

Bylaws for the Mid-Missouri PrideFest

Article I: Name

The name of the Corporation shall be Mid-Missouri PrideFest. It shall incorporate under Missouri statutes for not-for-profit corporations. The business of the corporation may be conducted as Mid-Missouri PrideFest or Mid-Mo Pride.

Article II: Purpose

The Purposes of the, Mid-Missouri PrideFest is to develop, plan, fundraise and host an inclusive celebratory festival annually for the community in the mid-Missouri area, while striving to build a more inclusive and equitable atmosphere for the LGBTQIA+ community.

Article III: Board of Directors

- A. The affairs of the corporation shall be managed, supervised, and controlled by a Board of Directors ("The Board") consisting of not less than five (5) and no more than nine (9) people. A resolution to increase or decrease the size of the board shall require a 2/3 vote of the voting power of the current Board. A decrease in the number of board members shall not shorten an incumbent board member's current term. In the event of more board members than currently allowed by this section, current board members will be asked to volunteer resignation. If no board members volunteer the Executive Board shall make recommendations.
- B. Mid-Mo Pride shall elect its Board at the end of each three (3) year term, or as needed by October 31st of each fiscal year.
- C. The Board of the Mid-Missouri PrideFest shall consist of a president, one (1) vice president, secretary, treasurer, and past president.
- D. The Board shall be elected by the general membership at the October wrap up meeting. All nominations must be a current member of the Mid-Missouri PrideFest. A member of the Mid-Missouri PrideFest may self-nominate for any position. To accept a nomination for President, a person must have been a member for at least one year.
- E. The vote shall be conducted by ballot, a simple majority shall elect. When there is only one (1) candidate for an office, the election may be held by voice vote.
- F. The following provisions shall govern the eligibility of individuals to be The Board of the Mid-Missouri PrideFest
- G. The Board shall assume their official duties on the first day of the fiscal year. following the close of the school year. The Board shall serve for a term of three (3) years or until their successors are elected.

Article IV: Meetings

All meetings of the corporation shall be open to the public unless The Board or committee decides to close a meeting for confidentiality purposes. Such reasons include but are not limited to discussion of personnel issues or contract negotiations. If any meeting is moved to a closed session it must return to an open session prior to adjourning. Minutes from closed

Bylaws for the Mid-Missouri PrideFest

meetings must be recorded but do not need to be made public.

- A. There shall be no fewer than eight (8) meetings during each fiscal year, with dates and times set by vote at the first general meeting. Notice of the time and place of regular meetings will be given via social media and email the week before a meeting is set. The Board can act without a meeting if $\frac{2}{3}$ members consent to the action. Documentation of this consent shall be maintained and voted upon at the next The Board meeting.
- B. The President or any two (2) members of The Board may call a special meeting by giving at least two (2) days' notice by mail, e-mail, or telephone. The notice shall contain the reason and agenda for the special meeting. Special meetings shall be reserved only for those issues that must be dealt with before the next scheduled The Board meeting.
- C. A proposed agenda shall be developed by the President and sent to all The Board members prior to the monthly meeting.
- D. A simple majority (51% or more of members present) of current members shall constitute a quorum for the transaction of business at any The Board meeting, unless a larger number is specified. If a quorum is not present, no items requiring a vote shall be discussed.
- E. Members may vote by proxy. A proxy designation must be made in writing or by e-mail or text message. When possible, members should submit their votes to the Secretary prior to the meeting. Proxy designations will count toward a quorum requirement.
- F. The act of the majority of the members or their proxies present and voting at a meeting at which a quorum is present shall be the act of the Mid-Missouri PrideFest unless a greater number is required under the Articles of Incorporation, these bylaws, Missouri statutes, or federal regulations.
- G. Robert's Rules of Order Revised shall govern all meetings in all cases in which they are applicable and in which they are not in conflict with the Articles of Incorporation, these bylaws, policies, Missouri statutes, or Federal regulations unless the The Board or committee votes otherwise.
- H. Any community member may request to be on the agenda of a meeting. These requests will be granted if possible and practical.

Article V: Officer Responsibilities

- A. The Past President shall have the following responsibilities:
 - 1. Ensure continuity during governance transition
 - 2. Help oversee transition of officers and directors
 - 3. Support the President in their role
 - 4. Provide historical context and support for the organization
- B. The President shall have the following responsibilities:
 - 1. Preside over all meetings unless otherwise specified.
 - 2. Serve as an ex-officio officer of all committees.

Bylaws for the Mid-Missouri PrideFest

3. Oversee the day-to-day operations of Mid-Mo PrideFest subject to the direction of the membership.
 4. Provide consultation about the goals and activities of the corporation.
 5. Develop yearly budget in conjunction with Treasurer.
 6. Other duties and authority as are usual to this office, and those that may be delegated by The Board.
- C. The Vice President shall have the following responsibilities:
1. Assume the titles, duties, and all obligations of the President in the event of a disability, absence, or resignation/removal of the President.
 2. Other duties and authority as are usual to this office and those that may be delegated by the President or The Board.
- D. The Secretary shall have the following responsibilities:
1. Act as the custodian of records and make such records publicly available as required by The Board policy, Missouri statutes, and Federal regulations.
 2. Keep a record of attendance and the minutes of all The Board meetings.
 3. Maintain record of community member contact information.
 4. File the annual corporate registration report.
 5. Assist as needed with Volunteer Orientation.
 6. Other duties and authority as are usual to the office, and those that may be delegated by the President or The Board.
- E. The Treasurer shall have the following responsibilities.
1. Ensure that accurate and complete corporate financial records are maintained according to generally accepted accounting practices.
 2. Prepare and present a financial report at each meeting.
 3. Develop yearly budget in conjunction with President.
 4. Ensure timely and accurate IRS filings.
 5. Furnish financial statements as required by Missouri statutes and Federal regulations.
 6. Other duties and authority as are usual to the office, and those that may be delegated by the President or The Board.
- F. The elected The Board may meet in closed session without consent or notification of general membership. Minutes of these meetings shall be maintained but do not need to be part of the public record. Results of Officer meetings shall be shared at the next meeting.

Article VI: Committees

- A. The Board may create or dissolve regular or special project committees. The purpose, chair, and budget (if applicable) of the committee shall be specified at the time of the committee's creation. The Board may amend the committee purpose or budget as necessary.
- B. The Board may appoint or remove the committee chair and make recommendations about committee membership and size. The Board may take action to dissolve any committee or take any other such action as The Board shall deem necessary.

Bylaws for the Mid-Missouri PrideFest

- C. The President shall be an ex-officio member of all committees.
- D. Committee meetings may be called by the committee chair or the President. Committee members shall agree on dates and times of meetings. Committees shall meet as often as necessary to conduct their business. The committee chair, or their designate, shall keep brief minutes of committee meetings to be submitted to the Secretary, and submit a committee report at each regular The Board meeting.
- E. A simple majority, (51%) of the incumbent committee members shall constitute a quorum for the transaction of business at any meeting of the committee.
- F. The act of the majority of the committee members present and voting at a meeting of the committee shall be the act of the committee unless a greater number is required under the Articles of Incorporation, these bylaws, The Board, Missouri statutes, or Federal regulations.
- G. Committees shall not involve themselves or, by association, the corporation, in any activity which is deleterious to the general aims and purposes of the corporation. If this provision is violated the committee shall immediately be dissolved. Any member(s) on the committee shall face possible removal from the Mid-Missouri PrideFest pursuant to Article III, section E. Any volunteers shall be removed from the volunteer roster and no longer allowed to participate in planning of any events for the organization. In the case of a paid employee, violation will result in immediate termination of employment.
- H. Committees must obtain approval of The Board prior to raising money or otherwise obtaining funding for their activities. Funds shall be immediately delivered to the Treasurer for deposit. Funds shall be disbursed for expenses in a manner consistent with 501(c)3 regulations.

Article VII: Facility

- A. The organization shall maintain an MOU with The Center Project and meet at their property at 805 Fairview Avenue.
- B. The Board may choose a new location to hold meetings with written writing at least the week before said meeting.

Article VIII: Contracts, Expenditures and Deposits

- A. All contracts must be signed by the President with the approval of The Board. The Board may authorize members or agents to enter into any contract or execute and deliver any instrument as determined by the majority. Such authority may be general or confined to specific instances. Specifics of the authorization shall be provided in writing and signed by the President. This document shall be saved in electronic form. Each case shall have a set expiration date to be determined by members.
- B. All checks, drafts, or orders for payment shall be approved and signed by the Treasurer, President, or any other person with signatory ability on any checking account. Additional signatory abilities shall be authorized by The Board.

Bylaws for the Mid-Missouri PrideFest

- C. All funds of the corporation shall be deposited by the Treasurer in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as The Board may select.

Article IX: Conflict of Interest

- A. In addition to the requirements of RSMO §355.416, all members have an affirmative obligation to inform The Board of any transaction in which the member has a material interest prior to any action being taken on that transaction and to refrain from voting on such transaction. A The Board member is considered to have a “material interest” in a business transaction if s/he has financial or personal interest in a transaction, has a substantial personal or financial interest in any organization involved in the proposed transaction, holds a position as trustee, director, general manager, employee, or principal officer in any such organization that would directly benefit from such transaction.
- B. The corporation shall not engage in any excess benefit transaction in which an economic benefit is provided, directly or indirectly, to or for the use of any disqualified person and the value of any economic benefit provided by the organization exceeds the value of the consideration (including the performance of services) received for providing such benefit. A disqualified person is any person, with respect to any transaction, in a position to exercise substantial influence over the affairs of the corporation at any time during a five-year period ending on the date of the transaction.
- C. The Board and members shall not receive compensation for the performance of their duties. The corporation shall make no personal loan to any The Board member, employee, volunteer, or any other person(s).
- D. The Mid-Missouri PrideFest may adopt further policies as deemed necessary to avoid conflicts of interest.

Article X: Indemnification

The corporation will provide for indemnification of any and all current and former The Board, members, employees, and volunteers against expenses actually and necessarily incurred by them in connection with the defense of any action, claim, suit, or proceeding in which they or any of them are made a party to via their association with the corporation. This clause or any indemnification shall not be effective if it would have the effect of increasing potential for liability of the corporation pursuant to any local, State, or Federal regulation. The corporation will purchase directors’ and The Board’ insurance as provided by Missouri law.

Article XI: Fiscal Year, Audit and Budget Procedures

- A. The fiscal year shall begin on January 1 and end on December 31.
- B. The Board must approve a budget at the October meeting prior to the beginning of the next fiscal year.
- C. The Board may order an outside, independent audit of the financial records at any The Board meeting. The Board shall also cooperate with any ordered audit of its financial records in a timely manner.

Bylaws for the Mid-Missouri PrideFest

Article XII: Non-Discrimination Policy

- A. The corporation shall not discriminate in its programs and activities based on race, ethnicity, color, creed, religion, national origin, sex, sexual orientation, gender identity and/or expression, disability, political affiliation, or age. The Board may add additional categories.

Article XIII: Amendments to Bylaws

- B. The Board may propose amendments to these bylaws or the Articles of Incorporation. Amendments must be approved by a two-thirds (2/3) majority vote of all The Board and all The Board must be present. In this case, voting by proxy is not allowed.
- C. No amendment shall be made to these bylaws or the Articles of Incorporation which would cause the corporation to lose its tax-exempt status under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
- D. Bylaws will be reviewed and updated as needed every three years.

Article XIV: Adoption

The above bylaws are hereby adopted and made immediately effective by affirmative vote. This vote is confirmed by the undersigned current President this __1st__ day of _July_, 2022_.

Signature

Printed Name

_____ President, Mid-Missouri PrideFest
Title