided herein, (ii) make, or authorize and direct the respective Directors, custodians, or agents having custody of funds of this Corporation to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such time and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended, and (iii) determine all disbursements to be made for administrative expenses incurred by the Corporation and direct the respective Directors, custodians or agents having custody of funds of this Corporation as to payment thereof and fund to be charged.

Article XI. Indemnification

11.01 Indemnification

The Corporation shall indemnify any person 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, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fine and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney fees, if such person acted in good faith and in a manner such reasonably believed to be in or not opposed to the best interests of the Corporation; and with cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action of suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this section of the Bylaws, or in defense of any claim, issue or matter therein, such Director or officer shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith, including attorney fees.

Any indemnification under this section of the Bylaws, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination the indemnification of the Director or officer is proper in the circumstances because such Director or officer has met the applicable standard of conduct set forth in this section of the Bylaws. Such determination shall be made (a) by the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, a written opinion, or (c) by the members.

Expenses incurred by a Director or officer in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or officer to

repay such amount if it is ultimately determined that the Director or officer is not entitled to be indemnified by the Corporation as authorized in this Article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expense provided by, or granted pursuant to, the other subparagraphs of this Article shall not be deemed exclusive of any other right to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of members or disinterested Directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

11.02 Insurance

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued. The Board shall, prior to the actual hiring of any employee provide for the purchase of adequate workers compensation insurance, regardless of the size of the payroll of this corporation.

11.03 Definitions

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a Director or officer of the Corporation which imposes duties on, or involves services by, such Director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participant and beneficiaries of an employee benefit plan shall be deemed to have acted in manner "not opposed to the best interests of the corporation" as referred to in this Article.

11.04 Modification

Any repeal or modification of this Article shall not affect any action theretofore taken pursuant to the terms of this Article prior to the time of such repeal or modification.

Article XII. Amendments

12.01 Amendments

These Bylaws may be amended by a two-thirds vote of the entire Board at any regular meeting, or upon notice of a special meeting, at any special meeting.

Certificate

These Bylaws were approved at a meeting of the Board of Directors on _____.

By: _____

Title: Secretary