

BYLAWS
OF
TUCSON LESBIAN AND GAY ALLIANCE
(ALSO KNOWN AS: TUCSON PRIDE, INC.)

Revised 2019

MISSION

To unify, celebrate and strengthen the LGBTQ+ community of Southern Arizona through advocacy, education, leadership and support.

VISION

Tucson Pride envisions a community of diverse, empowered and accepted individuals to live full and authentic lives, with the love and support of an understanding community.

VALUES

- Transcend
- Unify
- Cultivate
- Support
- Outreach
- Nourish
- Proactive
- Respect
- Inclusive
- Diversity
- Encouragement

ARTICLE I
OFFICES AND PURPOSE

1. PRINCIPAL BUSINESS ADDRESS. The principal business address of the corporation shall be: PO Box 18675, Tucson, AZ 85731
2. OFFICES. The corporation may maintain offices at such place or places, within or outside of the State of Arizona, as may be designated from time to time by the Board of Directors and the business of the corporation may be transacted at such other offices with the same effect as that conducted at the principal office.
3. PURPOSE. This corporation is an Arizona nonprofit corporation and an exempt organization pursuant to Internal Revenue Code S 501 (c) (3), with activities and purposes limited to charitable and educational activities within the meaning of S 501 (c) (3). Its mission is to unify, celebrate and strengthen the LGBTQ+ community of Southern Arizona through advocacy, education, leadership and support.

ARTICLE II
DIRECTORS

1. NUMBER. The number of directors which shall constitute the whole board shall be not fewer than three (3) nor more than fifteen (15) or as determined at each annual meeting of the Board of Directors.
2. VACANCIES. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office, though not less than a quorum or by a sole remaining director. The directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced.
3. DIVERSITY AND INCLUSION. The Tucson Pride Board shall actively seek board members of all ethnicities, religions, sexes, identities, ages and backgrounds. The board will promote diversity and inclusion in all programs and activities it hosts, plans or manages.
4. POWERS. The business and affairs of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts as are permitted and limited by statute, the Article of Incorporation and these bylaws.
5. ANNUAL MEETINGS. The annual meeting of the Board of Directors shall be held at a time and place designated by the Board, with notice to existing Board members at least

30 days in advance of the meeting date, for the purpose of electing directors and officers and such other business as may come before the meeting.

6. REGULAR PUBLIC MEETINGS. Regular public meetings of the Board of Directors must be held with notice to the public at such time and at such place as shall be determined by the Board.
7. SPECIAL MEETINGS. Special meetings of the Board may be called by the President and must be called by the Secretary upon e-mail request of at least one-third of the members of the Board. Such meetings shall be called upon no less than one (1) days' notice to each director either in-person, by email or by telephone.
8. QUORUM. A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors then present may adjourn the meeting to another time or place with notice of an announcement at the meeting and by email to all Directors.
9. ACTION WITHOUT MEETING; WAIVER OF NOTICE. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a majority of all members of the Board or committee, as the case may be, consent thereto in writing (which may include email) and the motion and its results are recorded in the minutes of proceedings of the Board or committee. The following actions may not be taken in this manner without a meeting: amendment of any by-laws, removal of officers, removal of Directors of the Board or the addition of new members to the Board.
10. COMPENSATION. The Directors shall serve without compensation. However, any director may, in the discretion of the Board, receive reimbursement for reasonable expenses incurred in the performance of their duties. However, board members must seek prior board approval before transactions are paid.
11. RESIGNATIONS. Any director may resign at any time by written notice delivered to the corporation. Such resignation shall be effective on the date specified therein or immediately upon receipt by the Secretary or President of the corporation if no date is specified.
12. REMOVAL. Any Director may be removed from office by the votes of two-thirds of the total Board of Directors present at a regular meeting or special meeting called for that purpose, provided a quorum is present.
13. COMMITTEES. The Board of Directors may appoint one or more committees from time to time, which shall report to the Board of Directors at each public board meeting with a written report. This committee shall serve at the pleasure of the Board of Directors. Each such committee shall have a chairperson, who must be a member of the Board.

Each committee may have one or more additional members, who may be selected by the Board of Directors or whose selection and maximum number, may be delegated to the Chairperson at the Board's discretion. Committees, their members and chairpersons, may be discharged by the Board of Directors at any time.

ARTICLE III

OFFICERS

1. DESIGNATION OF TITLES. The officers of the corporation shall be appointed by the Board of Directors each year at its annual meeting and shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may also appoint additional vice presidents, assistant Secretaries and assistant Treasurers, as the Board deems necessary or advisable. The office of President and Treasurer may never be shared by any Director. The officers shall serve at the pleasure of the Board of Directors.
2. SALARIES. The officers, other than the Executive Director, shall not be entitled to receive a salary. However, any officer shall be reimbursed for any expenses incurred which the Board of Directors determines were ordinary and necessary and, are a reasonable amount.
3. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors at any time.
4. PRESIDENT. The President shall preside at all meetings of the Board of Directors. They shall sign or delegate authority to sign all deeds and conveyances, all contracts and agreements and all other instruments requiring execution on behalf of the corporation. They shall act as operating and directing head of the corporation, subject to policies established by the Board of Directors.
5. VICE PRESIDENTS. There shall be as many vice presidents as shall be determined by the Board of Directors from time to time and they shall perform such duties as from time to time may be assigned to them. Any one of the vice presidents, as authorized by the Board, shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of their temporary inability to act. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor will be chosen by the Board.
6. SECRETARY. The Secretary shall see that the minutes of all meetings of the Board of Directors and of any standing committees are kept. They shall give or cause to be given required notices of all meetings of the Board of Directors. They shall have charge of all the books and records of the corporation except the books of account and in general shall perform all the duties incident to the office of secretary of a corporation and such other duties as may be assigned to them.

7. TREASURER. The Treasurer shall have general custody of all the funds and securities of the corporation except such as may be required by law to be deposited with any state official. They shall see to the deposit of the funds of the corporation in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under their direction and supervision and they shall render financial statements to the President and to the directors at proper times. The Treasurer shall have charge of the preparation and filing of such reports, financial statements and returns as may be required by law. They shall give to the corporation such fidelity bond as may be required and the premium therefore shall be paid by the corporation as an operating expense.

ARTICLE IV

MEMBERSHIP

The Board of Directors may establish a membership and membership qualification and policies. Members will not be entitled to vote.

ARTICLE V

CONFLICTS OF INTEREST

1. No Director of the Board, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization described in section 501(c)3 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) and the corresponding Arizona Revised Statutes.
2. A conflict of interest is defined as an actual or perceived interest by a staff or Director in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Directors are obligated to always act in the best interest of the organization. This obligation requires that any Director, in the performance of organizational duties, seek only the furtherance of the organization mission. At all times, Directors are prohibited from using their title or the organization's name or property, for private profit or benefit.
3. Directors should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fundraising activities.
4. No Director shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to their knowledge, any of the following has a financial interest in that purchase or contract: the Director themselves, any member of their family (including spouse, partner or significant other), an organization in which any of the above is an officer, director or employee, or a person or organization with whom any of

the above individuals is negotiating with or has an arrangement concerning prospective employment.

5. DUTY TO DISCLOSE: 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 Board or committees with governing board-delegated powers considering the proposed transaction or arrangement.

ARTICLE VI

REPEAL, ALTERATION OR AMENDMENT

These bylaws may be repealed, altered, amended, or substitute bylaws may be adopted, only by a majority vote of the Board of Directors.

ARTICLE VII

INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such shall be indemnified by the corporation against any and all claims and liabilities to which he/she has or may become subject by reason of serving or having served as such director or officer or by reason of any action alleged to have been taken, omitted or neglected as such director or officer and the corporation shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability or wrong payments made by him or her in satisfaction of such claim or claims, either by compromise or in satisfaction of a judgment. No such person shall be indemnified against or be reimbursed for any expense or payments incurred in connection with any claim or liability established to have arisen out of his/her own willful misconduct or gross negligence.

The right of indemnification hereinabove provided for shall not be exclusive of any right to which any director or officer of the corporation may otherwise be entitled by law.

I hereby certify that the foregoing copy of the Bylaws is a true and correct copy of the Bylaws of the corporation as the same were amended at the April 14, 2019 meeting of the Board of Directors.
(Date)



Tucson Pride President Signature

April 14, 2019

Date



Tucson Pride Secretary Signature

April 14, 2019

Date