

Pride San Antonio Inc.

By-Laws

Summary

The By-laws of Pride San Antonio are divided up into the following parts-

Article I-Introduction

Article II-Board of Directors

Article III-Membership

Article IV-Meetings

Article V-Committees

Article VI-San Antonio Gay Softball League

Article VII-Beneficiary Organizations

Article VIII-Conflicts of Interest

Article IX-Compensation, Reimbursement, and Contracts

Article X-Amendments

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Article I-Introduction

Section 1-Name and address

The name and address of the organization as registered with the Secretary of State of the State of Texas shall be Pride San Antonio Inc. Pride San Antonio shall be the traditional name under which the organization will conduct its normal business. The mailing address will be:

PO Box 120185
San Antonio, Texas 78212

Pride San Antonio also is registered to legally conduct business as the following:

San Antonio Pride
Gay Pride San Antonio
Pride SA
SA Pride
Fiesta Fandango
Scary Fairy
San Antonio Gay and Lesbian Film Festival
QFest
San Antonio QFest
San Antonio LGBT International Film Festival
RainBOO Run
San Antonio Gay Softball League

San Antonio Pride Softball League

Section 2-Fiscal year

The organization will be operated under the following fiscal year dates:

September 1-August 31

Section 3-Purpose

Pride San Antonio is a registered nonprofit corporation in the State of Texas. The purpose for which Pride San Antonio is formed is to instill pride, celebrate unity, embrace diversity, and recognize the contributions of the Gay, Lesbian, Bisexual, and Transgender community in the San Antonio metropolitan area. This will be accomplished by creating visibility and promoting full human and civil rights through education, celebrations, and networking to the extent allowed by the nonprofit status of Pride San Antonio. Any funds raised by Pride San Antonio will be distributed through public community gatherings to registered nonprofit organizations chosen by the Board of Directors from entities recognized by the Internal Revenue Service of the United States.

Section 4-Events

Pride San Antonio produces several events throughout the year to celebrate Pride and to fulfill its purpose. The main event, The “Pride Bigger Than Texas” Pride Parade and Festival is held the first Saturday following the fourth Saturday in June. Additional events produced by Pride San Antonio include, Diez y Seis Pride Reflections Distribution Spectacular, Scary Fairy, Fiesta Fandango (Pride SA Beneficiary Revue), Pride SA Softball Tournament, Pride SA Dart Tournament, Pride SA Bowling Tournament, Pride SA Volleyball Tournament, Pride SA Grand Marshal Meet and Greet, Pride SA Wing Eating Contest, and San Antonio QFest as well as other events as scheduled by the Board of Directors.

Article II-Board of Directors

Section 1-Composition

The Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, and five other Directors. The Board of Directors will hereafter be known as “the Board” in this document. A minimum of 5 members of the Board of Directors of Pride San Antonio Inc. shall constitute a quorum.

Section 2-Executive Board

The Executive Board will consist of the four following titled Directors-

1. President
2. Vice-President
3. Secretary
4. Treasurer

Section 3-Terms

Executive Board Directors

The terms for Executive Board members shall four-year terms and shall be staggered. The staggering effect serves to allow for movement of Board members so as to allow experienced members to remain in office during any transition to maintain continuity and integrity. The Executive Board member terms shall be staggered in the following manner-

1. President and Treasurer shall be elected to serve four-year terms and will be elected in the same election in the same year.
2. The Vice-President and Secretary shall be elected to serve four-year terms and will be elected in the same election in the same year.
3. Any Executive Board position that is elected through a properly executed special election that does not comply with the staggered year variance will serve either the remainder of the term of the open position or until which time a new election can be held which will place the position back in compliance with the staggered year variance requirement of the By-laws as per items 1 and 2 of Article II Section 3 above.

Non-Executive Board Directors

The terms of the 5 non-executive Board Directors shall be four-year terms. The terms of the non-Executive Board Directors shall be staggered in similar fashion to the Executive Board in the following manner-

4. Three Director Positions shall serve four-year terms and will be elected in the same election in the same year that will be staggered to have alternating elections in the same years as President and Treasurer.
5. Two Director Positions shall serve four-year terms and will be elected in the same election in the same year that will be staggered to have alternating elections in the same years as the President and Treasurer.
6. Any non-Executive Board position that is elected during a properly executed special election shall serve either the remainder of the term of the open position or until which time a new election can be held which will place the position back into compliance with staggered year variance required by the By-laws as per items 4 and 5 of Article II Section 3 above.

Section 4-Duties of the Executive Board

The duties of the duly elected Pride San Antonio Executive Board shall be as follows-

1. President
 - a. The President chairs the Board of Directors of Pride San Antonio. The President's duties will include but are not limited to the opening of the Board and general membership meetings, calling members to order, and announcing the business before the members. The President is responsible for announcements to the organization both electronically and otherwise such as the notice of meetings, elections, etc. The President should be familiar with parliamentary procedures. The President may appoint ad hoc committees and committee chairpersons as needed and shall serve as an ex-officio member of all committees. He/she will have no vote except for his/her general membership vote and will break all ties on issues acted upon by the Board of Directors except in the case of elections.
2. Vice-President
 - a. The Vice-President shall assume the duties of the President during his/her absence. He/she shall coordinate all committee activities and serve as an advisor for all committees. The Vice-President shall also maintain order and keep the flow of the meetings going to maximize use of time. The Vice-President shall coordinate all venues for various meetings of the Board and/or the general membership. The Vice-President shall serve in an assistive capacity to both the Secretary and the Treasurer as well.
3. Secretary
 - a. The Secretary's duties shall include but are not limited to the accurate keeping of records of the membership and minutes of all Board and Membership meetings and activities of the organization. He/she will keep accurate records of the organization's activities including but not limited to committee meetings, fundraising activities, and maintaining contact lists.
4. Treasurer
 - a. The Treasurer's duties will include, but are not limited to, maintaining accurate records of all financial activities of Pride San Antonio and present financial reports in a frequency and manner that is determined by the discretion of the Board of Pride San Antonio. The Treasurer will oversee all fundraising activities and will maintain a copy of all records of Pride San Antonio.
5. All Executive Board Members are expected to attend 75% of all events and meetings including any non-emergency Board meeting.
6. Any member of the Board of Directors of Pride San Antonio can submit a request for a review of another Board Member's compliance.

7. Full review of the actions of the Board Member in question will only commence with a majority vote of the full Board of Directors of Pride San Antonio Inc.
8. Failure to comply with expectations as determined by a simple majority of the board will execute Article Two Section Eleven-Removal of Directors.

Section 5-Duties of the non-Executive Board

The duties of the non-Executive Board members will be to assist in any capacity as determined by the Executive Board as well as to oversee committees and events as per Article IV and Article I respectively of the By-laws respectively. In addition the following requirements are expected of non-Executive Board Members-

1. All non-Executive Board Members are expected to attend 60% of all events and meetings including any non-emergency Board meeting.
2. Any member of the Board of Directors of Pride San Antonio can request a review of another Board Member's compliance.
3. Full review of the actions of the Board Member in question will only commence with a majority vote of the full Board of Directors of Pride San Antonio Inc.
4. Failure to comply with expectations as determined by a simple majority of the board will execute Article II Section Eleven-Removal of Directors.

Section 6-Elections

Elections for Board positions shall be held on the first regularly scheduled meeting following the last meeting of the Fiscal Year. Notice of elections shall be given no later than the last regularly scheduled meeting of the Fiscal Year.

Section 7-Board Qualifications

To be qualified to run for Board elections a candidate must meet the following requirements-

Executive Board-

1. Serve as a member of the Non-Executive Board for ONE FULL TERM or apply for a Full Term Waiver which should be approved by $\frac{3}{4}$ vote of the current Board of Directors provided there is a quorum for a waiver vote. If a waiver is granted the candidate must meet the requirements for the Non-Executive Board.
2. Submit a letter of intent to run for office to the Pride San Antonio Membership Coordinator by August 1 at 11:59PM preceding an impending election. Letters of intent must be drafted in hardcopy format in font no smaller than 12-point.

Non-Executive Board-

3. Be a member of Pride San Antonio in good standing for one FULL Fiscal Year.
4. Have recorded attendance at 60% plus 1 of the scheduled Pride San Antonio General Membership meetings in a fiscal year.
5. Submit a letter of intent to run for office to the Pride San Antonio Membership Coordinator by August 1 at 11:59PM preceding an impending election. Letters of intent must be drafted in hardcopy format in font no smaller than 12-point font.

Section 8-Voting

Voting on all positions shall be conducted by secret ballot. In the event an open Board position is uncontested calls for vote by acclamation can be entertained by the Chair provided there are no objections from the floor. Each eligible member may cast one vote for each vacant position. Eligible members may not vote for any candidate more than once on an individual ballot. Individual members that are representing organizations, such as beneficiaries, will vote as individuals. There will not be separate votes for organizations and individuals.

Section 9-Oversight and Tabulation of election votes

The election procedure will be overseen by the Election Committee. The Election Committee will consist of the highest ranking member of the Executive Board not currently up for re-election and two active members of Pride San Antonio not currently running for a Board position during said election.

The Election Committee will operate using the following procedures-

1. The Election Committee shall first verify that all ballots are eligible prior to counting and place any disputed ballots in a separate pile. The disputed pile will be deemed officially invalid if 2 out of the three members of the Election Committee agree to the invalidity of said ballots. Valid votes will be legible, include a name of a person qualified to run for said Board position, and will be printed on the appropriate Pride San Antonio ballot as approved by the current Board of Directors.
2. All non-disputed ballots will be counted and each candidate's votes will be totaled and recorded.
3. Candidates will be installed into office based on a simple majority of the votes cast. Should a candidate not receive a simple majority (51%) then a runoff will be held.

4. Runoffs will be between the two candidates receiving the highest total of votes provided they each receive at least 20% of the votes cast. If any race fails to produce at least one candidate with at least 20% of the votes cast then that race shall be declared void and a new election shall be held at the next scheduled membership meeting to fill any vacancies.
5. In the event that an open Board position has only one candidate running it is imperative that the candidate receive an affirmative vote from at least 20% of the general membership in attendance. If the candidate does not receive the 20% minimum she/he shall not be installed during the current election and a new election shall be held at the next scheduled membership meeting to fill any vacant positions.
6. If after two elections there are no candidates that receive an affirmative vote from at least 20% of the general membership in attendance then the Executive Board reserves the right to appoint by majority vote someone to fill the open Board position.

Section 10-Special Elections

If at any time there is a vacant Board of Directors position, any active member of Pride San Antonio may call for a special election to fill the vacant position. Authorization to hold a special election must be approved by a 2/3 vote of the active members present at the meeting where the special election is proposed. The President of the Board of Pride San Antonio reserves the right to require either nominations or letters of intent for vacant Board positions. If the President chooses to take nominations for the vacant position or positions those nominations will be opened at that meeting and then closed at the discretion of the President of the Board until the following regularly scheduled meeting when the election will be held. If President decides to take letters of intent to fill the vacant position those letters should be turned in to the Membership Coordinator and finally to the Board of Directors within 48 hours of the adjournment of the meeting in which the call to fill the vacant Board position was made.

Section 11-Removal of Directors

A Director can be removed from the Pride San Antonio Board by either a vote of the general membership or by vote of the Board of Directors. The Board of Directors can vote to remove one of its own members by obtaining a $\frac{3}{4}$ majority vote of the Board of Directors provided a quorum of the Board is present at the Board meeting. A Director can be removed by the general membership provided a written grievance has been submitted to the Board at least one week in advance of the vote and provided that a $\frac{3}{4}$ majority vote is obtained at a general membership meeting where said Removal vote is taken and in which a quorum of the Executive Board is in attendance. Directors can be involuntarily removed for any of the following reasons-

1. Failure to attend events and meetings as outlined in Article II Section Four Subsection 5 and Article II Section Five Subsection 1.
2. Having their membership suspended or revoked
3. Any cause defined by Article III, Section 1, Subsection 4

Section 12-Board Vacancies

A Director's position may become vacant by any of the following:

1. Resignation of the Director
2. Removal of the Director
3. Death
4. Failure to maintain membership in good standing.

Article III-Membership

Section 1-General Membership

1. Qualifications
 - A. Membership is open to any resident of the San Antonio Metropolitan Area (SA Metropolitan Area shall include any area, including municipalities that lie within the legal boundaries of the City of San Antonio including Alamo Heights, Leon Valley, Terrell Hills, Balcones Heights, etc. And the SA Metropolitan area shall also include such suburbs that lie outside the legal boundaries of San Antonio such as Bulverde, Canyon Lake, New Braunfels, Seguin, Floresville, Somerset, Selma, Live Oak, Cibolo, Universal City, and any other area approved by the current Pride San Antonio Board of Directors).
 - B. To become a voting member of Pride San Antonio one must register using an official Pride San Antonio Membership Form.
 - C. Members become eligible the first day of the quarter immediately following the submission of the registration form to the Board of Directors.
 - D. Membership in Pride San Antonio Inc. will remain valid for two years from the eligible date of the membership with recorded attendance at 40% of the scheduled Pride San Antonio General Membership Meetings.
2. Membership Rights
 - A. Members may attend any general membership meeting.
 - B. Members may attend any open Board meeting,
 - C. Members, in good standing, may cast one vote at all general membership meetings provided they have been an eligible member since the beginning of the quarter that immediately precedes said voting action.

- D. Request reconsiderations by the Board on actions taken by the Board or Board policy initiatives.
- E. Appeal negative actions taken by the Board of Directors.
- 3. Good Standing
 - A. A member is in good standing when their membership status is neither suspended nor revoked.
- 4. Removal of Membership
 - The Board can recommend that a member be suspended, have the membership revoked, or be expelled from a meeting for the any following reasons-
 - A. Theft of the property of Pride San Antonio
 - B. Misappropriation of Pride San Antonio funds
 - C. Misrepresentation of oneself as the spokesperson for Pride San Antonio or any of its subsidiary names

 - D. Slander/Libel towards another member which impairs the operations of Pride San Antonio.

The order to suspend, revoke a membership, or expel a member from a meeting must be by a ¾ vote of the Board provided a quorum is present for the vote. The affected member may appeal this decision to the general membership to which the general membership may reinstate the member but only after legitimate motion procedures and subsequent discussion result in a 2/3 vote to reinstate the member's status.

Section 2-Membership Coordinator

The President shall appoint with the approval of a majority of the Board of Directors one non-Board member with an active general membership in good standing to serve as the Membership Coordinator. The Membership Coordinator shall be charged with maintaining the official roster of the membership of Pride San Antonio membership. The Membership Coordinator shall serve as the point of contact for the following-

1. People desiring to register as a member of Pride San Antonio
2. Members who wish to submit a letter of intent for an open Board position.
3. Grievance against any member of the Board of Directors
4. Appeal requests to reverse decisions made by the Board of Directors

Article IV-Meetings

Section 1-Types of Meetings

There will be three general types of meetings-

1. Executive Board
2. Board of Directors
3. Membership

Section 2-Executive Board Meetings

1. Executive Board Meetings will consist of the four titled Executive Board Members- President, Vice-President, Secretary, and Treasurer
2. Executive Board Meetings can be open or closed dependent on the needs of the Executive Board.
3. Executive Board Meetings can be called by any member of the Executive Board with the consent of the President.
 - A. The President's failure to consent to a call to meeting by a member of the Executive Board can be overruled by a favorable vote of two out of three of the other members of the Executive Board.
 - B. Executive Board Meetings can be called at any time including during the session of the general membership meeting.

Section 3-Board Meetings

1. Open Board Meetings
Open Board Meetings will be scheduled monthly and increase in frequency as determined by a majority of the Board of Directors. Board Meetings may be canceled only at the discretion of the President of the Board of Pride San Antonio.
2. Closed Board Meetings
Closed Board Meetings will consist of only the Board of Directors and cover specific issues.
3. All meetings of the Pride San Antonio Board of Directors shall not commence without a quorum of the Board in attendance. Board attendance rules shall be in effect and enforced.
4. A simple majority (51%) of the quorum is required to pass any issue presented at a Board meeting (open/closed).
5. Proxy Voting
Proxy Voting will only be allowed as per the discretion of the Executive Board.

Section 4-Membership Meetings

1. Membership

Membership is open to any qualifying member as determined by the by-laws of Pride San Antonio and the current Board of Directors.

2. Frequency

General Membership Meetings shall be held on a monthly basis except during Critical Time. Critical Time is determined by the Board of Directors based on planning needs and necessity of an approaching major event produced by Pride San Antonio.

3. Voting

A simple majority (51%) of those eligible votes cast is needed to pass any action or issue presented for vote at the general membership meeting. The Board shall call for a motion and commence public discussion prior to any vote of the general membership meeting. Proxy voting is not allowed at general membership meetings.

Article V-Committees

Section 1-Formation of Committees

Pride San Antonio will have 11 Standing Committees. The Standing Committees of Pride San Antonio shall be as follows-

1. Volunteers
2. Vendors
3. Parade
4. Fundraising/Entertainment
5. Sponsorship
6. Finance
7. Promotions/Marketing
8. Bylaws
9. Sports
10. San Antonio QFest-San Antonio LGBT International Film Festival
11. San Antonio Gay Softball League

Section 2-Ad Hoc Committees

Any member of the Board of Directors can suggest the formation of an ad hoc committee. Committee formation must be approved by a majority vote of a quorum of the Board of Directors.

Section 3-Committee Chairs

All committees (ad hoc and standing committees) must be monitored by a member/members of the Pride San Antonio Board of Directors. Board members' committee assignments must be approved by a majority vote of the Board. In the event that a committee is not being monitored voluntarily by a member of the current Board of Directors the current President reserves the right to appoint someone to chair the committee with approval of the appointee and the Board of Pride San Antonio. The chairpersons of any committee shall be a Board member themselves or any member in good standing chosen by the supervising Board member as approved by the Pride San Antonio Board of Directors.

Section 4-Committee Authority

All committees shall operate and remain subject to the final authority of the current Board of Directors. Committee members can be removed or reassigned at the discretion of a majority vote by the Pride San Antonio Board of Directors. Proxy voting is not allowed in the operation of Pride San Antonio Committees.

Article VI-San Antonio Gay Softball League

Section One-Preface

The San Antonio Gay Softball League is a wholly owned subsidiary of Pride San Antonio Inc. The San Antonio Gay Softball League is an outgrowth of the annual Pride Bigger Than Texas Softball Tournament that started in 2008. The San Antonio Gay Softball League is formed to recognize and celebrate the contributions of LGBT sports enthusiasts in the San Antonio metropolitan area.

Section Two-Structure

The San Antonio Gay Softball League is managed by a 7-member League Board consisting of 7 officers. The Officers of the San Antonio Gay Softball League are as follows:

1. Co-Commissioner (Female)
2. Co-Commissioner (Male)
3. Pride San Antonio Board Liaison
4. League Secretary
5. Membership Coordinator
6. League Officer
7. League Officer

Section Three-Terms of Office

1. The San Antonio Gay Softball League Officers shall serve for two full seasons beginning in the Spring and ending at the close of the Fall Season. *(Approval of this bylaw shall authorize the installation of the inaugural San Antonio Gay Softball League Board to serve the Fall 2015 season as well as the Spring 2016 and Fall 2016 seasons. Approval of this bylaw will automatically render the extension of the terms for the inaugural Board and automatically strike all language printed here in this Article VI, Section Three Terms of Office that is in italics and between the parenthesis in the final draft of the approved bylaw.)*
2. The San Antonio Gay Softball League Board serves at the discretion of the Pride San Antonio Inc. Board of Directors. Any grievances regarding members of the San Antonio Gay Softball League Board shall be referred to the Commissioners of the San Antonio Gay Softball League who will then refer the grievance to the President of the Board of Directors of Pride San Antonio Inc. Should the grievance be against one of the Commissioners of the San Antonio Gay Softball League then it should be submitted directly to the President of the Board of Directors of Pride San Antonio Inc.

Section Four-Authority

1. League Business and Administration-
 - a) The San Antonio Gay Softball League Board shall deliberate on matters of importance to the League and shall make proposals and hold discussions with respect to Robert's Rule of Order.
 - b) Votes on motions shall be among all officers except for the Pride San Antonio Board Liaison. In the event of a tie the Pride San Antonio Board Liaison should vote to break the tie and the official recommendation shall be sent to the Pride San Antonio Board of Directors for review.
 - c) The Board of Directors of Pride San Antonio shall be the final arbiter of all actions of the San Antonio Gay Softball League Board.
2. League Rules of Play/Guidelines (including team/player qualifications and length of season)
 - a) The San Antonio Gay Softball League Board shall deliberate and draft official rules of play for the League.
 - b) The San Antonio Gay Softball League Board shall deliberate and draft rules for team/player qualifications for registration.
 - c) The San Antonio Gay Softball League Board shall deliberate and draft the dates for the season and/or playoffs and tournaments including locations.
 - d) The San Antonio Gay Softball League Board shall deliberate and draft proposals for registration fees and deadlines for teams and players for the season.
 - e) The San Antonio Gay Softball League Board may bring in outside people for discussion and deliberation of rules and guidelines but only the official members

of the San Antonio Gay Softball League Board may vote on any proposals or items.

- f) All proposals created by the San Antonio Gay Softball League Board shall be submitted to the Pride San Antonio Board of Directors for review and approval.
- g) The Commissioners shall have final authority over the interpretation of approved rules and/or guidelines of the League unless an appeal to the Board of Directors of Pride San Antonio is requested. An appeal to the Pride San Antonio Board of Directors regarding any decision by the San Antonio Gay Softball League Board or any decision by the San Antonio Gay Softball League Commissioners must be submitted within 72 hours of the action that set in motion the appeal.

Article VII-Beneficiary Organizations

Section 1-Qualified Organizations

The number and choice of qualified Beneficiary Organizations shall be determined by the Board of Directors based on the qualified applications that are submitted in good faith by the Beneficiary Application Deadline. The Beneficiary Application Deadline shall be 11:59PM on the fifth day following the first regularly scheduled meeting of the Fiscal Year or as determined by the Board of Directors of Pride San Antonio Inc. Applications not submitted to the Board by the deadline shall be declared void. Qualified Beneficiary Organizations will meet the following requirements-

1. Attend regular membership meetings as required by the Board of Directors of Pride San Antonio.
2. Provide the requisite number of volunteers for the requisite number of hours as determined by the Board of Directors of Pride San Antonio.
3. Provide proof that said Beneficiary Organization is a bona fide and registered non-profit recognized by the State of Texas and the Internal Revenue Service.
4. Show commitment to the betterment of the San Antonio community through artistic expression and/or direct assistance to any city non-profit agency that affects the population as a whole including, but not limited to, issues such as scholarships, and assistance to those living with life-threatening illness such as AIDS, HIV, or Cancer.

Article VIII-Conflict of Interest

Section One-Preface

As a general rule Pride San Antonio does not seek to preclude or exclude anyone from serving as a Board member of Pride San Antonio. However Pride San Antonio does strictly enforce a policy regarding conflicts of interest as a commitment to its nonprofit and public charity goals. Pride San Antonio strives to mitigate the effects of actual or perceived conflicts of interest. This Article shall outline some examples of situations that could give rise to potential conflicts of interest. These examples are by no means an exhaustive list of possibilities. The Board of Directors of Pride San Antonio Inc. has the final authority as to the declaration of what constitutes a conflict of interest. Other situations may create the **appearance of a conflict**, or present a **duality of interests** in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.

Due the nature of the community activities and non-profit nature of Pride San Antonio and to maintain the community goals, foundations, vision, and community reputation of Pride San Antonio, no more than one member of the Pride San Antonio Board of Directors shall serve in any influential capacity including in such capacities as ANY position on ANY Board of Directors or position of management, director, executive director, policymaker etc., in an organization or business that, as a result of its relationship with Pride San Antonio Inc., could potentially benefit either by direct association or by residual business relationship. Such relationships may be determined to be a Conflict of Interest by the Pride San Antonio Board of Directors.

Section Two-Definitions

CONFLICT OF INTEREST-The conflict between the public duties and the private interest of any member of the Board of Directors of Pride San Antonio Inc. in which the Pride San Antonio Director has private-capacity interests which could improperly influence the performance of their official duties and responsibilities. This concept includes the private interests of any general voting member of Pride San Antonio Inc.

INTERESTED PERSON- Any director, principal officer, or member of a committee with board delegated powers, who has a **direct** or **indirect** financial interest, is an interested person. An interested person is any person deemed to have a conflict of interest as defined by this policy.

FINANCIAL INTEREST- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- an ownership, management, or investment interest in any entity with which Pride San Antonio has a transaction or arrangement, or
- a compensation arrangement with Pride San Antonio Inc. or with any entity or individual with which Pride San Antonio has a transaction or arrangement, or
- a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Pride San Antonio Inc. is negotiating a transaction or arrangement.

FAMILY-Family is defined as being of or having the relationship of mother, father, brother, sister, cousin, grandparent, grandchild, or any blood relation. Family, for the purposes of this Article, is also defined as being of or having a relationship by marriage, as in spouse, spouse-equivalent, domestic partner, or any other related term indicating a relationship similar to legal marriage.

DISQUALIFIED PERSON-A disqualified person is defined by Pride San Antonio Inc. as any person deemed to have a conflict of interest as defined in the bylaws of Pride San Antonio, Inc. Disqualified persons would include substantial contributors to, managers of, or person who owns more than 20 percent of, a corporation, trust, partnership, or unincorporated enterprise, that is, itself, a substantial contributor to, or party to any arrangement with Pride San Antonio.

Examples include:

- Pride San Antonio is purchasing liability insurance-disqualified persons would be any person sitting on the Pride San Antonio Board or one of its committees that is in a position of power either in the insurance industry or at a specific company that could enter into an arrangement with Pride San Antonio Inc.
- Pride San Antonio is seeking the services of a qualified electrician-disqualified persons would be any person sitting on the Pride San Antonio Board or one of its committees that is in a position of influence, management or power in the electrical industry or at a specific company that could enter into a potential arrangement with Pride San Antonio.
- Pride San Antonio is seeking a venue to host an event-disqualified persons would be any person sitting on the Pride San Antonio Board or one of its committees that is in a position of influence, management, or power, in the entertainment industry or working

for a specific business that could serve as, or a provide a potential venue for, consideration by the Board as a potential venue for a Pride San Antonio event.

Section Three-Procedures

Disclosure-

- All Pride San Antonio Inc. Board members and general members who are assigned to a committee by the Board of Pride San Antonio shall complete a Pride San Antonio Conflict of Interest Disclosure annually.
- After proper disclosure and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide by a majority vote if a conflict of interest exists. Diligent records of this discussion shall be kept by either the Secretary of Pride San Antonio or a designee assigned by the Executive Board should the Secretary be have the potential conflict of interest.

Board Activity-

- Board members who have actual or potential conflicts of interest will be eligible to make a presentation at meetings on matters involving their conflict of interest
- Board members who have actual or potential conflicts of interest will not be eligible to participate in discussions or voting on matters related to his/her particular confirmed conflict of interest as determined by the Board of Pride San Antonio.
- All votes cast with respect to the activities of Pride San Antonio shall be made in accordance with proper ethical behavior in mind. Votes should be cast only when personal or private interests can be surrendered to the mission and purpose of Pride San Antonio Inc.

Section Four-Violations of the Conflict of Interest Policy

- If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IX-Compensation, Reimbursement, and Contracts

Section 1-Reimbursement

A member of the Pride San Antonio Board of Directors may be reimbursed for actual out-of-pocket expenses incurred in the performance of their duties with the approval of the Board of Directors.

Section 2-Compensation

No member of the Board of Directors of Pride San Antonio or any of its beneficiaries should receive any compensation for the performance of their duties from the operations of Pride San Antonio Inc.

Section 3-Contracts and Obligations

The Board of Directors of Pride San Antonio Inc. shall have the following provisions to govern necessary expenditures in the operation of Pride San Antonio-

1. 0-\$250

Any Executive Board member may commit funds or authorize contracts on behalf of Pride San Antonio for legitimate Pride San Antonio operational expenses up to the amount of \$250 without prior approval of the Board of Directors and/or membership.

2. \$251-\$1500

Expenditures or contracts for legitimate Pride San Antonio operational expenses between \$251 and \$1500 shall be approved by a majority of the Executive Board and, at the President's discretion, by the full Board.

3. \$1501-\$5000

Expenditures or contracts for Pride San Antonio operational expenses between \$1501 and \$5000 shall require a majority of the Board for approval.

4. \$5001 and above

Any contracts or operational expenses over \$5000 shall require a majority vote of the following-the Board of Pride San Antonio and the highest ranking leader of each qualified beneficiary organization for the current fiscal year as specified on the beneficiary application for the current fiscal year.

Section 4-Financial/Bank Accountability

1. Bank of Record

No change in the bank of record for the financial integrity of Pride San Antonio shall be made without the approval of a majority of Board of Directors of Pride San Antonio.

2. The President and the Treasurer shall have the primary authority to withdraw monies from or deposit funds to all Pride San Antonio bank accounts.
3. If an emergency exists and neither the President nor the Treasurer are able to access the accounts at the bank of record then the Vice-President shall have the authority to step in and conduct banking business on behalf of Pride San Antonio, Inc

Article X-Amendments

Section 1-Introduction

All Bylaws Proposals shall be voted on at the first Pride San Antonio Inc. General Membership Meeting of each fiscal year.

Section 2-Proposals

Any individual member(s) wishing to amend an article, section, or subsection of these bylaws shall forward the proposed amendment to the Bylaws Committee for review and discussion, no later than 11:59PM on the first day of July immediately preceding the first Pride San Antonio Inc. General Membership Meeting of each fiscal year.

1. If the amendment is rejected, the Bylaws Committee shall notify the member requesting the amendment and advise them of the reason for rejection.
 - a) Once notified, if an amendment is rejected the proposing member shall have five working days to revise their proposal and resubmit to the Bylaws Committee for consideration.
2. If the amendment is qualified the Bylaws Committee shall notify the Board of Directors and the member who proposed the amendment that said amendment has been qualified for General Membership vote at the first Pride San Antonio Inc. General Membership Meeting of the fiscal year. Qualified amendments are those that do not conflict with the stated purposes or other bylaw or guideline.
3. The Executive Board of Directors shall notify the members of Pride San Antonio Inc. through the Membership Coordinator that a special membership vote will occur at the first Pride San Antonio Inc. General Membership Meeting of the fiscal year, including the specific bylaw changes proposed.
4. A proposed Bylaws Amendment shall require 2/3 of the votes cast at the first Pride San Antonio Inc. General Membership Meeting of the fiscal year to be accepted.
5. Newly accepted Bylaws shall take effect immediately.

Article XI-Legal Procedures

Section 1-Robert's Rules of Order

All questions not provided for in these By-Laws shall be resolved by Robert's Rules of Order and by the General Laws of the State of Texas.

Section 2-Jurisdiction

The current Board of Pride San Antonio shall have the authority to give the final interpretation of all provisions of said By-Laws. The legality of all provisions shall be determined according to the general Laws of the State of Texas. If a question arises concerning a bylaw or guideline, which cannot be immediately answered by any Article or guideline herein, the question will be referred to the Bylaws Committee.

1. The Bylaws Committee shall research the matter using these Bylaws and guidelines, the minutes of previous meetings, Robert's Rules of Order, and any other documents or written precedents.

Section 3-Subjugation

This organization shall not be inconsistent with the laws of the United States or the State of Texas.

Section 4-Dissolution

The assets of Pride San Antonio shall at all times be dedicated to the purposes set out above and none of the earnings shall inure in whole or in part to the benefit of any private individuals or business partners. The remaining assets of Pride San Antonio, after its lawful obligations and all other requirements of law are met and complied with shall be transferred or conveyed to one or more corporations or organizations engaged in activities similar to those of the Pride San Antonio and qualifying under Section 501 (c) (3) of the Internal Revenue Code as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

PRIDE SAN ANTONIO INC. BYLAWS APPENDIX A

Pride San Antonio Inc. Bylaws Amendment History

****Article I, Sections 1 and 4 amended per membership approval of Bylaws Committee Recommendations-3/20/2013**

****Article I, Section 1 amended per membership approval of Bylaws Committee Recommendations-9/16/2015**

****Article II, Sections 1, 4, 5, 7, 8, and 11 amended per membership approval of Bylaws Committee Recommendations-3/20/2013**

****Article II, Section 3, subsections -1-6 amended per membership approval of Bylaws Committee Recommendations-9/16/2013**

****Article II, Section 3, Subsection 1, 2, 4, and 5 amended per membership approval of Bylaws Committee Recommendations-9/16/2015**

****Article II, Section 7 amended per membership approval of Bylaws Committee Recommendations-9/16/2015**

****Article III, Sections 1 and 2 amended per membership approval of Bylaws Committee Recommendations-3/20/2013**

****Article III, Section 1, Subsection D amended per membership approval of Bylaws Committee Recommendations-September 16, 2015**

****Article IV, Sections 3 and 4 amended per membership approval of Bylaws Committee Recommendations-3/20/2013**

****Article V, Sections 1 and 4 amended per membership approval of Bylaws Committee Recommendations-3/20/2013**

****Article V, Section 1 amended per membership approval of Bylaws Committee Recommendations-9/16/2015**

****Article VI, Section 1 amended per membership approval of Bylaws Committee Recommendations-3/20/2013**

****Article VI amended per membership approval of Bylaws Committee Recommendations-9/16/2015**

****Article VII-Conflict of Interest Policy amended at General Membership meeting on 9/28/2012**

****Article VII-Renumbered per membership approval of Bylaws Committee Recommendations-9/16/2015**

****Article VIII-Renumbered per membership approval of Bylaws Committee Recommendations-9/16/2015**

****Article IX completely revised per membership approval of Bylaws Committee Recommendations-3/20/2013**

****Article IX-Renumbered per membership approval of Bylaws Committee Recommendations-9/16/2015**

****Article X -Renumbered per membership approval of Bylaws Committee Recommendations-9/16/2015**

****Article XI- Added per membership approval of Bylaws Committee Recommendations-9/16/2015**