

Decatur Illinois Pride Bylaws

Article 1 – Name and Purpose

We, the founding members of the Decatur Illinois Pride organization, create this organization exclusively for charitable, religious, educational, and scientific purposes including for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Organization is specifically organized for purposes including, but not limited to:

- 1.1 Planning an annual Pride Fest.
- 1.2 Planning events to support the LGBTQIA+ community.
- 1.3 Forming partnerships and relationships to support the LGBTQIA+ community.
- 1.4 Educating the public on LGBTQIA+ issues by performing presentations and making educational materials available at events and fundraisers.
- 1.5 Forming programs to address issues related to LGBTQIA+ community and support the LGBTQIA+ community.
- 1.6 Forming relationships to support the LGBTQIA+ community.

Article 2 – Terminology

- 2.1 **The Organization:** Decatur Illinois Pride, the incorporated organization named in Article 1.
- 2.2 **Member:** A person who has paid their annual dues, as detailed in Article 3 - Membership of these bylaws.
- 2.3 **The Board of Directors or Board:** The governing body of Decatur Illinois Pride composed of the elected Directors.
- 2.4 **Director:** A Member of Decatur Illinois Pride elected by the membership who serve on the Board.
- 2.5 **Interim Director:** A Member who is appointed by the Board to fill a director vacancy.
- 2.6 **Officer:** A Director serving a designated role (President, Vice-President, Treasurer, and Secretary) elected by the Board.
- 2.7 **Reasonable electronic means:** Organization communication including but not limited to email, text message, online voting systems or other online communication platforms in accordance with reasonable ADA accommodations.

Article 3 – Membership

There will be a voting membership of the Organization meeting the following requirements:

- 3.1 Annual membership fee of fifteen dollars (\$15) must be paid in full, unless a confidential fee waiver is granted by the Board.
- 3.2 The Board may revoke an individual's membership with a majority vote when that member's actions violate and or harm the stated purpose of the Organization. Upon request, a quarterly prorated refund of the Membership fee will be returned to the person.

Article 4 – The Board of Directors

The Board will consist of a minimum of five (5) Directors, and not exceed a maximum of seven (7) Directors.

4.1 Director Requirements and Terms:

- 4.1.1 Each Director must be a Member of the organization.
- 4.1.2 Each Director serves a one (1) year term.
- 4.1.3 Any Member may serve an unlimited number of terms as a Director.

4.1.4 An Interim Director has all the duties and responsibilities of the director they replace.

4.2 Director Elections:

4.2.1 Members will elect Directors at the annual Membership meeting held prior to the end of the fiscal year.

4.2.2 Each Member may cast one vote for each available Director's seat on the Board.

4.2.3 Each Director is elected to the Board by a simple majority of the votes cast.

4.3 Director Vacancies:

4.3.1 A vacancy exists whenever the Board has fewer than the required 5 Director minimum.

4.3.2 The Board has 7 days to notify the membership when a vacancy arises.

4.3.3 After that emailed Board vacancy notification, interested members have 7 days to email the Board with their self-nomination.

4.3.4 After nominations for the Interim Director close (see 4.3.3), the Board will vote on the nominees for the open Director position within 14 days.

4.3.5 The Interim Director position will be filled by a majority of the votes cast by the Board.

4.3.6 The Board will then email members of the outcome of their vote within 7 days.

4.4 Director Removal and Resignation:

4.4.1 Directors, as well as Interim Directors, may be removed, for cause, from the Board by a majority of the votes cast by the Board.

4.4.2 A Director who has been removed from the Board remains a Member, unless their membership is also revoked by the Board.

4.5 Other:

4.5.1 The Board will elect all officers of the Board by a majority of the votes cast.

4.5.2 The Board and Officers of the Board receive no compensation for their service to the organization.

4.5.3 The Board will meet at least once per quarter.

Article 5 – Notice of Meetings

5.1 Voting may only be conducted at a Meeting when sufficient notice of that Meeting is given.

5.2 Directors must be given at least (5) days prior notice of a Board meeting.

5.3 The Annual Membership meeting notice must be emailed to members thirty (30) days prior to the meeting date, along with a copy of the agenda and the text of any motions to be voted on.

5.3 Notice may also be given via any Reasonable Electronic Means and/or at a meeting.

5.4 A Director or Member may waive their individual right to notice for a particular meeting.

Article 6 – Voting & Quorum

6.1 A quorum of Members exists when fifty-one percent (51%) of the Membership are present to vote.

6.2 An electronic quorum of Members when fifty-one percent (51%) of the membership return electronic ballots.

6.2 A Board quorum exists when fifty-one percent (51%) of the Board members are present to vote.

6.4 Typically, Board voting will occur in person. When extenuating circumstances exist, an electronic Board vote may be cast through any Reasonable Electronic Means.

- 6.5 When the Board votes electronically, votes must be returned with seven (7) days, with Directors informed of the vote outcome within the next seven (7) days.
- 6.6 Vote outcomes of Members and the Board are determined by simple majority of the votes cast (51%).

Article 7 – Officers

- 7.1 The Board monitors Officers and ensures they are fulfilling their designated duties.
- 7.2 The Board appoints Officers by a simple majority vote of the votes cast and similarly may remove an Officer by a simple majority of the votes cast.
- 7.3 Duties of the President include: a) Preparing and distributing the meeting agenda prior to a meeting; b) Calling the meeting to order and running the meeting; c) Acting as the designated spokesperson for the Organization or appointing a Director to do so in their place; d) Acting as a fiduciary control by being a signatory on the bank account and checks; e) Assigning the Vice-President duties as needed; and f) Coordinating Organization activities and functions with other Officers.
- 7.4 Duties of the Vice-President include: a) Conducting the monthly Organization meeting when the President is unable to do so; b) Performing duties as assigned by the President; and c) Acting as a fiduciary control by being a signatory on the bank account and checks.
- 7.5 Duties of the Treasurer include: a) Keeping and reporting the balance of the organization's bank account at the monthly meeting; b) Depositing dues, gifts, and any other financial assets of the organization; c) Writing checks to reimburse members or vendors for Organization's expenses; d) Acting as a fiduciary control by being a signatory on the bank account and checks; e) Keeping a dated record of member dues payments; and f) Completing and submitting state and federal regulatory financial forms for the Organization.
- 7.6 Duties of the Secretary include: a) Keeping and distributing the minutes for the Organization; b) Keeping a record of attendance at Organization meetings; c) Reporting correspondence received by the Organization; d) Responding to Organization correspondence based on the Board's direction and guidance; and e) Recording and reporting the outcome of Board and Membership votes.

Article 8 – Bylaws & Amendments

- 8.1 The Bylaws and Articles of Incorporation, at a minimum, will be reviewed annually.
- 8.2 Amendments and/or revisions to the Bylaws and the Articles of Incorporation must first be approved by a majority vote of the Board.
- 8.3 Board approved changes to the Bylaws and/or the Articles of Incorporation will be emailed to Members providing them with thirty (30) days notice of the next membership meeting where these proposed changes will be discussed and voted on.
- 8.4 Any Bylaws and Articles of Incorporation amendments and revisions must be approved by a simple majority of the votes cast by Organization members.
- 8.5 Approved revisions and amendments to the Bylaws and Articles of Incorporation will be dated and filed with the Organization's Secretary and State of Illinois, and distributed electronically to the membership.

Article 9 – Conflict of Interest

- 9.1 A conflict of interest exists if the Organization is doing business with a Director, any family member of a Director, or with any corporation that the Director is personally associated with, via ownership, employment, or other means described by Illinois law 805 ILCS 105/108.60.

9.2 In the event of a conflict of interest, a Director must recuse themselves from voting on any motion related to their conflict of interest.

Article 10 – Committees

The Board, by simple majority vote, may form committees in accordance with Illinois Law 805 ILCS 105/108.40. Each committee must have a Chair and a Co-Chair, which will be appointed by the Board.

Article 11 - Fiscal Year

The fiscal year of the Organization will begin on January 1st and end on December 31st of each year.

Article 12 - Dissolution

Upon the dissolution of Decatur Illinois Pride, the Organization’s remaining assets after paying all debts owed, will be distributed to an LGBTQIA+ 501(c)3 organization in accordance with Illinois Law. The organization receiving these assets will be chosen by the Board by a simple majority votes cast at the time of dissolution.

By signing, I, as a Director of Decatur Illinois Pride, affirm these Bylaws have been approved by a majority vote of The Board.

Mark K. Schleeter		
Printed name	Signature	Date
Marcus D. Wilder		
Printed name	Signature	Date
James E. Barr		
Printed name	Signature	Date
Reed Austin Sutman		
Printed name	Signature	Date
D. Rene Verry		
Printed name	Signature	Date