



BYLAWS

ARTICLE I – ORGANIZATION

Section 1

It is hereby resolved that Charlotte Black Gay Pride, is a 501 (c) (3) not for profit corporation, is an organization consisting of volunteers interested in promoting a positive image of lesbian, gay, bisexual, transgender, questioning, intersex or asexual (LGBTQIA) gendered entities of color. Business of said organization will be conducted under Roberts Rules of Order.

Section 2

2.1 The Corporation shall have and continuously maintain in Charlotte, NC a registered office and a registered agent whose office is located in such registered office. The Board of Directors may from time to time change the address of the registered office.

2.2 Mailing address:

Charlotte Black Gay Pride
5009 Beatties Ford Road, Ste. 107-347
Charlotte, NC 28216

2.3 The mailing address may be changed by the Executive Committee, from one location to another; and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

Section 3

The Treasurer of the Corporation shall serve as a registered agent, unless otherwise appointed by a majority vote of the Board of Directors.

Section 4

The corporation shall follow a fiscal year basis of accounting. The Fiscal Year of Charlotte Black Gay Pride shall be August 1st to July 31st.

Section 5

Charlotte Black Gay Pride is an independent, non-partisan body not subject to the control or significant influence of any commercial establishment or organization.

ARTICLE II – PURPOSE

Mission Statement:

To promote LGBTQIA pride primarily for, but not limited to members of the Black community while building social awareness, embracing spirituality and celebrating the diversity that exists within our community.

Vision Statement:

To empower the hearts, minds, and spirits of all LGBTQIA people, while embracing diversity, uplifting the community, and working to bring social change.

Objectives:

The primary objectives and purposes of this corporation shall be:

1. To educate the general public to the needs and issues affecting the LGBTQIA community of color;
2. To provide educational outreach to persons directly or indirectly involved in the LGBTQIA community of color;
3. To advocate and facilitate the exchange of ideas and resources between the various non-profit LGTQIA or related organizations of color;
4. To promote a positive image of the LGBTQIA community of color and black pride;
5. To provide inclusive and diverse representation within the LGBTQIA community of color;
6. To recognize and celebrate the substantial achievements in our diverse community.

ARTICLE III – BOARD OF DIRECTOR’S OPERATING POLICY AND CODE OF CONDUCT**Section 1**

Charlotte Black Gay Pride shall consist of no less than three (3) Board of Directors; to include an Executive Board. (Chair, Co-Chair, Secretary, Treasurer and Development Officer) Such a number may be increased or decreased from time to time by the Board of Directors; however, no decrease shall reduce the term of any incumbent director.

Section 2

The directors shall act only as a Board of Directors; individual directors shall have not power as such. The Board of Directors shall determine the policies of the corporation and shall manage its affairs.

Section 3

Married or Domestic Partner(s) cannot simultaneously serve on the Executive Board; nor can both parties be on the signature card of the bank.

Failure to disclose such information may result in action pursuant to Article IV – Section 1.2

Section 4

1. Directors in good standing have voting privileges in accordance with all constitutional and By-Laws provisions.
2. Any Director may be removed for reasons of malfeasance, misfeasance, reasons of non-productivity and/or lack of dependability, by a 2/3 vote of the quorum.
3. If a Director has three (3) consecutive unexcused absences, that individual is automatically removed from the Board of Directors.
4. If a Director missed more than three (3) consecutive meetings due to extenuating circumstances, that member may submit in writing the reason for the absences to the Board of Directors. A ¾ majority vote of the Board must be cast in order for that Director to retain full privileges or be removed. Any Member removed from the Board may not seek re-election for one year.

Section 5

1. Any Director must abstain from any vote being taken, which may affect his/her livelihood or directly affect other organizations in which that Director belongs.
2. Directors shall disclose any actual or potential benefit, financial or otherwise, related to any transaction between CBGP and any third parties (including but not limited to, vendors, contracted services, entertainment etc.)

Section 6

Excessive tardiness or early departure from meetings and official CBGP events is not acceptable behavior. Abuse of said policy will require a meeting between the Director and the executive committee.

The only circumstances permitting a Director an excused absence are as follows:

1. Illness or injury
2. Family or personal emergency
3. Employment, which would not normally be scheduled at the time of the meeting
4. Vacation, if it could not possibly take place during any other period of time
5. A religious commitment

Any request for an excused absence or tardiness must be communicated directly to either Chair or Co-Chair (whenever possible) no less than 24 hours before the meeting to be missed. Upon accrual of three consecutive or a total of 5 unexcused absences or tardies; an individual will be removed from the Board of Directors. A member may appeal within 7 days in writing to the Executive Board if they feel the decision of the board. The Executive Board will determine a ruling w/in 30 days.

ARTICLE IV – BOARD OF DIRECTORS DUTIES, ROLES AND RESPONSIBILITIES

Section 1: Duties

1. To exercise all the powers of the Corp. to supervise and control its business affairs, subject only to the limitations and restrictions provided by the law, the Articles of Incorporation and these By-laws.
2. To authorize the execution of contracts and other agreements necessary to the efficient conduct of the business of the Corporation and to authorize any and all expenditures of the Corporation.
3. To approve the fiscal budget, supervise receipts and expenditures and to set up the proper procedures for collecting, safekeeping and accounting of all funds of the Corporation.
4. To incur indebtedness in the name of the Corporation for such sums of money as are necessary for the current operations and any sums for a major project of the Corporation.
5. To approve all committee recommendations before implementation.
6. To exercise such other powers and perform such other duties as may be prescribed elsewhere in these By-laws, the Articles of Incorporation, State and Federal Laws, or other approved documents defining duties and responsibilities of this Corporation.
7. Attend retreats, board development and other board activities as deemed appropriate.
8. Review agenda items and supporting materials prior to board and committee meetings.

Section 2: Roles and Responsibilities

Chaplain

Direct responsibilities include: Co-Chair Town Hall; Chair Pre-pride Spiritual/Wellness event; keep organization on track spiritually; keep team motivated and focused; moral and spiritual focus; pray, have spiritual/inspirational words; spiritual focus within the community; retreats; contribute to website blog; fundraising and sponsorship.

Community Outreach Director

Responsibilities: Co-Chair Sunday Event with door proceeds to benefit a national non-profit organization; Chair CBGP Youth Committee; Coordinate board participation in two (2) events prior to pride; attend community meetings; inform board of community events; public relations; manage relationship and website applications for all promoters; promote the organization; keep Chair and Co-Chair abreast of any community issues relating to the organization; activism; fundraising and sponsorship.

Emeritus

This position is held by the previous chair; held until the current Chair steps down, and it is then given to that individual; if they choose not to hold the position, it can be replaced with next previous chair. Responsibilities: oversee the Advisory Committee with a right to vote. The Emeritus handles all Advisory Committee responsibilities to include membership, planning, governance fund raising and sponsorship. Any programs, sponsorships or representation of CBGP must have board approval.

General Board Director

Operates in any capacity as requested by fellow Directors. Participates in all Board Meetings and votes accordingly. May operate as Co Chair to any CBGP committee or may be appointed Chair of a committee as deemed necessary. Has all the rights and privileges as any other Director.

Legal Counsel

Legal Counsel will provide any and all legal technical assistance and expertise of the law(s) that directly or indirectly affects the Charlotte Black Gay Pride organization, Executive Officers and Board of Directors.

Marketing and Communications Director

Direct responsibilities include: Organize and implement a marketing strategy for CBGP, stay abreast and communicate to the Board any community issues relating to the organization: assist with all communications including interviews, press releases, maintain and implement all printed material, website, publishing's and social media; promoting all events, fund raising and sponsorship and other duties as requested. All content created for the jurisdiction and platforms shall remain the sole intellectual property of CBGP.

Operations Director

Responsibilities: Chair Kick-Off and Pageant; member of all event committees; tracking of supplies/equipment; create database of accumulated supplies; coordinate events; carrying out event details; coordinate set-up of events; work closely with volunteer coordinator; initial planning of events; confirm event locations; be present for the beginning of events; ensure equipment for events; entertainment and stage management; fundraising and sponsorship.

Volunteer Coordinator

Responsibilities: Chair Volunteer Appreciation; member of all event committees; find/ recruit volunteers; create, maintain and update database; assign tasks to volunteers; confirm volunteers to set-up, break-down and clean-up for all events; create e-blast for volunteer opportunities; communicate appreciation/thanks to our volunteers; fundraising and sponsorship.

Section 3

Advisory Board Members are non-voting board position with no requirements of attendance policies as required of a voting board member. There will be no cap to the quantity of Advisory Board Members. The Emeritus is in charge of the advisory committee.

ARTICLE V – EXECUTIVE BOARD MEMBERSHIP AND ROLES

Section 1: Qualifications for Executive Board Membership

Any person that has been on an Executive Board of any other board (or on the CBGP Board of Directors) qualifies to be on the Executive Board of CBGP contingent upon review and approval of the current Board of Directors.

Section 2: Executive Board Roles

Chair

The Chair shall have general supervision over the affairs of the Corporation through the Board of Directors, and shall perform all duties incident thereto and have such power as may from time to time be assigned by the Board of Directors or Executive Board. Direct responsibilities to include: Chair Meet & Greet, give interviews, direct press releases, and serve as the spokesperson in an outreach role to the LGBTQIA and allied communities; fundraising and grant writing; sponsorship; communicate; run meetings; 501(c)3; plan, organize & execute organization ideas; public relations; "oversee" all board members; conflict resolution; human resource management; weekly email updates.

Co-Chair

The Co-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. The Co-Chair, as deemed appropriate by the Executive Board, shall delegate duties to other members of the executive committee or board members as necessary. Direct responsibilities include: Chair Extravaganza; fundraising and grant writing; sponsorship; 501(c)(3); The Co-Chair is expected to seek the Chair position when the position becomes available. If they choose not to seek the Chair position, then it will be opened up to current Board members in good standing that meet the Executive Board applicant requirements.

Treasurer

Treasurer shall: (i) collect and keep an account of all moneys received and expended for the use of the Corporation; (ii) deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Board of Directors; (iii) present reports of the finances of the Corporation at each annual meeting and when called upon by the Chair, President/CEO or executive committee; and, (iv) perform such related duties as shall be directed by the Board of Directors, the Chair, President/CEO, or executive committee. The treasurer shall provide a record of all Corporation finances and transactions to the secretary, which shall be entered into the official record and history of the Corporation. The funds, books, and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision, and control of the Board of Directors and the president. At the expiration of his\her term of office, the Treasurer shall turn over to his\her successor in office all books, records, monies, and other properties of the Corporation. Direct responsibilities include: Chair Sunday Event with door proceeds to benefit a national non-profit organization; finalize all budgets for Pride events, fundraising and sponsorship; manage/appropriate funds; budgets; Financial Reports; 501(c)(3); do taxes and paperwork; check mail and distribute.

Secretary

The Secretary shall: (i) act as Secretary of all meetings of the Board of Directors and of such other committees as the Board of Directors shall specify; (ii) keep the minutes thereof in the proper book or books; (iii) see that the reports, statements, and other documents required by law are properly kept and filed; and, (iv) in general, perform all the duties incident to the office of Secretary and such related duties as may from time to time be assigned by the Board of Directors or executive committee; and (v) shall maintain all Corporation records, documents, seal, and other official artifacts/properties; (vi) the Secretary shall maintain and official record of the Treasurer's reports of all Corporation finances and transactions. The books, records, and papers in the hands of secretary shall at all times be subject to the inspection, supervision, and control of the Board of Directors, Chair, or executive committee. At the expiration of his\her term of office, the secretary shall turn over to his\her successor in office all books, records, papers, and other properties of the Corporation. Direct responsibilities include: Chair Town Hall, organize and distribute meeting agendas; take minutes and distribute via email prior to the next meeting; manage the MAP; administrative tasks- assist chair/co-chair; 3rd in command; assign tasks when necessary; keep board on track; handle board communication; fundraising and sponsorship; Review, forward and/or respond to emails sent to info@CharlotteBlackGayPride.org.

ARTICLE VI - DUTIES OF THE EXECUTIVE BOARD

The Executive Board shall have the right to issue funds up to Two Hundred Dollars (\$200); amounts exceeding Two Hundred Dollar (\$200) must be approved by a majority vote of the Board of Directors; purchases exceeding \$500 must have three (3) bids for approval by vote with full Executive Board approval. All check transactions must have two signatures; has the power to vote on Board of Director potential applicants; determine the time and process in which board vacancies will be filled; call meeting as needed following meeting guidelines; execute the removal of a board member bases on Article IV section 1.2; review agenda items for voted as it deems necessary; enforce the by-laws and board policies.

ARTICLE VII - MEMBERSHIP TO THE BOARD OF DIRECTORS

Section 1: Qualification

Any individual feeling they meet the qualification of one of the roles of the Board of Directors may apply to be a member of the Charlotte Black Gay Pride Board of Directors. Application to the CBGP Board of Directors does not guarantee membership to the Board of Directors.

Section 2: Application Process

In order to join the Board of Directors of Charlotte Black Gay Pride, an individual must submit an application to the Secretary. The application will be reviewed by the current standing Executive Board. If approved, the applicant will be called in for an interview with the current Board of Directors. Upon completion of the interview and having voting quorum available of the Board of Directors that participated in the interview, an official vote shall be made of acceptance to the Board of Directors.

Section 3: Terms

1. A Term for all directors, regardless of position shall be defined as 3 full Pride Years.
2. A Pride Year begins August 1st and ends July 31st.
3. After the initial 3 year term the director must complete the Director Renewal Process to remain on the Board of Directors for 1 additional year.
4. A Director may serve an indefinite number of years on the Board of Directors if continuously receiving approval by the current standing board through the Director Renewal Process.
5. A Current Standing Director replacing another Director due to that Director's vacancy, shall only serve the time left in the Vacant Director's Term. At the completion of the Vacant Director's Term the Current Director may choose to follow the application process for the position they were holding and then receive a new 3-year term.
6. A new Director which was not a Current Standing Director at the time of their appointment will automatically receive a 3-year term upon assuming the position.
7. A Director who previously served on the Board of Directors but currently is not serving on the Board of Directors shall be granted a full 3-year term if approved to rejoin the Board of Directors.

Section 4: Director Renewal Process

A Director that wishes to continue beyond 3 years shall follow the Director Renewal Process which is as follows: Submit a Letter of Intent to the Secretary by April 15th. The Secretary shall add the Director Renewal Process to the agenda for the June meeting and the current standing Board of Directors shall vote to renew the Director applying for renewal for 1 additional year.

Section 5: Term Completion and Non-Renewal

A Director who has completed their term and no longer wishes to serve on the Board of Directors shall submit a Letter of Intent to the Executive Board by April 15th of their term ending year. Upon review and approval of the Executive Board the Director shall be dismissed in Good Standing.

Section 6: Resignation

A Director wishing to resign from the Board of Directors shall submit a letter of Resignation to the Executive Board. The Executive Board will receive, review and vote to accept the resignation. Upon approval of the resignation the Executive Board will notify the current standing Board of Directors about the resignation

ARTICLE VIII - ELECTIONS AND FILLING BOARD VACANCIES

Section 1: General Elections

Having received all Letters of Intent the Secretary shall submit all vacant Board of Directors positions to the Director of Marketing and Communications by April 20th. The Director of Marketing and Communications shall post all vacancies on all appropriate CBGP Media platforms by May 1st. The General Elections for the Board of Directors shall be held during the first Board of Directors meeting in June.

Section 2: Voting Qualifications

1. Any Director that is in Good Standing and has paid their dues has the right to vote in an election while they remain a Director.
2. A Director up for Renewal, or applying for another Director's position still maintains their voting rights until the completion of their term July 31st of their appropriate year.
3. A current standing Director may not vote in the election of the vacant Director position the Director is trying to assume and shall be sequestered during the interview of the opposing candidate, discussion and final deciding vote.
4. A current standing Director may not vote in their own Director Renewal Vote and shall be sequestered during the discussion and final deciding vote about that Director's renewal.
5. A current standing Director who has filed a Letter of Intent that states they will not participate in the Director Renewal Process and thus will not return to another term may vote on the candidate brought to replace them

Section 3: Election Process

Having a voting quorum established, the candidate up for election, or renewal, shall be introduced to the Directors that are present and be allowed to make their case for election, or renewal to the current standing Board of Directors. The Directors present may ask relevant and pertinent questions to the candidate as a part of their interview process. Once all questions have been answered to the satisfaction of the Directors present the candidate shall be sequestered until all other candidates shall complete the same process and a final vote has been taken and final decision made by the Board of Directors.

Section 4: Replacement after Director Resignation

1. Upon acceptance of the resignation of a Director by the Executive Board, and after the current standing Board of Directors have been notified about the Director's resignation, the Director of Marketing and Communication shall post information about the vacant position no later than 7 business days after notification of the vacancy to all appropriate and relevant media platforms.
2. The Vacancy shall be posted to all relevant media platform no less than 30 full days before an applicant can be brought in for an interview by the current standing Board of Directors.
3. All applicants will follow the Application Process as previously defined in these By-Laws and be subject to the Voting Process as defined in these by laws.
4. The vacant position shall remain vacant until filled by a qualified candidate who has received approval by the current standing Board of Directors.

Section 5: Directors Filling Vacant Director Positions in the event of Resignation/Dismissal

1. A current standing Director may apply to a position left vacant by a Director's resignation/dismissal by following the Application Process
2. A current Director application to a vacant Director's position, while reviewed by the Executive Board, shall not be subject to approval of the Executive Board in order to compete the application process.
3. A current standing Director must apply within the first 10 days of the vacancy being posted.
4. Once a current standing Director has applied to a vacant Director position the Secretary must send an Announcement of Application to the entire standing Board of Directors within 5 days, because that Directors position shall be considered vacant and available to other current standing Directors only. No outside person may challenge a current Director for their position.
5. The current Director shall follow the Election Process for the vacant Director's position.

6. Should the current Director lose election to the vacant Director's position, and are challenged for their current position by another current standing Director, they shall follow the Election Process to regain their position. Should they lose, they shall be dismissed from the Board of Directors

Section 6: Challenging a Director for their position when a Director has applied for a Vacancy

1. A Director may challenge another Director when the Director is pursuing a vacancy left by a Director as a result of resignation or dismissal
2. Once the Announcement of Application has been sent by the Secretary, any current standing Director has 10 days to Challenge that Director for their position by following the Application Process.
3. The Challenging Director's position shall not be considered vacant and if they should not be elected to the new position they shall assume the original position without penalty.
4. Should the Challenging Director win and assume the new position their position will be considered vacant and the position shall be filled following the guidelines set as if the Director had resigned or been dismissed.

Section 7: Reapplying to the Board of Directors

1. A Director must be in Good Standing to apply to return to the Board of Directors.
2. Good Standing shall be defined as having followed the Resignation process and had not been voted off by the previous board of directors or losing an election as a current standing Director.
3. Upon application the former Director shall be viewed as a new applicant to the Board and is not guaranteed acceptance.

ARTICLE IX – MEETINGS

Section 1

Board meetings shall be held on the first (1st) Wednesday of the month and conference call meetings will be held within the (3rd) week of the month, or whenever deemed necessary by one member of the executive board or twenty-five percent (25%) of the Board of Directors. Committee meetings will be held as needed and deemed by the committee Chair.

Section 2

All active Directors must be notified of special meetings (with the exception of Executive Board meetings) in writing, by telephone or by electronic mail at least forty-eight (48) hours in advance of such meetings.

Section 3

Attendance of all Officers and Directors is required at all regular meetings. All official meetings require one more than half the number of voting directors on the board to make a quorum.

Section 4

Any action by majority vote of the directors present at a meeting at which a quorum is present shall be deemed the action of the Board of Directors.

Section 5

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 6

Each committee shall have, and may exercise these by-laws, as authorized by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law. The members of a committee shall act only as a committee.

Section 7

In order to become a Board Member of Charlotte Black Gay Pride, an individual must submit an application to the Secretary; the application will be reviewed by the Executive Board; and if approved, the application will then be voted on by the then current standing Board of Directors.

ARTICLE X – EXPENSE REIMBURSEMENT

Section 1

All reimbursement expenses must be submitted in writing and supported with original receipts or bills.

Section 2

All original receipts for expense reimbursement must be submitted to the Treasurer within thirty (30) days after they are incurred.

Section 3

If necessary, personal credit card or personal funds may be used for payment and reimbursed accordingly with prior Board approval.

ARTICLE XI – AMENDMENTS

All By-Laws changes must be proposed to the Board of Directors in writing. A proposed change of amendment to the By-Laws must be made known to the Board at least forty-eight (48) hours before a vote is called.

ARTICLE XII – INDEMNIFICATION

The private property of the Incorporators, Directors, Officers, or Members of the Corporation cannot be used for payment of the Corporations debts in any event or to any extent whatsoever.

ARTICLE XIII – PROCEDURES

Section 1

Whenever reasonably possible, access for the physically challenged shall be made available to all CBGP functions in accordance with the State of North Carolina Regulations.

Section 2

All of CBGP events are open to all individuals.

Section 3

The Executive Board shall have the right to issue funds up to two hundred (\$200) with the consent of the Chair, Co-Chair, Treasurer and Secretary; amounts exceeding the two hundred dollar (\$200) amount must be approved by a majority vote of the Board of Directors. All check transactions must have two signatures. All purchases exceeding five hundred (\$500) must have three (3) bids for approval by vote.

Section 4

If an excess of funds remains after all current fiscal (yearly) bills are paid, the funds may be used, with the approval of a majority of the Board of Directors as savings, advance deposits, seed moneys or other applicable means to insure a sound fiscal proposed budget for the next fiscal year, or for events which are to be underwritten by the Corporation.

Section 5

If any portions of these By-Laws are found to be in direct conflict with or contradict any other part of the By-Laws, only that section shall be deemed invalid.

Section 6

Annual dues in the amount of \$50.00 are due by the November meeting.

Section 7

All information, papers, emails etc. pertaining to CBGP will remain confidential and only be discussed with the current Board of Directors.

Section 8

Financials will only be discussed at meetings and presents via secured CBGP email.

Section 9

All votes will be via CBGP email or at the monthly meetings. If a board member does not have access to their CBGP email, the email will be sent to their personal email provided.

As Recorded by Secretary| Chelby Nettles
Chelby Nettles

Last revised June 1, 2015

