

**BYLAWS  
OF  
THE ATLANTA PRIDE COMMITTEE, INC.**

**ARTICLE I: ORGANIZATION AND PURPOSE**

**Section 1. Name and Charter**

The name of this organization shall be The Atlanta Pride Committee, Inc., hereinafter referred to as "APC." The APC is a non-profit corporation organized under the laws of the State of Georgia exclusively for charitable, educational and social purposes. It may hold property and hold title to property.

**Section 2. Location**

The principal office of the APC shall be located within metropolitan Atlanta area, State of Georgia.

**Section 3. Tax-Exempt Status**

The APC is a non-profit corporation organized for the following exclusively charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as "the Code"): to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, literary and educational purposes, to foster national or international amateur sports competition (within the limitations of Sections 501(c)(3) and 501(j) of the Code), to prevent cruelty to children or animals, to conduct and sponsor educational and instructional activities, to make grants and awards to individuals or organizations for charitable, educational, scientific, literary or cultural purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of Section 501(c)(3) of the Code.

**Section 4. Purpose**

The main purpose of the Atlanta Pride Committee, a 501(c)(3) organization, is to advance unity, visibility and self-esteem among lesbians, gay men, bisexuals, and transgender and queer persons and to promote a positive image in the Atlanta area and throughout the Southeastern United States through community activities and services.

**Section 5. Mission**

The mission of the Atlanta Pride Committee is to advance unity, visibility, and wellness among persons with widely diverse gender and sexual identities through cultural, social, political, and educational programs and activities.

**Section 6. Values**

We value social justice, culture, self-esteem, history, health and wellness.

## **Section 7. Non-Discrimination Policy**

In all of its activities, efforts, policies, and in the composition of committees, the APC shall have as a central aspiration the achievement of gender and racial parity through active recruitment. The APC shall not discriminate with regard to age, race, sex, creed, national or cultural origin, religious affiliation, sexual orientation, gender identification, physical ability or health status.

## **Section 8. Organization**

1. **The APC Board of Directors**, is the supreme authority of the APC and the government and management of the affairs of the organization shall be vested in its Board of Directors; and all the powers, duties, and functions of the organization conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the APC's Board of Directors.

The governing body of the APC shall be its Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the organization; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the organization as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws; and,

2. **The APC Executive Committee**, which is the officers of the organization, shall have responsibility for the management and policies of the APC. The Executive Committee may act on behalf of the Board of Directors and perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe; and
3. **The APC Nominating & Review Committee** shall be responsible for selecting candidates for Board membership to be voted on by the full membership of the APC.
4. **The APC Membership Committee** shall be responsible for reviewing and accepting or rejecting applications for membership in the APC.
5. **The APC Programming Committee**, along with any sub-committees, whose structure and volunteers shall be appointed & directed by the Executive Director, which shall have responsibility for the logistical planning and implementation of all APC events; and,
6. The **APC Staff**, which includes the Executive Director and additional staff as required, which Staff shall provide direction, leadership and administrative support to the APC.

## **Section 9. Records, Minutes and Books**

The APC shall keep correct and complete books and records of account; keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors; and keep at its registered or principal office a record of the names, addresses, and telephone numbers of the Board of Directors.

## **Section 10. Contracts, Checks, Deposits, and Funds**

10.1 Contracts. The Board of Directors may authorize any officer or officers, executive director, agent or agents of the non-profit corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the APC. Such authority must be in writing and may be general or confined to specific instances.

10.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes issued in the name of the APC shall be signed by such officer or officers, executive director, agent or agents, of the APC and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Director and countersigned by the Chair of the Board of Directors.

10.3 Deposits. All funds of the APC shall be deposited from time to time to the credit of the APC in such banks, trust companies or other depositories as the Board of Directors may select.

10.4 Gifts. The Board of Directors may accept on behalf of the APC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the APC.

## **Section 11. Fiscal Year**

The fiscal year of the APC shall be determined by the Board of directors. The default fiscal year will be the calendar year ending on December 31.

## **Section 12. Governing Instruments**

The APC shall be governed by its Articles of Incorporation and its Bylaws. These Bylaws shall become effective upon passage and adoption by the Membership. All meetings of the APC will be conducted using modified Robert's Rules of Order.

The organization shall adopt and comply with an IRS approved Conflict of Interest Policy as well as federally mandated Whistleblower, Document Retention, and Destruction Policies. The organization may also adopt a Code of Conduct and such other policies to assist with the governance and the IRS required disclosure and transparency requirements.

## **Section 13. Definition of Membership**

Membership in the organization, with regard to eligibility to attend and vote upon matters presented at the Annual Meeting or any Special Meeting called on behalf of the APC, shall require submission of an application for membership. The applications shall be reviewed and approved or rejected by the Membership Committee. In order to qualify for membership and remain a member in good standing, applicants and current members must volunteer at an official APC event or events a minimum of thirty (30) hours annually and shall pay annual dues in the amount of twenty-dollars (\$20.00). Applicants or current members who cannot meet one of these requirements may submit an appeal to the Chair of the Membership Committee or the Chair of the Volunteer Committee for a waiver of the requirement that presents a hardship. If the Chair of the Membership Committee and Chair of the Volunteer Committee jointly determine that a waiver is appropriate, they will notify the Board of Directors

and Executive Director. Members may resign membership by submitting a written resignation to the Board. A member may be removed from membership in the APC for a violation of the APC Code of Conduct provided that written notice has been mailed, emailed or delivered to such member's last known mailing or residence address or email address at least seven (7) days prior to any APC membership removal action. Membership removal procedures shall be described in the APC Policies & Procedures manual. APC staff are not considered members of the organization and do not have voting privileges. All members must annually agree to and abide by the APC Confidentiality and Conflict of Interest policies.

## **ARTICLE II: DIRECTORS**

### **Section 1. Board of Directors**

The Board of Directors is the supreme authority of the APC and the government and management of the affairs of the organization shall be vested in its Board of Directors; and all the powers, duties, and functions of the organization conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the APC's Board of Directors.

The governing body of the APC shall be its Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the organization; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the organization as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws.

Such rules, policies and procedures shall be known and designated as the APC Policies & Procedures. The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of APC business and may delegate authority and responsibility to executive and other committees.

### **Section 2. Composition**

The APC shall be governed by a Board of Directors comprised of at least (7) seven and no more than (13) thirteen members, at the discretion of the nominating committee and Board of Directors and where in alignment with the qualifications and desired Board makeup as stated in the Policies and Procedures. Additionally, the Programming Committee shall annually elect a Board Liaison to attend Board meetings in a non-voting capacity. The Programming Committee Board Liaison shall represent the interests and concerns of the Programming Committee before the Board. Board members and Programming Committee Board Liaison shall serve without compensation. The members of the Board of Directors shall, as much as possible, reflect the diversity within Atlanta's lesbian, gay, bisexual, and transgender community. Board members and the Programming Committee Board Liaison must be members in good standing of the organization as defined in Article I Section 13. The Executive Director, Legal Counsel and any additional staff shall serve in an ex-officio capacity on the Board of Directors, but shall have no vote.

### **Section 3. Terms of Office**

Members of the Board shall serve for a term of two years and such terms shall be established on a staggered basis. The APC shall hold elections for Board members at the annual meeting, which shall occur, in the fourth (4<sup>th</sup>) quarter of the calendar year, which shall be the final Board meeting of the current Board. New Board members appointed after the Board election shall begin their terms at the next board meeting held after such appointment and shall serve until the expiration of the term such person shall have been elected or appointed to fill.

#### **Section 3.1 Officers**

The first Board meeting after annual elections shall occur before December 31<sup>st</sup> of the same year and at such meeting, the Board of Directors shall elect the Officers. The Officers shall be the Chair, the Vice-Chair, Treasurer and the Secretary. Additional officer positions may be created as deemed necessary and approved annually by a majority of the Board of Directors. They shall be elected by a simple majority of Directors then in office and shall serve in their offices until the first board meeting after annual elections.

Directors shall appear in person in order to vote for or to be elected as an Officer. Votes are not subject to proxy. The Board shall vote on each designated officer position by written ballot, if requested by any current board member. In the event of a tie, additional ballots shall occur until a majority is achieved.

In the event of voluntary resignation or involuntary removal of any officer, the Board of Directors shall convene at the earliest possible time, no later than the next board meeting, in order to vote, consistent with the above procedure, to fill such officer's vacancy to serve during the balance of the remaining un-expired term.

### **Section 4. Elections and Appointments to the Board of Directors**

Annual elections for the Board of Directors shall take place at the Annual Meeting of the APC. Nominees for positions on the Board of Directors shall be presented by the Nominating & Review Committee to be voted upon by the current members in good standing of the APC. The majority of members present shall determine the vote.

Requirements for eligibility to be considered for Board Election or Appointment shall be as follows: Prospective new members to the Board of Directors may be invited to interview with the Nominating and Review Committee through direct application to the APC, nomination by a current Board Member, Programming Committee Chair/Co-Chair, or Staff member. The prospective board member will be required to make written application, providing a current separate resume, and shall be interviewed by the Nominating and Review Committee. The Nominating and Review Committee shall make a recommendation to the entire Board of Directors whether to submit the prospective applicant's name to ballot vote at the Annual Meeting, or to recommend that such prospective board member be appointed in order to fill an un-expired open Board position.

Directors shall reside in the state of Georgia and shall remain legal residents thereof for the duration of their elected or appointed term. Notwithstanding the residency requirements, any Director in office on the date of enactment of this language shall continue in office until the

expiration of their term regardless of residency status, but shall meet the residency requirements for re-election or subsequent election to the Board of Directors.

Prospective Board Members shall appear in person at such meeting in order to be placed on the Annual Meeting Election Ballot and shall be voted on by the full membership of the APC. Votes shall be made in person and not subject to proxy. All incumbent and eligible prospective Board Members shall be placed on a single ballot and shall be elected by simple majority, thus the highest vote recipients shall fill the seats up for election. In the event there are fewer candidates than open board seats, the prospective board member must receive a minimum of fifty percent (50%) of the total votes cast in order to be elected. In the event of tie, the participants involved in the tie shall be subject to a second vote by the electorate by separate ballot.

The Board shall make a good faith effort to submit to the Nominating and Review Committee qualified candidates to fill all seats necessary to meet the minimum number of directors required by the Bylaws.

Incumbent members of the Board shall not be subject to the reapplication procedure in order to run for their incumbent position.

#### **Section 5. Vacancies**

Any vacancy in the Board arising at any time and from any cause, may be filled at any meeting of the Board by a two-thirds (2/3) vote of the directors then in office. Directors may be filled for the unexpired term at any meeting of the Board of Directors by a two-thirds (2/3) vote of the directors then in office. Each director so elected shall hold office until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, removal or disqualification.

#### **Section 6. Meetings**

The Board shall meet on a regular basis with such meetings to be scheduled by the Board of Directors, unless a majority of the Board shall agree otherwise. Special meetings of the Board of Directors may be called at any time by the Chair or Vice-Chair or by any two Directors.

##### **Section 6.1 Notice**

All Directors shall be given at least Five (5) days notice of board meetings. Directors must be given at least two days notice of special meetings. Notice may be given, personally, by mail, telephone, e-mail, or fax and shall be deemed given when executed by the sender. The business to be addressed need not be specified in the notice except where the meetings for: the removal or election of a Director, the removal or election of an officer, the amending of these Bylaws, or the amending of the Articles of Incorporation.

##### **Section 6.2 Attendance**

Directors shall make a good faith effort to attend all board meetings possible. Any director missing three (3) meetings without being previously excused by the Chair of the Board shall be removed as a Director on the Board of Directors of the Atlanta Pride Committee.

### **Section 6.3 Waiver**

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

### **Section 7. Quorum**

A quorum for the transaction of any business shall be defined as a majority of the Directors then in office. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the Directors present at the meeting. Every Director shall have 1 (one) vote.

### **Section 8. Committees**

The Board of Directors shall establish and maintain the following committees:

The Executive Committee will be comprised of the following voting members: Chair, Vice-Chair, Treasurer and Secretary of the Board of Directors, as well as any additional officer positions created annually by the Board of Directors. The Executive Director, Legal Counsel and any additional staff shall serve in an ex-officio capacity on the Executive Committee.

The Executive Committee may act on behalf of the Board of Directors and perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

The Nominating and Review Committee: Members are appointed by the Chair of the Board of Directors.

The Membership Committee: The Vice Chair of the Board of Directors shall be the Chair of the Membership Committee and the Volunteer Committee Chair shall serve on the Membership Committee. The Board of Directors and the Programming Committee shall each appoint a member to the Membership Committee.

The Board may establish and dissolve ad hoc committees by a majority vote of the Board. Members are appointed by the Chair of the Board of Directors.

### **Section 9. Actions by Directors Without a Meeting**

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting so long as consent in writing setting forth the action so taken, or to be taken, is signed by a majority of all the Directors and the written signed action is filed with the Secretary.

#### **Section 10. Telephone and Similar Meetings**

Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can send and receive instantaneous communication with each other, and such participation in a meeting shall constitute presence in person at such meeting.

#### **Section 11. Inspection of Books and Records**

Every Board member shall have absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the APC. This inspection by a Board member may be made in person or by an agent or attorney, with the right to copy and make extracts of documents.

#### **Section 12. Compensation**

The Directors of this APC shall receive no compensation for their services as Directors. By resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel and other expenses may be allowed for attending and returning from any meeting of the Board or for attending and returning from any meeting of the Executive or any other Committees or in connection with the affairs of the APC. A Director may not serve on the staff of the APC.

#### **Section 13. Insurance and Indemnification**

The Board shall, if obtainable, elect to secure insurance against any and all claims and liabilities to which such Board member may become subject by reason of her or his having heretofore or hereafter been a member of the Board of Directors of the Atlanta Pride Committee, Inc.

Any present or former Director or Officer of the Atlanta Pride Committee, Inc. shall be indemnified by the corporation against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been a Director or Officer except in relation to matters as to which he shall be found guilty of negligence or misconduct in respect to the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

#### **Section 14. Removal**

The Board of Directors, a quorum being present, may by a two-thirds (2/3) vote to remove a Director from the Board either for or without cause, provided that written notice has been mailed, emailed or delivered to such Director's last known mailing or residence address or email address at least seven (7) days prior to any Board meeting on which such Director's removal shall be voted upon. Any such Director shall be afforded an opportunity to be heard at the meeting upon which such Director's removal shall be voted.



## **Section 15. Leave of Absence**

In the event a Director shall be temporarily unable to fulfill their duties as a member of the Board of Directors, such Director may apply in writing to the Executive Committee for a leave of absence for cause. The Executive Committee may approve a leave of absence of not more than three (3) months. The Executive Committee shall determine whether to grant a leave of absence and the term of any leave of absence by majority vote; the Executive Director shall not be eligible to vote on such matter. In the event such Director is granted a leave of absence, such Director shall remain a member of the Board of Directors for a period not to exceed three (3) months; provided, that during the period of any such leave of absence, such director shall not be entitled to vote on any matter presented to the Board of Directors and such Director's seat shall not be considered when determining whether a quorum exists for voting purposes. Any Director on a leave of absence may apply in writing to the Executive Committee for an extension of their leave of absence for cause for a term of not more than three (3) additional months. Whether to grant a leave of absence or an extension of any leave of absence, and the term of any leave of absence, shall be determined by the Executive Committee in its sole discretion considering the circumstances of such application and the best interests of APC and the Board of Directors. In the event a leave of absence is granted or a leave of absence is extended, the Director seeking such leave shall submit a letter of resignation effective upon the last date of his or her leave of absence or the last date of any extension of such leave of absence; unless such Director shall have obtained an extension of his or leave of absence, such resignation shall be accepted by the Board of Directors if such Director fails to return to full active status at the regularly scheduled Board meeting next following the expiration of any leave of absence. No Director shall be granted a cumulative leave of absence of more than six (6) months. Any leave of absence shall be issued in writing by the Executive Committee.

## **Section 16. Financial Reporting**

The Board of Directors of the APC shall publish a financial report of the Annual Pride Festival as part of the annual financial statements. Financial statements shall be prepared within one (1) month of the fiscal year end.

# **ARTICLE III: OFFICERS and STAFF**

## **Section 1. Officers**

The Board of Directors shall elect the officers of the APC. The officers shall be the Chair of the Board, Vice Chair, Treasurer, and Secretary. Additional officer positions may be created as deemed necessary and approved annually by a majority of the Board of Directors. Such election shall be as directed by Article II, Section 3.1

### **Section 1.1 Chair of the Board**

The Chair of the Board shall, subject to the control of the Board, have specific responsibilities as stated by the Board of Directors and as may be outlined by the Policy & Procedure manual.

The Chair of the Board shall:

- Preside at all meetings of the Atlanta Pride Committee Board of Directors and Executive Committee.

- Appoint the Chairs of any standing or ad hoc committees.
- Represent the Atlanta Pride Committee in meetings with community groups and organizations.
- Perform such duties as may be assigned by the Board of Directors.
- Serve as the primary supervisor of the Executive Director.
- Conduct periodic reviews of the Executive Director, at a minimum interval of once per calendar year, prescribed by, in consultation, and with Board approval.

### **Section 1.2 Vice-Chair**

The Vice-Chair shall, subject to the control of the Board, have specific responsibilities as stated by the Board of Directors and as may be outlined by the Policy and Procedure manual.

- Assist the Chair in the performance of their duties.
- Act on behalf of the Chair in their absence.
- Assume the position of Chair in the event the Chair is unable or unwilling to perform the duties of the office.
- Chair the APC Membership Committee,
- Perform such duties as may be assigned by the Board of Directors.

### **Section 1.3 Treasurer**

The Treasurer shall, subject to the control of the Board, have responsibility for the financial records and working with the financial staff person and specific responsibilities as stated by the Board of Directors and as may be outlined by the Policy and Procedure manual.

- The Treasurer shall have official custody of the corporate funds and securities and shall review on a regular basis the full and accurate accounts of receipts and disbursements of the APC maintained by the APC's staff and shall review the record of deposits of all monies and other valuables in the name and to the credit of the APC into depositories designated by the Board of Directors.
- The Treasurer shall review the authorization of all disbursements of the funds of the APC as ordered by the Board of Directors, and shall review financial statements prepared by the APC's staff each month or at such other intervals as the Board of Directors shall direct.

### **Section 1.4 Secretary**

The Secretary shall, subject to the control of the Board, have responsibility for keeping minutes of meetings of the Board of Directors, maintaining the records of the APC and such other specific responsibilities as designated by the Board of Directors or as may be outlined by the Policy and Procedure manual.

- The Secretary shall attend all meetings of the Board of Directors and record, or cause to be recorded, all attendance, votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required.
- Maintain such records of the Atlanta Pride Committee such as, the bylaws, committee rosters, etc.

## **Section 2. Compensation**

No officer shall for any reason be entitled to receive any salary or compensation for the performance of their duties but nothing herein shall be construed to prevent an officer or director from receiving any compensation for the APC for duties other than that of Director.

## **Section 3. Debt Limit**

No officer and/or staff shall be authorized to incur debts on behalf of the Atlanta Pride Committee without prior approval of a majority of the Board of Directors.

## **Section 4. Staff**

The staff positions shall be the Executive Director and other staff as determined necessary and reasonable by the Board of Directors. The Executive Director may name additional staff positions with the approval of the Board of Directors.

The Executive Director shall have the power to employ full or part-time personnel as deemed necessary by the Board of Directors to support the functions, mission and purpose of the organization.

### **Section 4.1 Executive Director**

The Executive Director provides direction, leadership and administrative support to the Board of the Directors and the APC, and is responsible for the day-to-day operations necessary to achieve the goals set by the Board of the Directors and its agents. The Executive Director's specific job responsibilities are outlined in the Policy and Procedure manual. The Executive Director reports to the Chair of the Board of Directors.

## **ARTICLE IV. MEETING SCHEDULE**

### **Section 1 Annual Meeting**

The Annual meeting shall be designated as the “APC Annual Meeting” and, shall include a financial report and overview of the previous fiscal year for the organization, and nominations and elections of the Board of Directors. Notice of the, date, and time of the APC Annual Meeting not less than thirty (30) days and not more than sixty (60) days prior to the meeting date shall be given; such notice shall include a description of the matters to be discussed. The annual meeting is open to the general public to attend. The annual meeting will be conducted by the Chair of the Board of Directors and Executive Director.

### **Section 1.1 Special Meetings**

Special meetings of the APC may be called by not less than one-third (1/3) of the members of the Board of Directors. The APC shall notify the APC Membership of the place, date, and time of any special meeting not less than ten (10) days nor more than sixty (60) days before any such meeting day. Notice of a special meeting shall include a description of the matter or matters for which such meeting is called.

## **ARTICLE V: PROGRAMMING COMMITTEE MEMBERSHIP**

Any person desiring to be considered for appointment as a Chair/Co-Chair with the APC Programming Committee shall submit a resume and make written application to the APC Executive Director. If such positions are open, the Executive Director shall consider the relevant applicants for such positions and determine which applicants shall be invited to interview with the Executive Director.

Appointments shall be for one (1) year terms, and may be renewed annually. All such appointments shall be at the pleasure of the Executive Director, and may be terminated at the discretion of the Executive Director.

Programming Committee Chairs/Co-Chairs shall not be eligible for membership on the Board of Directors while serving as a Programming Committee Chair/Co-Chair (with the exception of the Programming Committee Board Liaison); Board Members shall not be eligible to serve as a Programming Committee Chair/Co-Chair while serving on the Board of Directors.

A report of the approved appointments to the Programming Committee will be provided to the Board of Directors by the Executive Director after each appointment.

## **ARTICLE VI: AMENDMENTS**

### **Section 1. Articles**

The Articles of Incorporation may be altered, amended, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the Board of Directors.

### **Section 2. Bylaws**

These bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than two-thirds (2/3) of the APC membership present at any regular or special meeting. The APC shall notify the APC Membership of the place, date, and time of any meeting that will affect the bylaws of the APC no less than thirty (30) nor more than sixty (60) days before the date of such meeting. Notice of such meeting shall include a description of the bylaw by section and number to be voted upon. Such vote shall be made by persons present and shall not be subject to vote by proxy.

## **ARTICLE VII: DISSOLUTION**

### **Section 1. Dissolution**

Upon the dissolution of the APC, the assets of the APC shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State or local government for a public purpose. 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 organization is then located, exclusively for such purposes.

(Revised and Passed September 24, 2001;  
No changes September 23, 2002;  
Revised and Passed October 2, 2004;  
No changes October 01, 2005;  
No changes October 2006;  
No changes October 2007;  
Revised January 2010 to reflect grammatical consistencies and addition of staff job descriptions  
Revised April 24, 2011 and approved August 06, 2011  
Revised September 9, 2011 and approved December 11, 2011  
Revised January 05, 2013  
Revised September 29, 2018  
Revised September 28, 2019)

**Adoption of Bylaws**

These Amended and Restated Bylaws were approved by a majority of the voting members of the Atlanta Pride Committee, Inc. and became effective on September 28, 2019.

**APPROVED:**  
**THE ATLANTA PRIDE COMMITTEE, INC.**

By:   
Traci Romero, Secretary, Board of Directors

[CORPORATE SEAL]