

The Tucson Lesbian and Gay Alliance

MISSION STATEMENT:

“Fostering pride with respect for all lesbian, gay, bisexual transgender and supportive friends and their families within our community, on a local, national, and global arena.”

VALUES:

Infinite Combinations of Diversity

VISION:

Diversity – creating and implementing an all-inclusive, accepting and respectful understanding of differences people share and value. **Respect** - valuing others by accepting individuality and creativity by demonstrating courtesy and mutual regard. **Honesty and Integrity** - communicating factual information and being true to our values. **Accountability** - to be responsible for the effects and consequences of our words and actions.

ARTICLE I

NAME of ORGANIZATION

The name of the Corporation shall be:

The Tucson Lesbian and Gay Alliance (DBA Tucson Pride Board)
(Hereinafter "Tucson Pride Board" or "TPB")

ARTICLE II
“OBJECTIVES”

The objectives of the Corporation shall be:

- 2.1. Tucson Pride Board promotes the health and well-being of gay, lesbian, bisexual, transgender, intersex and questioning people (LGBTIQ), their families and friends.
- 2.2. TPB provides education for individuals and the community at large in order to create a society that is healthy and respectful of human diversity.
- 2.3. TPB supports all human and civil rights for all sexual minorities.
- 2.4. TPB speaks out through advocacy to enhance and defend those human and civil rights.
- 2.5. The organization may maintain offices at such place or places, within Pima County and may be designated from time to time by The Board of the organization's governing group, known as the “Executive Board and the business of the corporation may be transacted at any of the designated offices/spaces.
- 2.6. A corporate seal shall not be requisite to the validity of any instruments executed by or on behalf of the corporation, but never the less if in any instance a corporate seal be used, the same shall be a circle having on the circumference thereof the name of the corporation and in the center the words "corporate seal", the year incorporated and the state where incorporated.

ARTICLE III
“CONFLICT OF INTEREST”

3.1. EXEMPT ACTIVITIES: No member, officer or member of The Board, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization described in section 501(c)3 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) and the corresponding Arizona Revised Statutes.

(a) Notwithstanding any other provision of these articles, the TPB shall not, except to an insubstantial degree, engage in any activities, or exercise any powers not in furtherance of section 501(c)3 purposes.

3.2. CONFLICT OF INTEREST: A conflict of interest is defined as an actual or perceived interest by a staff or Board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Officers and members are obligated to always act in the best interest of the organization. This obligation requires that any officer or member, in the performance of organization duties, seek only the furtherance of the organization mission. At all times, officers and board members are prohibited from using their job title or the organization's name or property, for private profit or benefit.

- (a) The officers and members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fundraising activities.
- (b) No officer, or member of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his/her knowledge, any of the following has a financial interest in that purchase or contract:
 - 1. The officer or member;
 - 2. Any member of their immediate family;
 - 3. Their partner;
 - 4. An organization in which any of the above is an officer, director or employee;
 - 5. A person or organization with whom any of the above individuals is negotiating or
 - 6. Has an arrangement concerning prospective employment.

3.3. INTELLECTUAL PROPERTY: A work or invention that is the result of creativity, such as a manuscript or a design, to which one has rights and for which one may apply for a patent, copyright, trademark, etc.

- (a) As a member of the “Tucson Pride Board”, all creative work, business ideas and products that you design and develop as a member or otherwise related directly to our business, are the sole property of the. This does not apply to creative work, business ideas or inventions developed entirely on a members own time and without the use of the Associations equipment, supplies, facilities, trade secrets or funds.
- (b) When a conflict related to Intellectual Property is relevant to a matter requiring action by The Board, the interested person(s) shall call it to the attention of The Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by a 2/3 vote.

3.4. DUTY TO DISCLOSE: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.5 DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing 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 if a conflict of interest exists.

3.6 PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST: An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- (a) The President of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (b) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (c) Any possible conflict of interest shall be disclosed by the person or persons concerned.
- (d) When a conflict of interest is relevant to a matter requiring action by The Board, the interested person(s) shall call it to the attention of The Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of The Board, excluding the person(s) concerning whose situation the doubt has arisen.
- (e) The official minutes of The Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

ARTICLE IV
“BOARD OF DIRECTOR MEMBERSHIP”

- 4.1. Any person whose has submitted an LOI and resume whose fundamental purposes are in accord with the objectives of the corporation and has been voted in by the board of directors may be a member, upon request and payment of annual dues if applicable. The person shall be entitled to exercise the rights and privileges of membership.
- 4.2. Each member shall be entitled to one vote at the Annual Meetings of the Corporation.
 - (a) Each member shall be entitled to one vote at monthly meetings.
 - (b) Each member shall be entitled to one vote at bi-weekly meetings
 - (c) Each member shall be entitled to one vote at weekly meetings
- 4.3. Any member may by notice of such intention, voluntarily withdraw their associated membership.
- 4.4. After giving prior notification, if any member is charged with conduct detrimental to the mission of the Corporation, the Board shall consider the matter, and if it shall decide to take further action, shall meet with the member in question and the member shall be given opportunity to reply. The matter shall be resolved to the satisfaction of the Board in accordance with the mission of the organization.

ARTICLE V
“MEETINGS”

5.1. There shall be an Annual Meeting of the Corporation with written notice to all members at least one month in advance of the meeting date.

5.2. Special meetings of the Corporation shall be called by the Board when necessary. A notice specifying the purpose of the meeting shall be given to all members at least 30 days in advance of the meeting date.

5.3. Members shall be entitled to attend, be heard, and vote at Annual and special meetings of the Corporation.

5.4. After giving prior notification, members shall be entitled to attend and be heard at the monthly Board meetings of the Corporation.

5.5. After giving prior notification, non-members (known as call to audience) may be entitled to attend and be heard at meetings of the Corporation. Non-members will not have a vote.

5.6. The Tucson Lesbian and Gay Alliance shall have one or more monthly fundraising support meetings to ensure accurate execution of fundraising efforts. Location of set meetings will be determined by the president and vice-president.

5.7. With the exception of the President and Vice-President only Board members, Advisory Members, Committee members, and or Commissioners are required to attend fundraising event meetings that they are directly involved in or participating in. However, all Board members are encouraged to attend.

ARTICLE VI
“BOARD OF DIRECTORS”

6.1. The Board shall consist of a minimum of five directors (5) no more than fifteen (15).

6.2. After election at an Annual Meeting, Directors shall serve an unlimited number of two year terms, until either the Director chooses to resign, Death, or if Article VI, Items 9, 10, or 11 occur. After a one-year absence a person may apply for election to serve again as a board member.

6.3. A quorum shall consist of a minimum of 2/3 of the existing number of Directors.

6.4. A Board quorum shall have the power to adopt rules and establish procedures for the management of the corporation and its members. (Refer to Article VI.11 and 13, and Article VII.1)

6.5. Directors shall be elected at the Annual Meeting by a majority of members present.

6.6. In the event a vacancy occurs; the president and vice-president may name a director to serve out the remaining term of a departing director until the next Annual Meeting.

6.7. **Thirty** days prior to the Annual Meeting, the Board of Directors shall announce the number of positions open and invite applications from interested members. Interested applicants must submit a formal LOI of the position they wish to be considered for.

6.8. The President shall approve press releases or sponsorships to be made on behalf of the Tucson Lesbian and Gay Alliance. Any statements which the Board feels may have an impact on the public's perception of The Tucson Lesbian and Gay Alliance either statewide or nationally shall be approved by the board.

6.9. In the event a Director is charged with obstructing the activities or not properly representing the interest of the corporation, the Board shall consider the matter, and if the charge is substantiated by a 2/3 vote of the Board, the director shall be removed from office.

6.10. Directors are responsible for the financial health of the organization, and will coordinate the activity to raise funds, including applying for grants, fundraising, guiding financial campaigns and making personal efforts to ensure the financial stability of the “Tucson Pride Board” If a director is unable or unwilling to uphold this responsibility and every exhaustible effort has been made to assist this director in maintaining their responsibility to the financial health of the “Tucson Lesbian and Gay Alliance” dba “Tucson Pride Board” organization the said director may be removed by a quorum vote of the board. The said director may also have the option of resigning on their own accord.

6.11. The Board is predicated upon its Directors' participation in the work of the Board Membership on the Board of Directors of Tucson Lesbian and Gay Alliance is contingent upon the presence of these members in order to contribute to the work, decision making and planning for the organization. Therefore, if a Board Director without acceptable reason or cause has three (3) consecutive absences from Board or Committee meetings or three (3) absences in the course of a twelve-month period, this will constitute a resignation by that Director. Acceptable excuses for missing meetings are (Death of Immediate Family, Acts of including but not limited to Nature, Illness, and Child Care Issues) The Director will be notified that his/her resignation has been accepted and another person will be selected by the rest of the President and Vice-Presidents and Secretary to fill the position until the end of the term and elections can be held at the next annual meeting. **After a one-year absence a person may apply for election to serve again as a Board Director depending on a board committee review.**

6.12. If a Director must be absent from a monthly Board meeting, notification must be given to the President **of the Board** prior to the meeting. The President must determine that a quorum will be present in order to conduct the business of the Corporation.

6.13. To accomplish the business of the Corporation, the Board of Directors may assign specific responsibilities for accomplishing specific goals and activities. Some of these specific tasks may include but not limited to:

- Mail Pickup and Distribution (processing memberships, incoming donations, distribution of incoming miscellaneous mail)
- Membership Oversight (includes Annual Dues Renewal notices),
- Board Recruitment and Nomination Committee,
- Facilitate Support Meetings,
- Communication with Members and Board,
- Legislative Support,
- Fundraising, Grant Writing, Donation Procurement, Raffle Tickets Sells, Entry Fees
- Special Events (e.g., Annual Pride Activities),
- Liaison with Organizations and Business to include City, Statewide, Nationally, and Internationally
- Liaison with City Officials
- Liaison with Media Connections including Print, Radio, TV, and Social Media

ARTICLE VII
“BOARD OF DIRECTORS”

“The Executive Officers”

7.1. The membership shall elect at its Annual Meeting every four (4) years a president & vice president. The election process for electing a secretary, and treasurer are to be elected **in accord with Article VI, Items 2 and 11**. These positions constitute the Executive Committee of the Board. Responsibilities include Board nominations, budget development, Bylaws maintenance and revisions, community development and other duties set forth by the President and the Board of Directors.

7.2. The **President** shall direct the business of the corporation and shall preside at all meetings of the Corporation. The President is responsible for assuring that an annual report to members is available at the Annual Meeting for all members. This report will include goals to be obtained within a six (6) month and (12) twelve-month time frame. This report will include a breakdown of the financial report of the organization during the six (6) month twelve (12) month period. The six (6) month report and the (12) twelve-month report will include chapters that include activities, accomplishments, growth both financially and organizationally as well as a chapter on improvements needed for the organization to foster continued growth. The President will sign all by-laws and execute any documents along with the Vice-President and Secretary. The President shall serve as the official spokespersons for the corporation as well as ensuring transparency of the organization to the community and city officials; act as a liaison between the board, staff, membership(s), community and city officials; or and perform any other duties which the Board of Directors may from time to time assign. The Vice-President, Treasurer, and Secretary as well as all committees, sub committees, advisory boards, commissioners, volunteers, staff, and employees report directly to the president. The president is responsible for all transparency to the community.

7.3. The **Vice-President** shall direct the business of the Corporation in the event of the incapacity or absence of the President, and at Annual Meetings in the absence of the President. The Vice-President will attend all meetings alongside the President. The Vice-President will assist the President in directing the business of the corporation. Additionally, the Vice President will design, implement, and monitor all surveys and community feedback. All committees, sub committees, advisory boards, commissioners, volunteers, staff, and employees will elect one department head. Each department head will report directly to the Vice-President. A bi-weekly report will be done by the Vice-President and submitted either electronically or in person to the president. The report will detail the overall performance of each department. The Vice-President will ensure the accuracy of the board of director’s minutes that are submitted by the secretary before posting to both the web site and social media sites.

7.4. The **Secretary** shall oversee membership records, and communications with membership. Once the agenda has been given by the President, the Secretary shall provide all board members an electronic and physical form of the agenda(s) for the upcoming meeting. The Secretary will record minutes at all Board meetings, The Secretary will be responsible for transcribing and delivering to all members of the board an electronic rough draft version of the Annual Meeting, Board of Directors Meeting, and Special Meeting within 72 hours after the board has met. Each board member has twenty-four (24) hours to reply with any changes needing to be made. After twenty-four hours (24) the Secretary has forty-eight (48) hours in which to make corrections and send out an electronic final document of the Annual Report meeting, The Board of Directors Meeting, or Special Meetings. Other duties of the Secretary include maintaining the historical files of the corporation’s minutes and records of meetings.

7.5 The **Treasurer** shall deposit and account for all monies received and expended for the corporation as directed by the Board. A written report of the past month’s status and the year to date status shall be presented at each meeting. The Treasurer shall communicate in a timely way with the Secretary regarding new memberships and renewals. A written annual financial report shall be available to the membership at the Annual Meeting. The Treasure shall complete all necessary financial paperwork in accordance with all local and federal regulations. The Treasurer shall prepare and submit a final annual budget to the President and Vice-President prior to the annual meeting. The President, Vice-President, and Treasure must all be in agreeance to the accuracy of the report and submit to the board of directors during the annual meeting.

ARTICLE VIII
“RECORDS AND REPORTS”

8.1. The fiscal year shall be from October first (1st) through September thirtieth (30th).

8.2. The minutes, books, and records shall be open to inspection upon written request by any member.

8.3. Other Board duties for which responsibility will be assigned include:

- Sending “Thank You” notes to donors of time, goods, services and/or money. Will be delegated but the board of directors
- Maintaining up-to-date membership records. The membership roster will be kept up to date in a standard electronic spreadsheet format, including all available contact information. An up-to-date roster will be made available to the Board upon request and at least twice a year.

ARTICLE IX
“COMPLIANCE WITH THE LAW”

9.1. Directors must act at all times in full compliance with both the letter and the spirit of all applicable laws. Directors must also avoid any situation that could be perceived as improper, or indicates a casual attitude towards compliance. In his or her relationship with the Company, no Director shall commit or condone an unethical or illegal act, or counsel or instruct another Director, employee, contractor, consultant, or supplier to do so. Directors are expected to be sufficiently familiar with any legislation that applies to their work to recognize potential liabilities and to know when to seek legal advice. If in doubt, Directors are expected to ask for clarification from the governing board as a whole.

9.2. Duty of Loyalty – Directors must act honestly, in good faith and in the best interests of the “Tucson Pride Board” placing the interests of the “Tucson Pride Board” ahead of their own personal or business interests,

9.3. Although Directors are appointed to the Board to bring special expertise and a positive point of view to the Board, the best interests of the “Tucson Pride Board” are paramount at all times. Directors must at all times:

- (a) Be honest in their dealings with “Tucson Pride Board” and with others on behalf of the “Tucson Pride Board”
- (b) Avoid situations where they could profit from knowledge obtained through their relationship with the “Tucson Pride Board” or at the expense the “Tucson Pride Board”
- (c) Board members will not engage in deliberant or unintentional inappropriate business opportunities that directly or indirectly put “Tucson Pride Board” in harm’s way or otherwise put themselves in a position of conflict between their own private interests and the best interests of the “Tucson Pride Board”
- (d) All Board of Directors, Junior Board of Directors, committee directors, commissioners, advisory board members, staff, crew, employees, volunteers, and anyone associated with the “Tucson Pride Board” will avoid speaking against or undermining any decision of the Board, regardless of whether you agree with the vote or decision(s) that has been made.
- (e) All Board of Directors will avoid engaging in activities, or speaking publicly on matters, where this could be perceived as an official act or representation of the “Tucson Pride Board” unless specifically authorized to do so by the Board President.

ARTICLE X
“STATEMENT OF VALUES”

10.1. Any code of ethics is built on a foundation of widely shared values. The values of the “Tucson Pride Board” include

- Commitment to the public good
- Accountability to the public
- Commitment beyond the law
- Respect for the worth and dignity of individuals
- Inclusiveness and social justice
- Respect for pluralism and diversity
- Transparency, integrity and honesty
- Responsible stewardship of resources
- Commitment to excellence and to maintaining the public trust.

10.2. The Code of Ethics for the “Tucson Pride Board” Personal and Professional Integrity all staff, board members and volunteers of the organization act with honesty, integrity and openness in all their dealings as representatives of the organization. The organization promotes a working environment that values respect, fairness and integrity.

10.3. Confidentiality Board members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

10.4. Prohibition against Sexual Harassment the Tucson Lesbian and Gay Alliance strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization’s policy to emphasize that sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct towards is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the President.

10.5. Active Participation Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings of the board a high priority.
- No Drinking of alcoholic beverages on the organization’s time unless otherwise approved by the Board
- No use of any illegal or prescription drug use
- Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- Putting the interests of the organization above personal interests.
- Representing the organization in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all board and committee meetings.
- Refraining from intruding on administrative issues that are the responsibility of management.
- Observing established lines of communication and directing requests for information or assistance to the president.

ARTICLE XI
“MEDIA/SOCIAL MEDIA”

11.1. Definition of social media are websites and applications that enable users to create and share content or to participate in a vast social networking site such as but not limited to Facebook, Instagram, Twitter, Snapchat, Google Plus

11.2. Individuals, people or persons who are associated directly or indirectly with the organization known as the “Tucson Pride Board” shall take a stance on LGBTQ political issues in our community to in our posts via our social media committee

11.3. “The Tucson Pride Board” will focus on listening to what others are saying in our community and make it a priority to respond in a quick and informative manner.

ARTICLE XII
“ADVISORY BOARD”

12.1. An advisory board is a body that provides non-binding strategic advice to the management of a corporation, organization, or foundation. The informal nature of an advisory board gives greater flexibility in structure and management compared to the Board of Directors.

12.2. Reasoning behind creating an advisory board is to seek expertise outside of the company. Advisory board members should provide the company with knowledge, understanding and strategic thinking of the industry or management of the company.

12.3. Advisory board members should have distinctive knowledge on different aspects of business such as Branding of Organization, Web Design, Digital Graphics, Grant Writing, Donation Procurement, Marketing, Product Development, Sales Techniques, Contracts, Law, Legislative Law that are of use to the directors.

12.4. The Advisory Board will consist of (5 no more then 12) professionals who are experts in their field. The Advisory Board will have one lead commissioner who will report to the president their advice and recommendations. The president will present to the board the findings of the Advisory Board given by the commissioner.

ARTICLE XIII
“AMENDMENTS”

13.1. These bylaws may be amended by a 2/3 vote of those present at the Annual Meeting of the Corporation. A general description of the proposed amendment(s) will be provided with the notice of the meeting.

MISCELLANEOUS NOTICE:

13.2. No error or omissions with respect to notice for a meeting of the Board of Directors or Membership Meeting shall invalidate such meeting or invalidate or void any proceedings taken or had at the meeting if such error or omissions was not made in bad faith.

13.3. If a Director was not present at a meeting of the Board of Directors due to an error or omission of giving notice and wishes to revisit any issue or vote from that meeting, he or she may compel the Board to do so.

INDEMNIFICATION:

13.4. The Corporation shall indemnify and save harmless the Directors, their heirs, successors, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- (a) all costs, charges and expenses whatsoever that she or he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her or him in the execution of the duties of her or his office.
- (b) all other costs, charges and expenses that she or he sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by her or his own gross negligence, willful misconduct or bad faith.

CONFLICT:

13.5. In the event a provision of the By-laws conflicts with any other provision in the By-laws or resolutions of the Board or of the members, the Board, acting in good faith, shall resolve the conflict in accordance with the Act.

RESOLUTIONS IN WRITING:

13.6. A resolution signed by all the members or Directors is as valid and effective as if passed at a Membership Meeting or meeting of the Board.

AMENDMENTS:

13.7. The By-laws and any part thereof may be amended from time to time by resolution of the Directors and confirmed by twothirds of the votes cast at a Membership Meeting duly called for that purpose.



The Tucson Lesbian and Gay Alliance Board of Director's By-Laws

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of The Tucson Lesbian and Gay Alliance dba Tucson Pride Board. I hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the organization's governing documents.

Directors Signature _____

Date _____

Witness Signature _____

Date _____