



ARTICLE I – NAME AND PURPOSE

Section 1 – Name

The name of the organization is Hampton Roads Pride. The business of the corporation may be conducted as Hampton Roads Pride or HR Pride.

Section 2 – Purpose

Hampton Roads Pride is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of Hampton Roads Pride is to celebrate unity and embrace diversity of the Hampton Roads area gay, lesbian, bisexual, and transgender community. This will be accomplished by creating visibility and promoting full human and civil rights through education, celebrations, and networking.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility

Membership is open to dues-paying persons who support the statement of purpose in Article I, Section 2.

Section 2 – Membership Types

There are three types of membership: Individual, Household, and Corporate. Membership is granted after applicant submits a completed application and payment of annual dues to the Membership Chairman or their designee. Individual Membership is open to any person. Household Membership is open to two or more persons residing together in the same residence. Corporate Membership is open to any for-profit business, as defined by the Virginia State Commissioner of Agriculture and Consumer Services.

Section 3 – Annual Dues

The Board of Directors shall set annual dues for each membership type.

Section 4 – Membership Rights

Members may attend any General Membership meeting and any regular meeting of the Board of Directors. Each membership type is entitled to one vote on any approved motion put to the membership for a vote.

Section 5 – Resignation and Termination

A member may resign by written notification to the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

The Board may recommend termination of a member of any membership type from Hampton Roads Pride at a General Membership Meeting for: theft of the organization's property, misrepresenting themselves as a spokesperson, slander and/or libel towards another member, or any behavior deemed so contrary to the purpose of Hampton Roads Pride that it causes or may cause substantial harm to the organization. Termination requires a two-thirds majority vote of the members present to pass.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Composition and Responsibilities

The Board of Directors shall consist of a minimum of eight and a maximum of twelve Directors from the Individual or Household Members. A thirteenth board seat shall be held by the immediate past president. The thirteenth board seat held by the immediate past president shall be a non-voting board seat. The immediate past president shall hold the thirteenth board seat for one year following the conclusion of their presidency. The officers and immediate past president shall constitute the Executive Committee. The Board shall be responsible for fiduciary oversight and financial operations of the organization; however, the Executive Committee shall be responsible for decisions in reference to fiduciary oversight and financial operations between the monthly meetings of the Board of Directors. The Executive Committee is also responsible for reviewing before submittal all documents prepared by third parties for Hampton Roads Pride pertaining to compliance with local, state and federal tax requirements. The full Board is responsible for the overall policy and direction of the organization, and may delegate various responsibilities to appointed members and committees.

Section 2 – Terms

Individual Board Members shall be elected for a three (3)-year term. General elections in September shall stagger and maintain a rotation of its twelve (12) seats so as to have four (4) seats come up for election each year. Maintenance of this staggered-term structure serves to promote organizational continuity and minimize disruption of organizational leadership.

Addendum A: Special Addendum for 2021 Elections Only

- Four (4) of the six (6) seats available for election will each have three-(3-) year terms (2021-2024)
- The remaining two (2) of the six (6) seats available for election will each have two-(2-) year terms (2021-2023)

Addendum B: Special Addendum for 2022 Elections Only

- Four (4) of the six (6) seats available for election will each have three- (3-) year terms (2022-2025).
- The remaining two (2) of the six (6) seats available for election will each have one- (1-) year terms (2022-2023).

Section 3 – Qualifications

Candidates must be at least 18 years of age and a current member at the General Membership meeting prior to their nomination.

Section 4 – Election Procedures

- A. Names will be placed in nomination for the Board of Directors at the August General Membership meeting. Any member may nominate any qualified individual who then must accept the nomination in order to be placed on the ballot.
- B. The election procedure will be overseen by an ad hoc Election Committee consisting of one member of the Executive Committee not standing for reelection and two members not running for election. The Election Committee must be designated and announced prior to the end of the August General Membership meeting.
- C. Directors will be elected by a simple majority of members present at the September General Membership meeting. Members shall vote by secret ballot. Each member may cast one vote for each vacant position.
- D. Absent members may vote by written proxy. All written proxies must be received and verified twenty-four hours in advance of the commencement of the election meeting by the Secretary.

Section 5 – Quorum

A quorum for a Board meeting will consist of more than 50% of the Directors present with at least two officers there, one of which must be either President or Vice President. Board members may participate in and be counted present for Board Meetings electronically by an Internet or telephone/audio connection. Such attendance shall be reflected in the minutes of that Board meeting.

Section 6 – Officers and Duties

The officers of Hampton Roads Pride are elected from and by the Board of Directors. The organization has four officers: President, Vice President, Secretary and Treasurer. Their duties are as follows:

- A. President
The President chairs the Board of Directors. The President's duties include, but are not limited to, opening Board and General Membership meetings, calling members to order, and announcing the business before the members. The President should be familiar with parliamentary procedure. The President may appoint ad hoc committees and committee chairpersons as needed and be an ex-officio member of all committees. The President will have no vote except the President's normal membership vote and will break all ties except in the case of elections. The President will be the official representative of the organization to all media and at all public events.

B. Vice President

The Vice President will assume the duties of the President in the President's absence.

C. Secretary

The Secretary's duties include, but are not limited to, keeping accurate records of the membership and minutes of all Board and General Membership meetings. The Secretary will keep accurate records of the organization's activities including, but not limited to, committee meetings, fundraising activities, and contact lists of other organizations and friends.

D. Treasurer

The Treasurer's duties will include, but are not limited to, maintaining accurate records of all financial activities, receipt and disbursement of funds, and monthly reporting to the Board. The Treasurer will be an ex-officio member of all fundraising committees. The Treasurer will be required to maintain original copies of all financial records.

Section 7 – Election and Terms of Officers

The Board of Directors will elect the officers from the Board at a Board meeting directly following the September General Membership Meeting by majority vote. All officers will be elected for one-year terms.

Section 8 – Vacancies

The minimum number of Directors must be maintained. If a Board position becomes vacant after a general election by the Membership, the Board of Directors may or may not fill such vacant Board position, other than that held by the immediate past president, until the next regular general election in September by majority vote at a Board meeting. The Board position held by the Immediate Past President if vacated shall not be filled until a change in the holder of the office of President leaves office and is eligible to serve in the position of Immediate Past President.

Section 9 – Resignation, Termination, and Absences

Resignation from the Board or an officer position must be in writing and received by the Secretary or designee. A Director or Officer can be removed from office by a 2/3-majority vote of the membership at a General Membership Meeting where a quorum of the Board of Directors is present. A Director can also be removed by a 2/3-majority vote of the Board of Directors for the following reasons:

- A. Unexcused non-emergency absences from more than three scheduled Board meetings, with failure to notify a Board Officer prior to a missed meeting with a valid reason, validity to be determined by a majority vote of the Directors present.
- B. Suspension or revocation of membership.

- C. Failure to contribute to the operation of regular business, committee work, or event work.

Section 10 – Voting

A majority vote of the attending Directors is required to pass any motion presented at a Board of Directors meeting. Absent Directors may vote via written proxy via electronic communication as detailed in Article IV, Section 3.

ARTICLE IV– MEETINGS

Section 1 – General Membership Meetings

General membership meetings will be held at least six times a year and are open to all HR Pride members and guests. The term “meeting” in this Section includes general membership social meeting held in place of regular general membership business meetings. Notice of meetings will be posted on the HR Pride website a minimum of one two (2) weeks in advance of the meeting date. Email notifications of Membership meetings will be sent out two (2) weeks in advance of the meeting and again one (1) week in advance of the meeting. The agenda will be included in the meeting reminder sent one (1) week before the Membership meeting is held. A simple majority vote of the members present is required for any question presented at a membership meeting to pass, with the exception of amendments to the Bylaws themselves which require a 2/3-majority vote.

Section 2 –Board of Director Meetings

A minimum of ten (10) meetings shall be scheduled annually. There shall be no more than one (1) Board of Directors Meeting per month. Attendance at Board meetings is open to members and guests, however, only Board members may debate and vote on issues before the Board. The Board may move into a closed session of Directors to discuss personnel or contractual matters requiring such discretion. Notice of Board meetings will be on the Hampton Roads Pride website a minimum of one week in advance of the meeting date.

Section 3 - Conducting of Board Business Electronically

Motions for Board action that must be addressed before the next scheduled Board meeting may, at the discretion of the President, be conducted online via email provided that all Board members vote in the following manner: “yes,” “no,” or “abstain.” All Board business conducted in this manner shall be recorded and included in the minutes of the preceding Board meeting.

ARTICLE V - COMMITTEES

Section 1 – Committee Formation and Dissolution

The President of the Board of Directors may establish or dissolve Committees as needed to meet the requirements of the organization. The President appoints all committee chairs. Each committee is responsible for complying with approved budget, branding, and marketing standards.

ARTICLE VI – [RESERVED FOR FUTURE USE]

ARTICLE VII - PROCEDURES

Section 1 – Robert’s Rules of Order

All questions not provided for in these By-laws shall be resolved by Robert's Rules of Order Revised.

Section 2 – Subjugation

This organization shall be consistent with the laws of the United States, the Commonwealth of Virginia, and local ordinances.

Section 3 – Dissolution

The assets of Hampton Roads Pride shall be at all times dedicated to the purposes set out in Article I, Section 2 and none of the earnings shall inure in whole or in part to the benefit of any private individuals. The remaining assets of 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 Hampton Roads Pride and qualifying under Section 501(c)(3) of the Internal Revenue Code, as may be specified in a plan of distribution adopted, as provided by law, or as directed by a court of competent jurisdiction.

ARTICLE VIII - AMENDMENTS

Section 1 – Amendments

Proposal of amendments to the Bylaws must be submitted to the membership at least one meeting prior to the meeting in which they are voted upon. Amendments to the Bylaws shall be enacted by a 2/3-majority vote of the membership at a Regular Membership Meeting.

Revisions:

July 9, 2018

October 5, 2020