



Bylaws

Approved this 21st day of May 2005

Constitution: It is hereby resolved that Stonewall Pride, INC. (hereafter referred to as the "Organization" or "PGFTL"), dba Pride of Greater Fort Lauderdale, a 501 (3c) corporation in the State of Florida, is an organization consisting of concerned individuals interested in promoting a positive image of gay persons in the community.

Article One: General & Definitions

Section One: Correspondence - within this document the terms "written correspondence" and "in writing" include physical written documents delivered in person, via the U.S. Postal service, or facsimile transmission (fax), as well as electronic mail (email) sent to the official address or addresses of the recipient, Either form is considered acceptable for written correspondence. In cases in which receipt of the correspondence must be acknowledged, any of the following constitutes such acknowledgement:

- (a) delivery in person by a Director or Officer
- (b) when using the mails, receipt of the US Postal Service's "return receipt" stub
- (c) when using a fax, an indication of success on the transmitting apparatus
- (d) when using electronic mail, and electronic " read receipt" from the recipient's email client program. In the case in which the email client does not send "read receipts" an affirmative acknowledgement must be requested by the sender and written by the recipient.

Section Two: Organization - The terms "Organization" and " Corporation" when capitalized, refer to the PGFTL Corporation Stonewall Pride, INC.

Section Three: Pronouns - In cases where a singular pronoun is used, the opposite gender may be substituted as appropriate.

Section Four: Colloquialisms and Synonyms - The terms "gay", "lesbian", "transgendered", "transsexual", "bi-sexual", "queer", and other related colloquial terms may be encompassed herein by the word "gay" for brevity. The term "Chair" shall be understood as shorthand for the office of the Chairperson of the Board of Directors.

Article Two: Organization

Section One: Name - The name of the Corporation shall be " Stonewall Pride, Inc" dba "Pride of Greater Fort Lauderdale.

Section Two: Logo - The Secretary and Chair shall each keep the logo of the Organization on file. It consists of the words "Pride of Greater Fort Lauderdale," "Stonewall Pride Inc." superimposed on a city skyline with a yellow sun, accented by a palm tree, with the word "Pride" in the rainbow colors as shown at the top of these bylaws.

Section Three: Fiscal Year - PGFTL shall follow a fiscal year basis of accounting. The fiscal year for the Corporation shall be November 1st to October 31st.

Section Four: Independence - PGFTL shall be an independent, non-partisan body not subject to the control or significant influence of any commercial establishment or organization.

Section Five: Affiliation - The Board may choose to affiliate itself with organizations that share the purpose and mission of PGFTL. Notwithstanding such affiliations, PGFTL shall retain an independent and self-determining body.

Section Six: Composition - PGFTL shall consist of Directors, Officers, and committee members.

Section Seven: Non-discrimination - PGFTL shall not discriminate against any director, officer or member on the basis of sex, sexual orientation, skin color, nationality, disability, age, religious beliefs, manner of attire, or political affiliation.

Article Three: Purpose and Mission

Section One: Purpose and Mission - The purpose of the organization is to work together toward the common goal of promoting pride in and knowledge of the richness and diversity of the gay community through:

- (a) the organization, production, and promotion of the Stonewall Street Festival & Parade, to be held in the "Pride Month" of June each year,
- (b) various social, cultural and educational functions organized and approved by the Board throughout the year.

Section Two: Lobbying Restriction - No substantial part of the activities of the organization shall be lobbying or otherwise attempting to influence legislation except as otherwise provided by the Internal Revenue Code section 501 (h), or participating in, or intervening in (including publication or distribution of statements) any political campaign on behalf of any candidates for public office.

Article Four: Officers

Section One: Composition - The officers of the corporation shall consist of a Chair, a vice-Chair, a Secretary, and a Treasurer. Additional officers or changes to this structure must be approved by a two thirds vote of the Board of Directors, and the bylaws must be amended to reflect this change.

Section Two: Terms - The term of an officer is for one year. Elections shall be held in the general meeting held in the month of August. No officer may serve more than four terms unless there is no other candidate to challenge him for re-election. In this case, the term limit may be extended if the incumbent wishes to remain in office and is approved by a simple majority of the Board to do so.

Section Three: Resignation - An officer may resign from office by delivering a written, signed, and dated letter of intent to the Secretary, or to another officer if it is the Secretary who is resigning. The resignation becomes effective at the next Board Meeting. In emergency circumstances the resignation may be made effective immediately.

Section Four: Vacancies - When an office of the Corporation is vacated before the expiration of its term, any member in good standing in the community may offer a self nomination to fill the vacant post in writing to the Board at its next meeting. A two-thirds majority vote of the Board is required for confirmation if the nominee is not a current Director of the Board. If the nominee is a current Director, a simple majority will be required.

Section Five: Duties - The duties of each officer shall include those applicable to the office as prescribed by the parliamentary authority herein adopted and by direction of the Board. In addition, the following duties apply:

- (a) Chair Acts as the spokesperson for the organization or appoints such spokesperson (s). Executes along with the Vice Chair any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed. Must present an agenda at each regularly scheduled meeting of the Board and follow it.
- (b) Vice-Chair Coordinates the work done by the various committees of PGFTL and assists the Chair in any and all duties. Both Chair and Vice-Chair shall serve as signatories on the PGFTL financial accounts and on all legal documents. In all instances both the Chair and Vice-Chair must represent well and obey the decision and policies of the Organization.
- (c) Treasurer Maintains complete, accurate, and current records of all expenditures, income and accounts of the Corporation. Prepares and presents a financial report at each Board meeting or as requested by the Board, and an annual report in writing within 30 days of the close of the fiscal year. Deposits and distributes funds in the conduct of the Board's business as authorized by the Board and in the bylaws. When appropriate, files all documents as required by the Internal Revenue Service.

(d) Secretary - Answers and forwards PGFTL mail to the proper recipient, monitors the voicemail service at least once a week and emails or responds to such messages ASAP or forwards them to the appropriate member, maintains an archive of all PGFTL correspondence, arranges for meeting space, keeps the minutes of each meeting and distributes them to the Board in a timely manner prior to the next scheduled meeting.

Article Five: Board of Directors

Section One: Origin - Directors are members of the community in good standing and have voting privileges as provided in these bylaws.

Section Two: Composition - The number of Directors shall be limited to a maximum of seven (7) persons including the four (4) officers.

Section Three: Term - A Director's term is for two years. At the end of his/her term any member of the community in good standing may run against him/her. If there is no challenger, the Director may remain a director for another term of two years (no term limits) or until such time that he/she resigns, leaves the community, or is removed from office by a vote of the Board as explained in Article Twelve of these bylaws.

Section Four: Conflict of Interest - A director must abstain from any vote being taken which might affect his/her livelihood or directly impact the pecuniary interests of other organizations of which the director is a member.

Section Five: Performance - A director may resign from office by delivering a written, signed, and dated letter of intent to the Secretary. The resignation becomes effective at the next meeting of the Board. In emergency circumstances, the resignation becomes effective immediately.

Section Six: Vacancy - When an office of the Corporation is vacated before its term is expired, any member of the community in good standing may present a self nomination to fill the vacant Director's position in writing at the next meeting of the Board. A two-thirds majority vote is required for confirmation. When the vacated Director was also an officer, a separate election for that office must be held to fill the vacant office.

Article Six: Committees

Section One: Origin - The committees shall be appointed by the Board as needed.

Section Two: Duties - The chairpersons of committees may or may not be Directors of the Organization. In cases where the committee chair is not a Director, he/she must report to a Director of the Board on a regular basis. The committee chairperson shall be responsible for the operations of his/her committee and shall appoint sub-committees as needed.

Section Three: Members - The committee chairperson may select committee members from the Board and from the community at large and must maintain a list of active members of the committee.

Section Four: Subcommittees - A subcommittee is created by and responsible to the chairperson of the parent committee and may be dissolved by a vote of its parent committee or upon completion of its duties.

Article Seven: Meetings

Section One: Quorum - A quorum must be present at a Board meeting in order to authorize the actions of the Board.

- (a) A quorum shall consist of a simple majority of the Directors of the Organization, including officers.
- (b) If a quorum cannot be filled, votes taken at that meeting will have no authority, although they may be recorded for reference purposes.

Section Two: Rules - The rules contained in the current edition of Robert's Rules of Order, 10th or later editions, 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 of order the Organization may adopt.

Section Three: Accessibility - Board meetings shall be open to all interested members of the community, except when meeting in executive session.

Section Four: Votes - Each member of the Board shall have one vote in Board meetings. The Chair will only cast a vote to break a tie.

Article Eight: Elections

Section One: Authorization - Elections to the seats of both Officers and Directors are conducted similarly, except as noted. Elections shall be held in August of each year or at other times in the case of a vacancy.

Section Two: Eligibility - Candidates for Officers/Directors must be members in good standing of the community and present at the meeting when elections take place. Candidates for Officers must be elected as a Director before running for an office. To be eligible for nomination, a candidate must:

- (a) not have, nor expect to have, a conflict of pecuniary interest between PGFTL and another business or organization
- (b) submit a written request to the Board outlining the reasons he/she would like to be considered for membership.

Section Three: Nominations - A candidate shall be nominated for election by receiving a first and second nomination from the Board.

Section Four: Elections - A candidate shall be voted into a vacant seat by a simple majority of the Board. If the candidate is a current Director, he/she must abstain from voting.

Article Nine: Operations

Section One: Budget - The Treasurer shall submit a budget to the Board at the November meeting for approval by a majority vote of the Board. The budget thereafter may be amended only by a two-thirds vote of the Board. If financial resources are insufficient to pay all budgeted expenses on demand, the Board shall have authority to determine the order in which payments will be made.

Section Two: Expenses - All reimbursable expenses must be documented with original receipts, bills, or other verifiable proof of the expenditure. All receipts for reimbursement must be submitted to the Treasurer within thirty (30) days after the expense is incurred. Expenses submitted after this period will be reimbursed at the discretion of the Board. The Treasurer must pay legitimate expenses within 14 days of the date of the submission of the expense. If funds are not sufficient at that time, reimbursement will be made as soon as funds are available.

Section Three: Loans & Credit - The Board shall be authorized to accept loans and extensions of credit to the Organization provided that such loans and extensions of credit shall be repaid by the end of the fiscal year or at a future time approved by a simple majority of the Board.

Section Four: Excess Funds - If an excess of funds remains at the end of the fiscal year after all bills have been paid, these funds may be used with the approval of a majority of the Board as savings, advance deposits, seed money, or other means to insure a sound proposed budget for the next fiscal year, or for events which are underwritten by the Organization. Grants or donations to other 501 3-c corporations may also be made with the approval of a majority of the Board. Donations will be made at the Stonewall Street Festival based on surplus from the previous year's profits.

Section Five: Oversight & Transparency - The records and accounts of PGFTL shall be open and available promptly to any Director who wishes to review them.

Article Ten: Indemnification

The Organization shall indemnify any agent of PGFTL who is made a party to a lawsuit when he or she acts or has acted reasonably within his or her scope of authority as an agent on behalf of the Organization. An agent of PGFTL includes any officer, director, committee chair, mailing list manager, webmaster, or any other person granted express authority by a duly authorized vote of the Board or lawfully delegated such authority by the Board. Indemnification under this section shall include amounts rendered in judgment or paid in settlement together with reasonable expenses, including attorney fees.

Article Eleven: Amendments

Section One: Notice - The sponsor of an amendment to these bylaws must present a statement of intent at the meeting immediately prior to the meeting at which the vote on the amendment will be taken.

Section Two: Action - All amendments to the bylaws must be approved by a two thirds majority vote of the Board of Directors, all of whom must be present at the meeting in order to amend these bylaws.

Article Twelve: Removal of Officers, Directors, & Committee Chairs

Section One: Cause - An officer, director, or committee chairperson may be removed from his/her seat for malfeasance, misfeasance, or nonfeasance.

Section Two: Notification - The member in question must be notified in writing of the challenge to his position at least 14 days prior to the Board meeting at which a vote to remove from office will be taken. This written notification must include the reason(s) for such challenge and must be signed by at least one Director of the Board.

Section Three: Removal - The challenged member may be removed from his/her seat by a two thirds majority vote of the Board at which time the seat becomes vacant and may be filled under the provisions for vacant seats set forth in these bylaws. Once removed, that person may not seek any official position in the Organization for a period of one (1) calendar year.

Article Thirteen: Dissolution

Upon the dissolution of the Corporation, all of the remaining assets and property of the Organization shall, after all necessary expenses are paid, be distributed to other organizations exempt under section 501 3-c of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal law. Any assets not so distributed by the Organization itself shall be distributed for the same purpose to qualified organizations by a state of competent jurisdiction in Broward County, FL.

End of Bylaws

Special Rules of Order

1. Schedule of meetings
 - August through December, once a month
 - January through April, twice a month
 - May & June, once a week
 - July, no scheduled meeting
2. Special Meetings
 - The Chair or any two (2) Directors may call a special meeting of the Board.

All Directors must be notified of such meeting at least 48 hours in advance. The first order of business at a special meeting will be to record the special nature of the meeting.

Accepted and approved on May 21, 2005 by the Board of Directors of Pride of Greater Fort Lauderdale:

Greg Phelps, Chair
Marc Hansen, Vice Chair
Roscoe Deis, Treasurer
Stefan Obel, Secretary
Dale Sweeney, Director