ARTICLE I: ORGANIZATION PURPOSE

Section 1. NONPROFIT PURPOSE

This Organization is organized exclusively for charitable and educational purposes, including, for such purposes, 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.

Section 2. SPECIFIC PURPOSE

Laramie PrideFest operates the annual Laramie PrideFest events and other initiatives to promote equality, inclusion, and representation of LGBTQ+ Wyomingites in our communities.

The specific objectives of this organization shall be:

1. To plan, raise funds for, promote, and execute Laramie PrideFest and other events in support of Laramie’s LGBTQ+ community.

2. To support positive initiatives in Laramie and beyond that improve the lives of LGBTQ+ citizens.

3. To further Laramie’s image as a supportive and welcoming community for all people.

4. To raise awareness of critical issues affecting LGBTQ+ communities in Laramie and beyond and take action where appropriate to improve these situations.

5. To provide a welcoming community resource to LGBTQ+ citizens in Laramie and beyond.
ARTICLE II: MEMBERSHIP

Section 1. MEMBERSHIP

Membership of the organization shall consist of the members of the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

Section 1. GENERAL POWERS

Laramie PrideFest is governed by its duly elected Board of Directors (the “Board”).

Section 2. NUMBER

The Board will consist of at least three (3) and no more than nine (9) board members, as may be determined from time to time by resolution of the Board.

Section 3. ELECTION; TERM; TENURE

With respect to Board Members, the following provisions apply:

A. Other than the appointed Initial Board Members, open Board positions will be filled via election by the Board annually at the annual meeting of the Board, which will occur no later than three months following the final day of the annual Laramie PrideFest event, or, whenever possible, immediately after a Board position becomes open.

B. The incorporator of the Organization will appoint the Initial Board.

C. A majority vote of the Board Members will be required to elect each Board Member.

D. Nominations will be submitted in writing to the Board at least thirty (30) days via email in advance of the meeting.

E. Any Board Member has the right to nominate a candidate, including themselves, by notifying the Organization in writing at least thirty (30) days before the election.
F. Elected board members will serve a term of two (2) years.

Section 4. REMOVAL OF MEMBERS

With respect to Board Members, the following provisions apply:

A. Removal of any Board Member is automatic if that Board Member misses more than 50% of scheduled meetings of the Board in a given year, or three (3) scheduled meetings consecutively, unless a leave of absence is approved by resolution or by a majority of the Board present at any regular or special meeting. A Board Member may not designate another person to represent them at meetings of the Board, and may not transfer their office to another person. Upon removal of a Board Member the position will be vacant and will remain vacant until the nomination and election of a new Board Member.

B. Board Members otherwise may be removed, with or without cause, by a two-thirds vote of the Board at any biannual or special meeting of the Board. Following such removal, the position will be vacant and will remain vacant until the election of a new Board Member.

Section 5. MEETINGS OF THE BOARD OF DIRECTORS

A. Annual Meetings. The Board will meet at least once a year. The Chairperson of the Board will establish the exact time and place for these meetings.

B. Special Meetings. Special meetings of the Board may be called by, or at the request of, the Executive Director, the Chairperson of the Board, or any two (2) members of the Board of Directors.

C. Quorum and Voting. Over one-half (greater than 50%) of the Board constitutes a quorum.

D. Meetings and Notice of Meetings. Written notice must be given of the meeting date, time, and place at least seven (7) days prior to any Annual or Special meeting. With respect to Special meetings, written notice must be given of the meeting date, time, place, and purpose or purposes for which the special meeting is called to each director at least two (2) days prior to the special meeting. These meetings may be convened as conference calls via telephone or online. Written notice can be delivered electronically via e-mail or other effective medium of communication.
Section 7. VOTING

With respect to the Board Members, the following provisions apply:

A. Board Members in good standing have the right to elect Board Members and to vote on all other matters brought before the Board of Directors.

B. Each Board Member will be entitled to one (1) vote on each matter submitted to a vote to the Board of Directors.

C. Board Members are considered present at a meeting if they attend via videoconferencing software or telephone.

D. The Chairperson may call for a vote by written communication, including email. The secretary will keep a record of such votes.

C. The majority vote of the Voting Members will be the act of the Voting Members. Board Members will be elected by a plurality of the votes of Board Members.

D. Non Board Members have no voting rights. Proxy votes will not be allowed.

ARTICLE IV: COMMITTEES

Section 1. EXECUTIVE COMMITTEE

The Executive Committee of the Board will consist of the Chairperson, Treasurer, and Secretary of the Board, and will have the ability to conduct the business of the board between meetings on the authority given to them by the Board. By a majority vote, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. OTHER COMMITTEES

The Board of Directors may establish such other committees as desired from time to time, such other committees to be designated by resolution of the Board of Directors. The Chairperson of the Board appoints all Committee Chairs.
Section 3. MEETING AND ACTION OF COMMITTEES

Meeting of committees will be noticed and held in accordance with the provisions of Article III (6) herein. Over half (greater than 50%) of the members of each committee constitute a quorum. At any meeting for which a quorum is present, a majority vote of the committee members present is required to approve any action presented to the committee for approval. A member of the committee may be empowered by that committee to act on behalf of the committee, e.g. for coordinating events.

ARTICLE V: OFFICERS

Section 1. OFFICERS

The Officers of the Organization are the Chairperson, Treasurer/Vice Chairperson, and Secretary.

Section 2. ELECTION AND TERM OF OFFICE

Each Officer of the Organization will be a member of the Board of Directors. Each office can be held for two consecutive terms maximum.

Section 3. DUTIES OF OFFICERS OF THE ORGANIZATION

Each Officer has the duties ordinarily attending the office they hold and such other duties as the Board of Directors may designate. All officer terms are designated below. No officer can serve more than two consecutive terms in the same office.

A. Chairperson:
   The Chairperson will be a duly elected Member of the Board of Directors who will be elected to office by a majority vote of the Board of Directors. The Chairperson is a two-year term.

   [i] They will create and distribute an agenda to all board members prior to any Annual or Special Meeting.

   [ii] They will lead board meetings.

   [iii] They will oversee efforts and initiatives of Laramie PrideFest, and any committees created or individuals who volunteer to coordinate those events.
B. The Treasurer/Vice-chairperson:
The Treasurer/Vice-chairperson will be a duly elected Member of the Board of Directors who will be elected to office by a majority vote of the Board of Directors. The Treasurer/Vice-chairperson is a two year term.

[i] They will keep an account of all moneys received and expended for use by the Organization. They will make a report of the financial position of the Organization when called upon to do so at the meetings of the Board of Directors.

[ii] They will be empowered to carry out the Chairperson’s duties in the event that, for any reason, the Chairperson is unable to perform them.

C. Secretary:
The Secretary will be a duly elected Voting Member of the Board of Directors who will be elected to office by a majority vote of the Board of Directors. The Secretary is a two year termed position.

[i] They will keep minutes of all meetings, submit those minutes to the board for approval by vote, and maintain a record of all minutes.

[ii] If for any reason the Secretary is unable to perform their duties, they may temporarily delegate minute-taking to another member of the Board of Directors or a suitable volunteer. The secretary remains responsible for ensuring that records made in their absence are filed appropriately.

Section 4. RESIGNATION AND REMOVAL

An Officer of the Organization may resign their office by giving written notice to the Board of Directors. An Officer’s resignation will take effect 14 days after written notice is given. The acceptance of such resignation by the Board of Directors will not be necessary to make it effective. Any Officer of the Organization may be removed whenever the Board of Directors, by a two-thirds vote constituting a quorum, deems that the interest of the Organization will best be served by such removal.

Section 5. OFFICERS’ LIABILITY
Any Officer of the Organization acting under the direction of the Board of Directors will incur no personal liability and will be held harmless for any actions taken on behalf of the Organization.

ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS

Section 1. CONTRACTS

The Board of Directors may authorize any Officer or Officers of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

Section 2. CHECKS, DRAFTS, NOTES, ETC.

All checks, drafts, notes, etc., will be signed and executed on behalf of the Organization by an authorized agent of the Organization designated by the Board.

Section 3. DEPOSITS

All funds of the Organization will be deposited to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. GIFTS

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization.

Section 5. FUNDS

A. Appropriation of Funds. Checks may be signed by the Chairperson, Vice Chairperson, and Secretary/Treasurer (each a “Signatory”). Checks over $500 signed by any Signatory require prior approval of the Board of Directors.

B. All the income from dues, assessments, gifts, or gain from the operation of the Organization are for the sole use of the Organization, and no distribution will, at any time, be made to any member, except in reasonable payment of services rendered by any member to the Organization at the request of the Board of Directors.
Section 6. FISCAL YEAR

The fiscal year of Laramie PrideFest shall begin on the first day of January each year and end at midnight on the last day of December of the same year.

ARTICLE VII: ORGANIZATION STAFF

Section 1. EXECUTIVE DIRECTOR

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Organization, and shall direct the day-to-day business of the Organization, maintain the properties of the Organization, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director’s supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the Chairperson or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a two-thirds (2/3) vote and shall serve until removed by the Board of Directors upon an affirmative vote of two-thirds (2/3) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

Article VIII: CONFLICT OF INTEREST AND COMPENSATION

Section 1: PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable
state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: DEFINITIONS

A. Interested Person:
Any board member, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest:
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

[i] An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

[ii] A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

[iii] A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: PROCEDURES

A. 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.

B. 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, they 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.

C. Procedures for Addressing the Conflict of Interest

[i] An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

[ii] The chairperson of the governing board or committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

[iii] 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.

[iv] If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

[i] If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose

[ii] If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed
to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. COMPENSATION

A. A member of the board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

B. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

C. No member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. ANNUAL STATEMENT

Each director, principal officer and member of a committee with governing board delegated powers shall, upon election, sign a statement which affirms such person:

A. Has received a copy of the conflicts of interest policy,
B. Has read and understands the policy,

C. Has agreed to comply with the policy, and

D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. PERIODIC REVIEWS

A. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

   [i] whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining,

   [ii] whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. USE OF OUTSIDE ADVISORS

When conducting the periodic reviews as provided for in Article VIII, the Organization may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX: INDEMNIFICATION

Section 1. INDEMNIFICATION

The Organization indemnifies anyone who may serve at any time as an officer, director, or member of the Organization from any liability regarding the Organization and the business of the Organization, unless the person fraudulently and intentionally violated the law or maliciously conducted acts to damage or defraud the Organization, or as otherwise provided under the applicable State or Federal law. The indemnification inures to the benefit of heirs,
executors and administrators of entitled to this indemnification. The indemnification of any individual may be withdrawn by a two-thirds vote of the Board at a biannual meeting, or by a special meeting called by the Chairperson pursuant to the terms and conditions of such meetings set forth in these Bylaws.

Section 2. EXPENSES

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Organization in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. INSURANCE

The Organization may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the Organization would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X: AMENDMENTS

Section 1. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the full Board of Directors, provided Members of the Board are given fourteen (14) days written notice of the proposed amendment prior to a vote.

ARTICLE XI: DISSOLUTION

Section 2. DISSOLUTION OF LARAMIE PRIDEFEST

This Organization may be dissolved at any time by a two-thirds vote of the full Board of Directors to approve a Plan of Dissolution, which must be in accordance with applicable laws and statutes.