

Fenton Pride Collective Bylaws

Adopted May 2022
Revised April 2024
Revised October 2024

Article I: Name, Location, and

Purpose Section 1 Name and Logo

The name of the organization shall be Fenton Pride Collective, hereinafter referred to as “Fenton Pride Collective”.



Section 2

Location

2.1

Principal Office Location

The principal office of the organization shall be located at:

9438 Waite Dr.
Fenton, MI 48430

The principal office location may be changed by the Executive Board, from one location to another, as needed by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

2.2

Mailing Address

The mailing address of the Fenton Pride Collective is:

PO Box 384
Fenton, MI 48430

The mailing address may be changed by the Executive Board, from one location to another, as needed by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

Section 3

Purpose, Mission, and Values

3.1

Purpose

The purpose of Fenton Pride Collective is to eliminate prejudice and discrimination of the Lesbian, Gay, Bisexual, Transgender, Questioning, and Queer (hereinafter referred to as “LGBTQ+”) community, to celebrate and foster a sense of pride, unity and diversity within the community, and to continually educate and promote awareness of diversity, health, culture, and acceptance of individuals based on sexual orientation, gender identity and gender expression. Further, Fenton Pride Collective seeks to promote a positive image of the LGBTQ+ community within the Fenton area and throughout mid-Michigan through community activities, events, and services.

The organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

3.2 Mission

Fenton Pride Collective’s mission is to produce fun, safe, and empowering events and activities where LGBTQ+ persons and allies can stand together as unique individuals and together as a community, with the goal of uniting as a creative, social, economic, and influential force within the Fenton region. Fenton Pride Collective provides LGBTQ+ persons with cultural and educational programs and activities which enhance mental and physical health, provide social support and inclusion, and foster awareness of the past and present contributions of LGBTQ+ persons and allies.

3.3 Values

Fenton Pride Collective values the diversity of the Fenton region’s LGBTQ+ communities and believes that the fundamental human rights to privacy and personal choice are essential to a person’s happiness and well-being.

Section 4 Principles

4.1 Non-Discrimination Policy

Fenton Pride Collective prohibits discrimination against any person on the basis of race, religion, color, sex, age, national or cultural origin or ancestry, marital status, parental status, sexual orientation, gender identity or expression, disability, or health status. Fenton Pride Collective is committed to maintaining a community that recognizes and values the inherent worth and dignity of every person; fosters tolerance, sensitivity, understanding, and mutual respect among its

members; and encourages each individual to strive to reach their own potential. In pursuit of its goals, Fenton Pride Collective seeks to develop and promote diversity within the community, and in all of its activities, efforts, policies, and in the composition of committees, and will have as a central aspiration the achievement of gender and racial parity.

4.2 Access

Fenton Pride Collective strives to ensure equal access to all events and functions to all members of the LGBTQ+ and allied communities by creating policies to ensure such access.

4.3 Inclusion and Representation

As a community-based organization, Fenton Pride Collective strives to work with and include the entire LGBTQ+ community in organizing and executing its events. In doing so, Fenton Pride Collective ensures that the organization and its events are representative and inclusive of the community being served.

Article II Organizational Structure

Section 1 Corporate Structure, Fiscal, and Operating Periods

1.1 Membership

Fenton Pride Collective shall have no members.

1.2 Fiscal Year

The fiscal year of Fenton Pride Collective shall start on January 1st and end on December 31.

1.3 Operating Year

For the purpose of terms of office, the operating year of Fenton Pride Collective shall start on February 1st and end on January 31st of the following calendar year.

Section 2 Executive Board

2.1 Authority and Composition

The Fenton Pride Collective Executive Board shall have all administrative, financial, and leadership functions and authority necessary to uphold and promote the purpose, mission, and values of

Fenton Pride Collective and to carry out its activities and events. For purposes of these Bylaws and all other organizational documents (i.e. notices, etc.), the terms Executive Board, Executive Committee, Board of Directors, and Board may be used interchangeably and shall be one in the same.

The Executive Board shall consist of at least eight (8) but no more than ten (10) members and shall be composed of the Officers outlined in these bylaws.

The President may also establish an Advisory Board, as needed, and provided for within these Bylaws.

2.2 Qualifications of Executive Board Members and Officers

All Executive Board members, included elected officers, must be the age of majority in this state. Other qualifications for any position may be determined by the Executive Board.

2.3 Appointment and/or Removal of Executive Board Members and Officers

Members of the Executive Board (with the exception of the Local High School Representative and any Advisors) shall be elected by the outgoing Executive Board at the Annual Meeting. Persons interested in being on the Executive Board shall notify the Recording Secretary of their interest at least thirty (30) days prior to the Annual Meeting. The slate of candidates running for the Executive Board shall be publicly posted on the website at least two (2) weeks prior to the Annual Meeting. The slate of candidates will then be voted on by the Executive Board at the Annual Meeting. If there are more interested candidates than positions available, interviews may be conducted at the discretion of the Executive Board and secret ballot voting shall take place at the Annual Meeting, the results of which shall be made available at the end of the Meeting and recorded in the minutes by the Recording Secretary.

The officers of the Executive Board shall be elected positions within the organization. Immediately following the election of Executive Board Members, the Officer positions shall be elected by the Executive Board. Board members shall be nominated for office, seconded and confirmed by a majority vote.

The Executive Board shall retain the right to remove any officer in the event the officer is unable or unwilling to carry out the duties assigned to the position. Such removal shall require a simple majority vote (50%+1) of the Executive Board, and such vote shall be conducted in

the same manner as a vote for appointment, except that such a vote may only take place during a special meeting of the Executive Board.

In such an event, the Executive Board shall have the authority to elect a replacement. Priority consideration shall be given to current Executive Board members and then to non-executive Committee Chairs.

2.4 Resignation of Executive Board Members

Resignation of an Executive Board Member shall be tendered on the day the President receives a signed and dated written notice from the Executive Board Member resigning. The resignation shall be announced at the next Regular Fenton Pride Collective Executive Board meeting.

2.5 Executive Board Vacancies

Following a vacancy on the Executive Board that places the number of Executive Board members below the minimum, an interim replacement for the member shall be appointed by majority vote (50% + 1) within thirty (30) days of the date of the resignation to serve the remainder of the term.

2.6 Terms of Office for Executive Board Members and Officers

Terms for any Executive Board member or officer, regardless of appointment, end on the last day of the last month of the operating year.

2.7 Officers

The officers of the organization shall consist of a President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, Social Media Director, and Marketing Director.

2.7(a) President

There shall be a total of one (1) President to oversee the Fenton Pride Collective organization.

2.7(a)(1) Duties of the President

- Responsible for the overall planning, coordination, and execution of all Fenton Pride Collective activities and events
- Serve as the public face of Fenton Pride Collective, give interviews, direct press releases, and serve as the spokesperson in an outreach

- role to the LGBTQ+ and allied communities
- Preside over all meetings of the Executive Board, including regular and recurring meetings, special meetings, and the annual meeting
- Create agendas and send them to all Executive Board members at least one (1) week prior to each regularly scheduled meeting
- Ensure that all books and records, reports, and forms required by law are properly maintained
- Be authorized signatories on all transactions, financial or otherwise, including checks and disbursements
- Determine organizational policies and procedures, as needed, and coordinate the administrative and operational committees of Fenton Pride Collective to ensure committee and volunteer activities are aligned with Fenton Pride Collective's strategic plan
- Appoint positions to assist with the roles of the Executive Board and give power of Executive Board member votes
- Lead Fenton Pride Collective in the pursuit of its purpose, mission, and values in compliance with these Bylaws and with any other local, state, and federal laws
- Assume the role of Event Overseer for Pride Night

2.7(b) Vice President

There shall be one Vice President to assist the President in the oversight of Fenton Pride Collective Organization

2.7(b)(1) Duties of the Vice President

- Responsible for the overall planning, coordination, and execution of all Fenton Pride Collective activities and events
- Preside over all meetings of the Executive Board in which the President is unavailable, including regular and recurring meetings, special meetings, and the annual meeting
- Ensure that all books and records, reports, and forms required by law are properly maintained. The Vice President shall be authorized signatories on all transactions, financial or otherwise, including checks and disbursements
- Lead Fenton Pride Collective in the pursuit of its purpose, mission, and values in compliance with these Bylaws and with any other local, state, and federal laws
- With the President, assume the role of Event Overseer for Pride Night

2.7(c) Treasurer

The Treasurer will report directly to the President and will be responsible for working directly with all Committee Chairs to develop a detailed annual budget. In addition, the Treasurer will work directly

with the President and any retained outside accountants, CPA's or other financial agents to ensure proper compliance with applicable laws, regulations, or other financial and/or accounting needs.

2.7(c)(1) Duties of Treasurer

By virtue of their role, the Treasurer shall:

- Maintain proper books of account
- Provide and manage the organizational and committee budgets within the guidelines of the Executive Board,
- Handle accounts receivable/payable
- Handle cash management (before, during, and after Pride Night), including ensuring adequate change is acquired and present for any and all events
- Provide updated financial reports (Profit & Loss for the year, bank balance update, etc.) for the Executive Board for regular Board meetings
- Provide yearly budgets, with categorical breakdowns, for the upcoming operating year and for Pride Night at the Annual Meeting
- Ensure receipts are received for any and all reimbursements paid for out-of-pocket by members. If receipts are not received by Treasurer within thirty (30) days of purchase, reimbursements shall not be given
- Perform all duties incident to the office of Treasurer and such other duties as may be required by law, by these Bylaws, or those that may be assigned from time to time by the President.
- Oversee any and all sales at Pride Night

2.7(d) Recording Secretary

The Recording Secretary supports the President and Vice President in ensuring the smooth functioning of Fenton Pride Collective Executive Board meetings and often acts as an information and reference point, clarifying past practices and decisions, and retrieving relevant committee documentation.

2.7(d)(1) Duties of Recording Secretary

By virtue of their role, the Recording Secretary shall:

- Record all attendance, votes, actions, and minutes of all meetings and proceedings (indicating the time and place of such meetings, whether regular or special, and the names of those present and the proceedings thereof) of the Executive Board and send out to Executive Board members within one (1) week of the meeting

- Maintain a record of attendance, votes, actions, minutes, and establishment of ruling procedures of all Committee meetings (standing and temporary) and proceedings
- Maintain a record of the organization's members, indicating their name, address, telephone number, email address, the member's role and/or title, and the appointment and termination date
- Ensure all notices for meetings are duly given in accordance with the provisions of these Bylaws, or as required by law
- Perform all duties incident to the office of Recording Secretary and such other duties as may be required by law, by these Bylaws, or those that may be assigned from time to time by the President.

2.7(e) Corresponding Secretary

The Corresponding Secretary supports the President and Vice President in communicating with the community and often acts as a liaison between the Executive Board and the public.

2.7(e)(1) Duties of Corresponding Secretary

By virtue of their role, the Corresponding Secretary shall:

- Handle all email correspondence, including (but not limited to) responding to emails sent to info@fentonpride.org or fentonpridecollective@gmail.com within a timely manner
- Handle media correspondence, such as drafting press releases and letters
- Create and send out monthly newsletters

2.7(f) Social Media Director

The Social Media Director supports the President and Vice President in handling Fenton Pride Collective social media accounts (i.e. Facebook, Instagram, etc.)

2.7(f)(1) Duties of Social Media Director

By virtue of their role, the Social Media Director shall:

- Handle all social media (Facebook, Instagram) correspondence (messages, comments)
- Keep a consistent presence on social media by posting at least twice a week
- Create and maintain all events on social media, including (but not limited to) Social Meet-Ups, Board Meetings, and Pride Nights

2.7(g) Marketing Director

The Marketing Director assists the Executive Board in any and all promotional and advertising needs for the Fenton Pride Collective.

2.7(g)(1) Duties of Marketing Director

By virtue of their role, the Marketing Committee shall:

- Create graphics and promotional materials for Fenton Pride Collective
- Create and maintain cross-marketing campaigns with local businesses
- Create posters, quarter sheets, yard signs, and any other printable promotional materials for Pride Night at least two (2) months prior to Pride Night
- Create and maintain apparel and promotional products for Fenton Pride Collective and, specifically, Pride Night

2.7(h) Local High School Representative

Fenton Pride Collective seeks to advocate for the LGBTQ+ community, no matter age, and therefore may establish relationships with local schools. The Local High School Representative works with the Fenton Pride Collective to keep the organization up to date on happenings at a local high school and elicit the help of the organization when needed.

2.7(h)(1) Duties of Local High School Representative

By virtue of their role, the Local High School Representative shall:

- Maintain a relationship with Fenton Pride Collective Executive Board
- Attend Fenton Pride Collective Executive Board Meetings to report any relevant happenings at the high school
- Elicit Fenton Pride Collective's support when needed

2.8 Advisors and the Advisory Board

The President may establish an Advisory Board, as needed. The Advisory Board shall serve only in an advisory capacity, assisting the Executive Board in the overall management of the organization.

2.8.1 Appointment

The appointment to the position of Advisor shall be subject to the same appointment or removal procedures applicable to Committee Chair positions contained within these Bylaws.

2.8.2 Term of Office

Appointment to the Advisory Board shall be for a term of necessity and shall be disbanded upon completion of function or at the discretion of the Executive Board or President.

Section 3 Committees

3.1 Standing Committees

Standing Committees support the Executive Board in their operations on a continual basis. Standing Committees shall consist of a Volunteer Committee and a Fundraising and Events Committee.

3.1.1 Establishment of Standing Committees

Standing Committees shall be maintained as the Executive Board sees fit. If a Standing Committee is, at any point, deemed unnecessary, it may be disbanded by a simple majority vote (50%+1) of the Executive Board.

3.1.2 Composition and Appointments of Standing Committee Chairs

The Chair of each such Standing Committee shall not need to be an Executive Board Member (though preference shall be given to one that indicates interest) and shall be elected as chair by a majority vote of the Executive Board. All other members of each committee shall not need to be members of the Executive Board and shall be appointed by the Chair. Each committee shall have at least three (3) members.

3.1.3 Terms of Office of Standing Committee Chairs

Each Standing Committee Chair shall be established at the annual meeting and hold their positions for a term of one operating year and may be renewed annually.

3.1.4 Duties of Standing Committee Chairs

By virtue of their role, the Chair of any and all Standing Committees shall:

- Recruit and maintain appropriate number of committee members

- Establish and preside over committee meetings
- Create agendas, as needed, and send them to all committee members prior to meetings
- Record (or designate a member to record) meeting attendance, actions, votes, minutes, and ruling actions of committee meetings
- Attend all Fenton Pride Collective regular Executive Board meetings, as well as the Annual Meeting, to report happenings and elicit Board approval on action items

3.1.5 Standing Committees Descriptions

3.1.5(a) Volunteer Committee

The Volunteer Committee assists the Executive Board in tracking, organizing, and recruiting volunteers to assist Fenton Pride Collective in their endeavors.

3.1.5(a)(1) Duties of Volunteer Committee

By virtue of their role, the Volunteer Committee shall:

- Recruit volunteers (members of the public that are not on the Executive Board) for Fenton Pride Collective through whatever means approved by the Executive Board
- Maintain records and contact information for volunteers
- Contact volunteers as needed for events, tasks, etc.
- Recruit volunteers, assign tasks, and manage volunteers (including check-in) for and at Pride Night

3.1.5(b) Events and Fundraising Committee

The Events and Fundraising Committee assists the Executive Board in planning events and generating funds for the Fenton Pride Collective.

3.1.5(b)(1) Duties of Events and Fundraising Organizations Committee

By virtue of their role, the Events and Fundraising Committee shall:

- Plan and coordinate events (fundraising and non) throughout the year, outside of Pride Night
- Apply for grants on behalf of Fenton Pride Collective
- Coordinate any raffles, auctions, or otherwise fundraising games for Pride Night, including establishing ticket prices, collecting

- prizes beforehand, and overseeing ticket sales the night of
- Deliver posters, quarter sheets, yard signs, and any other printable promotional materials for Pride Night to businesses in the community at least one (1) month prior to the event
- Coordinate the Pride Night T-Shirt Design Contest, including collecting submissions and submitting them to the printer

3.2 Temporary Committees

At times, the Executive Board (or member thereof) may require the establishment of a temporary (i.e. limited, ad hoc, etc.) committee to assist in the performance of their duties. The only recurring temporary committee shall consist of the Vendor & Community Organization Committee.

3.2.1 Temporary Committee Establishment

A request to establish a Temporary Committee may be brought forth, at any time, by any Executive Board member. A Temporary Committee may be established (provided there is a designated Chair) by a majority vote of the Executive Board or by the President.

3.2.2 Temporary Committee Disbandment

After the duties have been found to be fulfilled, the Chair of the Temporary Committee may present a request to disband the Committee to the Executive Committee, which shall be accepted by majority vote.

3.2.3 Temporary Committees Descriptions

The following are temporary committees that shall be established on a regular basis to accomplish a specific task.

3.2.3(a) Vendors and Community Organizations Committee

The Vendor and Community Organizations Committee assists the Executive Board in tracking, organizing, and recruiting vendors and community organizations for Pride Night. It shall be established by February 1st and disbanded by July 1st of each year.

3.2.3(a)(1) Duties of Vendors and Community Organizations Committee

By virtue of their role, the Vendors and Community Organizations Committee shall:

- Establish and maintain relationships with past, present, and future

vendors (crafters) and community organizations (other non-profit/civic groups in the area, LGBTQ+ orientated and otherwise) for Pride Night

- Maintain records and contact information for vendors and organizations
- Recruit and collect contact information for vendors and community organizations, assign them booth spaces, assist with set-up and tear down, take note of any discrepancies, and continuously check in on them during Pride Night

Article III Meeting Provisions

Section 1 Meetings

1.1 Annual Meeting

An annual meeting of the entire Fenton Pride Collective Executive Board and appointed committee memberships shall be held in the last month of the operating year. This meeting shall serve as a review of the activities and events for the operating year then ending, as well as a general planning meeting for the forthcoming operational year.

Notice of the annual meeting shall be made by the Recording Secretary no less than 30 days and no more than 60 days prior to the scheduled meeting.

1.2 Regular Meetings

The Executive Board shall meet on a regular basis with such meetings to be scheduled by the President, unless a simple majority (50%+1) of the Executive Board shall agree otherwise. The Executive Board shall meet a minimum of once per month.

1.3 Special Meetings

Special meetings of the Executive Board may be called by any two officers or the President.

1.4 Actions by the Executive Committee Without a Meeting

Any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting so long as the action is written and a majority of the Executive Board consent to such action. The consent must be in writing and shall be filed with the minutes of the Executive Board proceedings. All reasonable attempts

shall be made by the Recording Secretary to contact each member and obtain such consent. For purposes of this section, the term “in writing” shall include electronic communication.

1.5 Place of Meetings

Meetings shall be held at such places as may be designated from time to time by the President or Executive Board.

1.6 Telephone and Similar Meetings

Members of the Executive Board or any committee thereof may participate in any meeting by means of conference call or similar communication equipment, as long as two-way communication between the participants can occur. Such participation in the meeting shall constitute the presence of that person at such meeting.

Section 2 Voting Rights and Privileges

2.1 One Vote

With the exception of the Advisory Board and the presiding officer (except in the case of a tie), each member of the Fenton Pride Collective Executive Board shall be entitled to one vote on all actions affecting the committee and operations of Fenton Pride Collective.

2.2 Majority Action as Executive Board Action

Every act, or decision made by a majority of the Executive Board present at a meeting duly held at which a quorum is present shall be an act of the Executive Board, unless these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Executive Board.

Section 3 Quorum

Except as otherwise provided by statute or these Bylaws, a quorum shall consist of a simple majority (50% + 1) of the voting members of the Executive Board. “Voting members” does not include the presiding officer.

Except as otherwise provided for in these Bylaws, no business shall be considered by the Executive Board at any meeting at which the required quorum is not present, and the only motion that the presiding officer may entertain at such meeting is a motion to adjourn.

Quorum shall not be needed to conduct any business of any committee

meeting.

Section 4 Attendance

All committee members, executive or otherwise, shall make a good faith and reasonable effort to attend all applicable meetings. Advisors shall be exempt from any attendance or absence provisions.

4.1 Notification

Any member requesting absence from a meeting, shall notify the President prior to the meeting.

4.2 Habitual Absence

Failure to attend 3 scheduled meetings, either consecutively or non-consecutively may result in the removal of the President, Officer, other Executive Board Member, or Committee Chair, as provided within these Bylaws.

Section 5 Notice

5.1 Regular or Recurring Meetings

Notice of regular or recurring monthly meetings of the Executive Board shall be posted to the public (i.e. on the website, Facebook, etc.) at least one (1) week prior to the meeting.

The schedule of regular or recurring meetings shall be made public on the Fenton Pride Collective website or by any other acceptable means.

5.2 Special Meetings

Notice of any special meeting must be made a minimum of 48 hours in advance of such meeting and notification must include the date, time, and location of the meeting and shall also list all business to be conducted at such meeting. Only business included in the notice may be conducted at the special meeting.

5.3 Committee Meetings

Notice of regular or recurring committee meetings shall be determined by the Committee Chair, subject to the means of notification provisions below.

5.4 Waiver of Notice

Attendance of an Executive Board member at a meeting shall

constitute waiver of notice of such meeting and waiver of any and all objections to the date, time, and location of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when an Executive Board member states, at the beginning of the meeting, any such objection or objections to the transaction of business.

5.5 Means of Notification

The Recording Secretary shall notify each member of the Executive Board of the date, time, and location of any special meetings of the Executive Board. The means of notification may consist of email, letter, telephone, or text message and shall be deemed given when mailed or when the telephone or electronic notification is sent.

Section 6 Conduct of Meetings

6.1 General Conduct

Meetings of the Executive Board shall be presided over by the President. The President will assist in creating the meeting's agenda and shall be the one to call the meeting to order. The designation of presiding President shall be determined by the President and may change from meeting to meeting, as needed.

6.1.1 The presiding President may vote only in the case of a tie, unless they first release their position as presiding officer to the Vice President or another Executive Board member. At such time, the acting presiding officer may vote only in the case of a tie.

6.1.2 In the event of absence of both the President and Vice President, meetings may be conducted by another officer or Committee Chair as appointed or designated by the President. The Recording Secretary shall act as Recording Secretary of all meetings of the Executive Board. In the case of their absence, the presiding officer shall appoint another person to act as Recording Secretary of the meeting.

6.1.3 Executive Board meetings shall be governed by a modified version of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with any provisions of law. Robert's Rules of order may be suspended for all or part of a meeting by resolution of the President.

6.1.4 Committee Chairs may also adopt rules and regulations pertaining to the conduct of standing committee meetings and the actions of committees to the extent that such rules and regulations are not inconsistent with any other provisions contained within these Bylaws.

Such rules and regulations shall be recorded by the Recording Secretary.

6.2 Meeting Transparency

All meetings held by Fenton Pride Collective shall be open to the public. The Executive Board may enter a private session, closed to all but the Executive Board members, by a majority vote.

Article IV Records, Minutes, and Books

Section 1 Maintenance of Organization Records

Fenton Pride Collective shall keep minutes of all Executive Board meetings, indicating the time and place of such meetings, whether regular or special, and the names of those present and the proceedings thereof.

Fenton Pride Collective shall maintain adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Fenton Pride Collective shall maintain a record of its members, indicating their name, address, telephone number, email address, the member's role and/or title, and the appointment and termination date.

Fenton Pride Collective shall maintain a copy of these Bylaws, as amended, revised, or updated to date, which shall be open to public inspection.

Section 2 Executive Committee Members' Inspection Rights

Every Executive Board member has the absolute right at any reasonable time to inspect all physical properties, books, records, and documents of every kind; belonging to Fenton Pride Collective.

Section 3 Minutes of Executive Committee Private Sessions

Accurate minutes will be taken during private sessions of the Executive Board and shall generally be redacted from copies of minutes made available to the general public.

Section 4 Public Inspection

All minutes and other documents open to public inspection will be made available on Fenton Pride Collective's website. Any portion of

the minutes may be redacted by a majority vote of the Executive Board. Under no circumstances, unless required by law or allowed by a majority vote of the Executive Board, will the details of any sponsorship agreement or any other contract be made available to the public.

Article V Allocation of Excess Revenues from Operations

Section 1 Seed Money Reserve

The seed money reserve is defined as a minimal amount of necessary funding to support basic operations of Fenton Pride Collective. The seed money reserve (i.e. total of all bank accounts in possession of Fenton Pride Collective) shall have a minimum of five-hundred (500) dollars at the conclusion of each operating year.

Section 2 Allocation of Excess Revenues

Any non-grant net profits (gross profit minus expenses) through current fiscal year operations and activities shall first be used to fund the following year's seed money reserve account, up to the amount allowable and specified above.

Any excess revenues remaining, after funding the seed money reserve account, will then be allocated in the following manner:

- 80% shall remain with Fenton Pride Collective and may be used or allocated in a manner as determined by resolution of the Executive Board, and
- An amount agreed upon by the Executive Board shall be used to fund a community grants or awards program to provide funding and/or operational support to LGBTQ+ or allied organizations in the Fenton region. Specific details with regard to the community grants or awards program may be established by resolution of the Executive Board.

Article VI Miscellaneous Provisions

Section 1 Indemnification

Every person who is or shall have been an Executive Board member and their personal representatives shall be indemnified by Fenton Pride Collective against all costs and expenses reasonably incurred by or imposed upon them in connection with or resulting from any action, suit, or proceeding to which they may be made a party to by reason of their being or have been an Executive Board member, except in relation to such matters as to which they shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have

been liable by reason of willful misconduct in the performance of their duties as an Executive Board member. Costs and expenses shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

Section 2 Governing Instruments

Fenton Pride Collective shall be governed by its Articles of Incorporation and these Bylaws, as amended, updated, or revised. These Bylaws shall become effective upon passage and adoption by the initial Executive Board.

Section 3 Emergency Decisions

The Fenton Pride Collective President shall reserve the right and privilege of making emergency decisions, when necessary, to carry out the operations of the organization, its purpose, mission, or values, its activities or events, including Pride Night. Such decisions must be reported at the next meeting of the Executive Board for addition to the minutes and may be subject to veto by a majority vote of the Executive Board.

Section 4 Execution of Instruments, Deposits, and Funds

The President, except as otherwise provided in these Bylaws or prevented by law, may authorize any officer, employee, or agent of Fenton Pride Collective to enter into any contract, or execute and deliver any instrument in the name of and on behalf of Fenton Pride Collective, and such authority may be general or confined to a specific instance. Such authorization shall be in writing, pursuant to a resolution of the President or the Executive Board, and duly entered in the minutes. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind Fenton Pride Collective to any contract or engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Except as otherwise specifically determined by resolution or otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation, shall be signed by two of the following officers: the President, the Vice President, and/or the Treasurer.

All funds of Fenton Pride Collective shall be deposited from time to time to the credit of Fenton Pride Collective in such banks or other depositories as the President or the Executive Board may select.

The Executive Board may accept, on behalf of Fenton Pride Collective, any contribution, gift, bequest, or devise for the non-profit

purpose of Fenton Pride Collective, but nothing herein shall be construed as permitting personal gifts to Executive Board or Committee members, or employees in connection with their work for or with Fenton Pride Collective. Nothing may be accepted that is in conflict with Fenton Pride Collective's purpose, mission, or values.

Section 5 Conflict of Interest

All Executive Board members shall disclose any conflict of interest that may exist with regard to a vote that may be taken by the Executive Board and shall refrain from voting in any matter where such a conflict exists.

No person shall be admitted to the Executive Board, who may have a conflict of interest with Fenton Pride Collective's purpose, mission, or values. If an existing conflict is not disclosed, the person may be removed as provided for within these bylaws.

Section 6 Assets and Property of Fenton Pride Collective

All assets or property, tangible or intangible, in whatever form, acquired or held by any committee member by reason of committee membership and/or serving as a volunteer in any capacity, shall be returned to the President or the appropriate Committee Chair at the end of the committee member's term, removal, or resignation, whichever occurs first.

Article VII Amendment Procedures

Section 1 Vote Required

Unless otherwise provided herein, these Bylaws may be altered, amended, repealed, or added to by a majority vote of the Executive Board. Such vote shall be made by persons present and shall not be subject to vote by proxy.

Section 2 Notice

Any action or vote affecting these Bylaws shall be done through a special meeting of the Fenton Pride Collective Executive Board. Notice of any meeting to vote on such actions shall be given to the Executive Committee members not less than 15 days nor more than 60 days before the date of such meeting. Notice shall include the place, date, and time of the meeting and shall include the Bylaw article, section and/or paragraph number to be voted upon, as well as a description of any proposed changes or amendments.

Article VIII Dissolution or Disbandment

Section 1 Vote Required

Dissolution or disbandment of Fenton Pride Collective shall only be accomplished by an affirmative vote of not less than 80% of the Fenton Pride Collective Executive Board.

Section 2 Distribution of Assets

Upon dissolution or disbandment of Fenton Pride Collective, the Executive Board shall, after paying or making provision for the payment of all liabilities of Fenton Pride Collective, distribute assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall distribute assets to the federal government, or to a state or local government, for a public purpose.

Section 3 Notice

Any action or vote to dissolve or disband Fenton Pride Collective shall be done through a special meeting of the Fenton Pride Collective Executive Board. Notice of any meeting to vote on such actions shall be given to all members of the Executive Board members not less than 30 days nor more than 60 days before the date of such meeting. Notice shall include the place, date, and time of the meeting and shall include the purpose of such meeting.