

AMENDMENTS TO
ARTICLES OF INCORPORATION OF
HAMPTON ROADS PRIDE

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation prior to filing is Hampton Roads Pride.
2. ARTICLE I – NAME is amended to:
The name of the Corporation is ~~the Hampton Roads Pride~~, hereinafter referred to as HRP Hampton Roads Pride.

ARTICLE II – PURPOSE AND POWERS OF THE CORPORATION is amended to:

1. The purpose for which HRP Hampton Roads Pride is formed is to instill pride, celebrate unity, and embrace diversity in the Hampton Roads area gay, lesbian, bisexual and transgender community by creating visibility and promoting full human and civil rights through education, celebrations and networking, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1954 (any reference herein to any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented or superseded).
2. The assets of HRP Hampton Roads Pride shall be at all times dedicated to the purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate HRP Hampton Roads Pride, the remaining assets of HRP Hampton Roads Pride, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies, or organizations engaged in activities similar to those of ~~the HRP Hampton Roads Pride~~ and qualifying under Section 501(c)(3) of the Internal Revenue Code of 1954, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.
3. HRP Hampton Roads Pride may solicit and receive funds and property by gift, transfer, devise or bequest, and may administer and apply such funds and property only in the furtherance of the purposes set out in Paragraph (1) above.
4. ~~The HRP Hampton Roads Pride~~ shall not engage in any activities attempting to influence legislation, nor shall it directly or indirectly participate or intervene (including publishing or distributing statements) in any political campaigns on behalf of any candidate for public office or any other activity not within the purposes set out in Paragraph (1) above.
5. HRP Hampton Roads Pride shall not discriminate against any person on the basis of race, color, religion, sexual orientation, gender identity, national origin, age, sex, or ~~handicap status~~ disability. The Board of Directors and membership ~~is~~ are specifically

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- prohibited from adopting any bylaws, or other governing instrument, or any policy statement, written or otherwise, which is discriminatory against any person on the basis of race, color, religion, sexual orientation, gender identity, national origin, age, sex, or ~~handicap status~~ disability.
6. ~~The HRP~~ Hampton Roads Pride shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of ~~the HRP~~ Hampton Roads Pride, and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.
 7. The affairs of ~~HRP~~ Hampton Roads Pride shall be managed by the Board of Directors. All the powers of ~~the HRP~~ Hampton Roads Pride herein granted and any other powers granted by law but not specifically covered by this document shall be vested exclusively in the Board of Directors of ~~HRP~~ Hampton Roads Pride.
 8. The Board of Directors is authorized to establish Bylaws and/or Rules to carrying out the purpose of ~~HRP~~ Hampton Roads Pride as stated in Paragraph (1) above as they deem necessary and when not specifically covered in these Articles of Incorporation.

ARTICLE III – MEMBERSHIP AND VOTING RIGHTS is amended to:

1. Membership in ~~HRP~~ Hampton Roads Pride is voluntary. No person shall be added to the corporate membership rolls except by explicit affirmative act on their part to request solicitation or to apply for, or in the case of Honorary Membership to accept, membership.
2. Application shall be open to any individual who believes in the purposes of ~~HRP~~ Hampton Roads Pride stated herein.
3. Membership may be suspended for any cause by a two-thirds vote of the Board of Directors. A suspended member may have the membership permanently revoked by a majority vote of the members present at the first subsequent ~~annual~~ meeting of members.
4. ~~The HRP shall have two classes of membership:~~
 - (a) ~~Regular members are individuals who shall be accepted for membership after demonstrating their commitment to the purpose of the organization by performing volunteer work or financial support to the organization, recognized by the event chair, for at least two events of the organization prior to granting of membership and sustaining the membership by continued volunteer work or financial support for at least one event each year.~~

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~~Membership shall be automatically terminated for any member who shall have been inactive for one corporate calendar year.~~

The Board of Directors may not establish limits on the total number of members. ~~Membership is automatic, effective on the date the second supported event ends if the prerequisite is met.~~

5. ~~(b)~~ Honorary members shall be designated by a two-thirds vote of the members of the Board of Directors and whose privileges and rights are established by the Board of Directors. Honorary members shall not have voting rights.

ARTICLE IV – BOARD OF DIRECTORS is amended to:

1. The Directors of ~~HRP~~ Hampton Roads Pride ~~shall number seven (7) and~~ shall be Regular Members of ~~HRP~~ Hampton Roads Pride.
2. The date, time and location of any meeting of the Board of Directors shall be announced to all the directors in writing at least one week prior to the meeting. This requirement may be waived if all members of the Board of Directors concur. Members who have written to the Board of Directors requesting to address the Board shall be given the same notice of the next meeting of the Board of Directors as given to a Director.
3. The election of any director shall be by secret ballot of the members. ~~No director shall be eligible for election for more than two (2) consecutive terms.~~
4. The term (1 or 2 years) of the initial director positions shall established by the incorporators. Three terms shall be until the second annual meeting of members and four terms shall be until the first annual meeting of members. ~~Thereafter, the term of any Director position shall be until the first Board meeting following the second Annual Meeting of members following the election which previously filled the director position.~~
5. ~~The Board of Directors may declare the position of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors.~~
5. 6. Any director may be removed from the Board, with or without cause, by a two-thirds ~~(2/3) secret~~ vote of the Members.
7. ~~In the event of death, resignation or removal of a director by the members or the Board of Directors, the successor shall be selected by a plurality of the remaining~~

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~~members of the Board of Directors and shall serve for the unexpired term of his predecessor.~~

- ~~6.~~ 8. The Officers of HRP Hampton Roads Pride shall be President, Vice President, Secretary and Treasurer and whatever other positions the Board may deem necessary. ~~The Secretary and Treasurer positions are the only Officer positions which may be held simultaneously by the same Member of the Board.~~
- ~~7.~~ 9. The Board of Directors shall choose from among themselves ~~by secret ballot~~ the officers of ~~the~~ HRP Hampton Roads Pride. This election of officers shall initially occur at the first meeting of the Board of Directors following the receipt of the Certificate of Incorporation ~~and thereafter at the beginning of the first meeting of the Board of Directors following the Annual Meeting of Members.~~
- ~~8.~~ 10. No member of the Board of Directors, or any Officer of ~~the~~ HRP Hampton Roads Pride, appointed or elected shall receive any compensation for ~~his~~ their services as a member of the Board of Directors; however, a director may be reimbursed for ~~his~~ their actual out-of-pocket expenses incurred in the performance of ~~the~~ their duties with Board approval.

ARTICLE V – MEETINGS OF MEMBERS AND THE BOARD OF DIRECTORS is amended to:

1. Meeting of Members:
 - a. Within three months of the first anniversary of HRP Hampton Roads Pride, ~~and annually thereafter within three months of the anniversary of HRP pursuant to the Code of Virginia §13.1-838~~, the Board of Directors shall convene an Annual Meeting of Members of HRP Hampton Roads Pride the purpose of which shall be to conduct Corporate business and the nomination and election of Directors. Pursuant to Code of Virginia § 13.1-838 (B), the Board of Directors may thereafter hold Meetings of Members at such place as may be provided in the Bylaws or, where not inconsistent with the Bylaws, in the notice of such Meetings.
 - b. Pursuant to the Code of Virginia §13.1-842(A)(1), The ~~the~~ Board of Directors shall provide the membership notice of the time, date, and location of the annual meeting not less than 10 days prior to ~~its date. the meeting except that notice of a members' meeting to act on an amendment of the Articles of Incorporation, a plan of merger, a proposed sale of assets pursuant to Code of Virginia §13.1-900, or the dissolution of the corporation shall be given not less than 25 days prior to the meeting date. The Order of Business, to include the nomination and election of directors by secret ballot, of the annual meeting shall be provided to those requesting the same.~~

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- c. The quorum at a meeting of members shall be those current members in attendance who have voting rights.
 - d. ~~The meeting of members shall be conducted in accordance with Modern Parliamentary Procedures and the Secretary shall act as parliamentarian.~~
2. Meetings of the Board of Directors:
- a. ~~The meetings of the Board of Directors shall be open to the membership unless all directors present vote to go into executive session to address a sensitive issue. However, the Board of Directors may not vote on any issue while in executive session.~~
 - a. b. The Board of Directors shall conduct at least one meeting a each month year, scheduling further meetings throughout the year as provided in the
 - b. Bylaws.
 - (1) ~~The Secretary shall provide the membership at least seven (7) days notice of the time, date and location by publication of the same in the local community press and/or posting notice of the same throughout the community and~~
 - (2) ~~every Director at least seven (7) days in advance notice either telephonically or by mail.~~
 - c. e. The quorum at a meeting of the Board of Directors shall be a plurality of the directors' positions.

ARTICLE VI – COMMITTEES is amended to:

The Board of Directors may establish any standing or ad hoc committees it deems appropriate to the needs of the organization and may dissolve said committees when deemed appropriate. Such shall always be subject to the final authority of the Board of Directors. ~~Only the Board of Directors and the Officers of the Corporation may obligate or contract in the name of the Corporation. Any other obligation or contract shall not be binding on the Corporation and shall be the sole responsibility of the individual(s) involved. The appointed chair person(s) of any established committee shall affirm their understanding of this provision.~~

ARTICLE VII – CALENDAR is amended to:

ARTICLE VII – CALENDAR RESERVED

~~The fiscal year of the corporation shall begin 1 March and end on the last day of February in each year. This Article is reserved for future use.~~

ARTICLE VIII – AMENDMENTS is amended to:

- 1. Prior to and during the process of gaining Non-Profit status under Section 501(c)(3) of the Internal Revenue Code, the Board of Directors shall have the sole authority, by

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an affirmative vote of four directors, to adopt any and all amendments to the Articles of Incorporation necessary to gain such approval.

2. Subsequent to gaining Non-Profit status, ~~the following shall apply:~~
- a. ~~Adoption of bylaws shall be by a 2/3 vote of the Board of Directors quorum followed by a majority vote of the membership quorum at an Annual Meeting of members.~~
 - b. ~~Adoption~~ Adoption of amendments to the Articles of Incorporation shall be by a ~~2/3~~ two-thirds vote of the Board of Directors quorum followed by a ~~2/3~~ two-thirds vote of the membership quorum at ~~an Annual Meeting~~ a meeting of members.

ARTICLE IX – REGISTERED OFFICE AND AGENT is amended to:

The post office address of the initial registered office is 14575 E. Old Courthouse Way, Newport News, Virginia 23608. The name of the city or county in which the initial registered office is located is the City of Newport News, Virginia. The name of the initial registered agent is A. T. Jewell, who is a resident of Virginia and a director of ~~HRP~~ Hampton Roads Pride, and whose office is the same as the registered office.

1. The foregoing amendments were adopted by the Corporation on the _____ day of _____, 2020.
2. The amendments were proposed by the Board of Directors and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members (documented in attached Exhibit A – General Membership Meeting Minutes dated _____) at which a quorum of each voting group was present:
 - (a) the total number of votes cast for and against the amendments by each voting group entitled to vote separately on the amendments was:

<u>Voting Group</u>	<u>Total Votes FOR</u>	<u>Total Votes AGAINST</u>
Board of Directors		
Membership		

- (b) and the number cast for the amendments by each voting group was sufficient for approval by that voting group.

Executed in the name of the Corporation by:

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Signature

Date

Cole Werkheiser

President

Printed Name

Corporate Title

0489715-3

(757) 619-3865

State Corporation Commission ID No.

Phone

APPROVED BY the 2019 Board of Directors as signed below:

Rudy Almanzor, Vice President

David Seeley, Treasurer

Dr. Charles Ford, Secretary

Juan Alonso, Sr.

David A. Coffman, Esq.

Kevin Holt

Will Golway

Dr. Virginia Jenkot

Paul Jones

Taryn McLean

Kelly O'Clair