

# **BYLAWS OF INDY PRIDE, INC.**

SEPTEMBER 10, 2025

## **ARTICLE I – NAME AND PURPOSE**

### **Section 1. Name**

The name of the organization is Indy Pride, Inc. (hereinafter referred to as the "Corporation" or "Organization").

### **Section 2. Principal Office**

The principal office of the Corporation shall be located in Indianapolis, Indiana. The Corporation may have other offices as determined by the Board of Directors.

### **Section 3. Principal Mailing Address**

P.O. Box 44403, Indianapolis, IN 46244.

### **Section 4. Purpose**

Indy Pride, Inc. is organized exclusively for charitable, educational, and community purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and governed under the Indiana Nonprofit Corporation Act. The Corporation's purpose is to promote, support, and advocate for the LGBTQ+ community through events, education, outreach, and advocacy.

## **ARTICLE II – MEMBERSHIP**

### **Section 1. Membership**

The Corporation shall have no members.

## **ARTICLE III – BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors.

### **Section 2. Number and Qualifications**

The Board shall consist of no fewer than five (5) and no more than fifteen (15) directors. Directors shall be residents of Indiana and at least twenty-one (21) years of age.

### **Section 3. Terms**

Directors shall serve a term of two (2) years and may serve no more than two (2) consecutive terms, unless otherwise approved by the Board. Terms in office shall begin on September 1.

#### **Section 4. Election and Removal**

Directors shall be nominated by the Governance Committee and approved by the Board of Directors. Directors may be removed for cause by a two-thirds (2/3) vote of the Board.

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

Vacancies on the Board may be filled by appointment by the Board Chair with approval from a majority vote of the remaining Directors if done within ten (10) days following a resignation. Otherwise, the Governance Committee shall conduct a nominations process to fill the vacated seat, with the nominee being subject to approval by the Board of Directors.

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

1. **Regular Meetings:** The Board shall meet at least monthly.
2. **Special Meetings:** Special meetings may be called by the Chair or a majority of Directors.
3. **Notice:** Written notice of meetings shall be given at least forty-eight (48) hours prior to the commencement of the proposed meeting.
4. **Quorum:** A majority of the Directors then in office shall constitute a quorum.
5. **Voting:** Action shall be taken by majority vote of those present.
6. **Proxy Voting:** A Director may vote by proxy in exceptional circumstances when they are unable to attend a meeting in person or via electronic means. Proxy votes shall count toward the vote tally for the specific matters authorized but shall not count toward quorum. Proxy voting shall be subject to the following conditions:
  - 6.1. **Notice:** Proxy voting must be noticed in advance of the meeting to the Board Secretary.
  - 6.2. **Form:** The proxy must be submitted in writing or by verified email.
  - 6.3. **Scope:** The proxy must clearly state the specific agenda item(s) and proposed motion(s). General or blanket proxies are not permitted.
  - 6.4. **Designation:** The absent Director must designate another current Director to exercise the proxy vote.
  - 6.5. **Submission:** Proxy documents must be submitted to the Board Secretary prior to the start of the meeting.
7. **Electronic Participation:** Directors may participate in any regular or special meetings of the Board through electronic communication platforms (including but not limited to telephone or video conferencing).
  - 7.1. **Participation:** Participation by such means shall constitute presence in person for purposes of quorum and voting.
  - 7.2. **Notice:** Meeting notices shall include instructions for accessing the platform.
  - 7.3. **Voting:** The Board may adopt additional procedures for ensuring the integrity of virtual meetings and votes.

## **Section 7. Removal for Excessive Absences**

A Director may be removed from the Board for missing more than two (2) unexcused meetings within a twelve (12) month period.

1. An unexcused absence is defined as a failure to attend a scheduled meeting without prior notification to the Board Secretary.
2. The Board Chair shall notify the Director in writing of the excessive absences and provide an opportunity to explain before a removal vote is taken.
3. Removal for excessive absences requires a majority vote of the remaining Directors.

## **ARTICLE IV – OFFICERS**

### **Section 1. Officers**

The officers of the Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer.

### **Section 2. Election and Term**

Officers shall be nominated by the Board from among its members for a term of one (1) year and may serve no more than four (4) consecutive terms in the same office. Terms in office shall begin on September 1st.

### **Section 3. Duties**

1. **Chair:** Presides at meetings and provides leadership to the Board.
2. **Vice Chair:** Assists the Chair and performs duties in their absence.
3. **Secretary:** Maintains minutes and records of the Corporation.
4. **Treasurer:** Oversees financial matters, chairs the Finance Committee, and reports on financial status.

### **Section 4. Removal and Vacancies**

Officers may be removed for cause by a majority vote of the Board. Vacancies shall be filled by Board appointment.

## **ARTICLE V – COMMITTEES**

### **Section 1. General Provisions, Membership, Terms, and Appointment Procedure**

- 1.1. Each standing committee, unless otherwise specified, shall consist of no fewer than three (3) members of the Board of Directors, with the chair of each committees elected by the respective committee membership.
- 1.2. The Board Chair shall solicit interest from the Board of Directors for committee assignments and make appointments, subject to Board approval.

### **Section 2. Governance Committee**

- 1.3. Oversees board development and governance practices.
- 1.4. Duties include:

- 1.4.1. Nominating and recruiting board members, including vetting and recommending candidates.
- 1.4.2. Conducting orientation and ongoing education.
- 1.4.3. Recommending amendments to bylaws and policies.
- 1.4.4. Ensuring legal and ethical compliance.
- 1.4.5. Overseeing board evaluations and succession planning.

### **Section 3. Programming Committee**

- 1.5. Responsible for planning and evaluating events and programs.
- 1.6. Duties include:
  - 1.6.1. Aligning program goals with the mission.
  - 1.6.2. Planning signature events and initiatives.
  - 1.6.3. Evaluating effectiveness and impact.
  - 1.6.4. Advising on community partnerships.

### **Section 4. Marketing Committee**

- 1.7. Manages brand visibility and communications.
- 1.8. Duties include:
  - 1.8.1. Developing marketing and communication strategies.
  - 1.8.2. Managing public/media relations.
  - 1.8.3. Overseeing social media and digital presence.
  - 1.8.4. Supporting fundraising communications.

### **Section 4. Finance Committee**

- 1.9. Chaired by the Treasurer.
- 1.10. Duties include:
  - 1.10.1. Budgeting and financial planning.
  - 1.10.2. Monitoring financial statements.
  - 1.10.3. Ensuring legal and accounting compliance.
  - 1.10.4. Coordinating audits/reviews.
  - 1.10.5. Advising on financial risk and investment.

### **Section 5. Executive Committee**

- 1.11. Shall be limited in membership to the Board Chair, Vice Chair, Secretary, and Treasurer.
- 1.12. Duties include:
  - 1.12.1. Strategic planning and priority setting.

- 1.12.2. Handling urgent matters.
- 1.12.3. Evaluating the Executive Director.
- 1.12.4. Setting Board meeting agendas.

## **ARTICLE VI – CONFLICT OF INTEREST POLICY**

All directors, officers, and key staff shall comply with the Corporation’s Conflict of Interest Policy as adopted by the Board.

## **ARTICLE VII – FINANCIAL ADMINISTRATION**

### **Section 1. Fiscal Year**

The fiscal year shall begin on January 1 and end on December 31 each year.

## **ARTICLE VIII – AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote of the Board at any regular or special meeting, provided that written notice of the proposed amendment is given at least fourteen (14) days prior to the meeting.

## **ARTICLE IX – DISSOLUTION**

Upon dissolution, the assets of the Corporation shall be distributed for one or more exempt purposes under Section 501(c)(3) of the Internal Revenue Code, or any corresponding future provision, to qualifying organizations.

**These amended bylaws were adopted by a majority vote among the Indy Pride Board of Directors during a regular meeting on September 10, 2025.**