



BYLAWS

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ARTICLE 1: Purpose

The purposes for which Star City Pride, Inc. (hereinafter the "Corporation") is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). (All references to the Code herein shall also include the corresponding provision of any future United States Internal Revenue Law and the regulations promulgated thereunder). These purposes include, but are not limited to:

1 To educate and raise the awareness of the general public as to the presence of homosexual (lesbian and gay), bisexual, transgendered, queer, intersex, asexual and allied individuals (hereinafter "LGBTQIA's") in their communities; to foster an understanding and acceptance of such individuals so as to eliminate prejudice, discrimination and defend human and civil rights; to sponsor and promote educational programs and events, including an annual pride festival to foster such understanding and to celebrate the diversity within communities so as to ultimately achieve unity, harmony, and equality.

2 To receive gifts and grants, and to use such gifts and grants for its proper purposes, or to make distributions thereof for purposes and activities that qualify as exempt under Section 501(c)(3) of the Code.

Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(3) of the Code.

ARTICLE 2: Offices and Records

Section A: Registered Office and Agent

The location of the registered office and the name of the registered agent of the Corporation in the State of Nebraska shall be determined each year in August, after Corporation Board elections (if necessary) by the Board of Directors and filed in the appropriate office of the State of Nebraska pursuant to applicable provisions.

Section B: Corporate Offices

The Corporation may have such corporate offices within the State of Nebraska as the Board of Directors from time to time may appoint or the business of the Corporation may require. The "principal place of business" or "executive" office or offices of the Corporation may be fixed and so designated from time to time by the Board of Directors, but the location of residence of the Corporation in Nebraska shall be deemed for all purposes to be in the city or county in which its registered office in Nebraska is maintained.

Section C: Records

The Corporation shall keep at its registered office or principal place of business, in Nebraska, original or duplicate books, electronically or in hard copy form, in which shall be recorded the amount of its assets and liabilities, the names and places of residence of its officers, and such other or additional records, statements, lists, and information as may be required by law and as directed by the Corporation.

The Corporation shall keep a digitally-saved copy of all pertinent records on the Corporation-owned external hard drive. The Corporation shall post a monthly financial statement detailing all purchases and deposits made by the Corporation to the organization's website, StarCityPride.org. The paper or electronic copy of all financial matters shall be kept with and by the Corporation treasurer.

ARTICLE 3: Meetings

Section A: Regular Meetings

Regular meetings of the Corporation shall take place at least once a month, in a public space, as decided by the Board of Directors of the Corporation. The meetings, times, and locations may be changed upon a simple majority vote of the Board of Directors.

Section B: Special Meetings

Special meetings of the Corporation may be held for any purpose. They may be called by any member of the Board of Directors, or upon the written request of any member of the Corporation. Such a meeting requires a majority vote of the Board of Directors.

Section C: Notice

Notice of a special meeting of the Corporation shall be announced at the immediate preceding regular meeting if possible. If such notice is not given and a majority vote approving the special meeting favors the meeting, the member(s) of the Board of Directors who called the special meeting shall be responsible for notifying all Corporation members of the meeting at least ten days in advance.

Section D: Business at Special Meeting

Business transacted at a special meeting shall be confined to the purpose(s) stated in the notice of the meeting.

Section E: Presiding Officials

Every meeting of the Corporation shall be convened by the President, or in her/his absence the next ranking officer or another member in good standing, appointed by the highest ranking officer in attendance, to facilitate the meeting.

Section F: Quorum

Except as otherwise provided by law or the Articles of Incorporation, any members eligible to vote, plus three members of the Board of Directors, shall be necessary for and shall constitute a quorum for, the transaction of business at all meetings of the Corporation. Every decision of a majority of such quorum shall be valid as a corporate act, except in those specific instances in which the Articles of Incorporation require a larger vote by law, or elsewhere by these Bylaws.

ARTICLE 4: Membership

Section A: Corporation Membership

Membership shall not be denied by reason of race, color, religion, creed, national origin, gender, gender identification, sexual orientation, disability, or age.

Membership to the Corporation is defined as any person residing inside the state of Nebraska who has within the previous fiscal year: 1) attended at least one Corporation meeting, or 2) volunteered at a Corporation event, or 3) been involved in work with one of the Corporation subcommittees

Section B: Removal of Corporation Members

1 The Board of Directors shall have the power upon written complaint signed by at least ten Corporation members not on the Board of Directors, to initiate the removal of any other Corporation member at any regular Board meeting, or any special Board meeting called for that purpose.

2 Upon review of the written complaint, the Board shall determine if cause exists to refer the matter to the full Corporation. Cause shall exist when performance of duties or representation of this Corporation is in question which may include, but not be limited to, those items defined in Article 10, Section B, Parts 1 and 2.

3 The Corporation shall have the power to remove any member from the Corporation with cause (as the Board of Directors defines cause) at any regular meeting, or at any special meeting expressly called for that purpose. A two-thirds majority vote of all the voting members present is required to remove a member from the Corporation.

ARTICLE 5: The Board of Directors Overview

Section A: Qualifications and Number

1 Each member of the Board of Directors shall be a resident of Nebraska, a person at least twenty-one years of age, and an active member of the Corporation. Active membership requires attendance at three regular meetings throughout the previous fiscal year, or volunteering before, during or after the annual Pride event, or serving on a committee, or having served as an officer on the Board of Directors.

2 The Board of Directors shall consist of the President, Vice President, Treasurer, Secretary, Sponsorship and Development Director, Entertainment Director, and Community Outreach Coordinator.

Section B: The Powers of the Board of Directors

1 The property and business of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have general supervision of the affairs of the Corporation between meetings, make recommendations to the members, and perform other duties as are provided for in these Bylaws. The Board of Directors shall be subject to the decisions of the Corporation, and none of its acts shall conflict with the decisions of the Corporation, with the exception of the power granted in Article 5, Section B, Part 2.

2 In matters of financial decisions, a unanimous vote of the Board of Directors is required to overrule a decision of the Corporation that would require an outlay of funds. All members of the Board of Directors must be present for such a vote, and the vote cannot be taken if two or more Board of Director positions are vacant. Such a vote shall be considered binding. This power is granted to the Board of Directors for this purpose only and does not invest the Board of Directors with the power to overrule any other decisions of the Corporation.

Section C: Regular Board Meetings

1 Regular meetings of the Board of Directors will be held at such times and places within the State of Nebraska as shall from time to time be fixed by resolution adopted by the full Board of Directors. Any business may be addressed at a regular meeting of the Board of Directors.

2 Any Corporation member may attend any meeting of the Board of Directors as a non-voting observer.

3 The Board of Directors may, at its discretion, go into executive sessions, and exclude non-Board members from observing the proceedings in order to discuss sensitive issues of concern to the Corporation. Entrance into an executive session meeting requires a majority vote by the Board of Directors.

4 All decisions of the Board of Directors shall be presented to the Corporation at its regularly scheduled meeting for approval, with the exception of the power granted in Article 5, Section B, Part 2.

Section D: Special Meetings

1 A special meeting of the Board of Directors may be called at any time by any one or more of the members of the Board of Directors. If such a meeting is to be held, it requires a majority vote by the Board of Directors. The place will be within the State of Nebraska, as designated in the notice (Article 3, Section C).

2 The member of the Board of Directors who has called a special meeting of the Board of Directors shall be responsible for notifying all members of the Board of Directors of the meeting.

Section E: Meeting by Conference Telephone or Similar Communications Equipment

If declared by the acting President of the Corporation, such a meeting can be conducted via phone, internet, or other media by individual members of the Board of Directors or the entirety of the Board of Directors. Such meetings will not conflict with the schedules of members of

the Board of Directors, including decisions made through such media.

Section F: Action in Lieu of Board Meeting

If time or circumstance requires an emergency action to be taken by the Board for a decision that cannot be accomplished where timely and deliberative discussion can occur, and does not permit a special Board meeting, the President or the Secretary may poll the Board of Directors personally or by telephone. A two-thirds majority of the full Board of Directors shall be required for such action to proceed.

Twenty-four (24) hours shall be allowed for all members of the Board of Directors to respond. A report of this action shall be presented to the Corporation at its next regular meeting.

Section G: Quorum

At all meetings of the Board of Directors, a majority of the full Board of Directors shall constitute a quorum for the transaction of business as defined in these Bylaws, unless a greater number is required by the Articles of Incorporation or these Bylaws for any particular matter. The act of a majority of the members of the Board of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If less than a quorum of the members of the Board of Directors is present at the meeting, those present shall adjourn the meeting without further discussion.

Section H: Vacancies

If the position of any member of the Board of Directors becomes vacant for any reason, the remaining members of the Board of Directors will assume her/his responsibilities until a successor has been nominated and elected using the procedures for the nomination and election of a member of the Board of Directors outlined elsewhere in these Bylaws. The successor shall fill the un-expired term of office.

Section I: Indemnification and Liability

1 Each person shall be indemnified, to the full extent authorized by the laws of the State of Nebraska, by the Corporation against any judgment, fines, amount paid in settlement, and legal fees, resulting from, or which are incurred as a result of them acting on behalf of and with the consent of the Corporation.

2 No person shall be held liable to the Corporation for any loss or damage resulting from action taken or omitted to be taken at the request of the Corporation, if the person exercised the same degree of care that a prudent person would exercise under the same circumstances in the management of their own affairs, or if they took or omitted to take such action in reliance on the advice of reasonable counsel accepted by the Board of Directors or information which they had no reasonable grounds to disbelieve.

Section J: Removal of Officers/Directors

1 The Board of Directors shall have the power upon written complaint signed by at least ten Corporation members not on the Board of Directors, to initiate the removal of any member of the Board of Directors at any regular Board of Directors meeting, or at any special Board of Directors

meeting called for that purpose.

2 Upon review of the written complaint, the Board shall determine if cause exists to refer the matter to the full Corporation. Cause shall exist when performance of duties or representation of this Corporation is in question which may include, but not limited to, those items defined in Article 10, Section B, Parts 1 and 2.

3 The Corporation shall have the power to remove any member of the Board of Directors from office with cause (as the Board of Directors defines cause) at any regular meeting or at any special meeting expressly called for that purpose. A two-thirds majority vote of all the voting members present is required to remove a member of the Board of Directors from office.

ARTICLE 6: The Board of Directors Duties & Terms

Section A: The Board of Directors

The Board of Directors of the Corporation shall consist of a President, a Vice President, a Treasurer, a Secretary, a Sponsorship and Development Director, an Entertainment Director and a Community Outreach Coordinator.

Section B: Terms of Office

1 The members of the Board of Directors of the Corporation shall be elected for a period of two years. Beginning in the 2018 fiscal year, the following positions will serve a two year term: President; Secretary; Sponsorship & Development Director; Community Outreach Coordinator. Beginning in the 2019 fiscal year, the following positions will serve a two year term: Vice President; Treasurer; Entertainment Director. Each member of the Board of Directors of the Corporation shall hold their office for the term for which they were elected, or until the individual resigns, dies, or is removed by the Board, whichever occurs first.

2 If a member of the Board of Directors is absent from regular meetings of the Board of Directors for more than two consecutive months, it may be deemed a resignation from the Board of Directors and will be decided if such resignation exists by a majority of the remainder of the Board of Directors.

Section C: The President

1. The President shall be the chief executive officer of the Corporation. The President, or next ranking officer in their absence, or another member in good standing appointed by the President, shall preside at all meetings of the Corporation and/or Board of Directors. This person shall have general and active management of the activities of the Corporation and shall carry into effect all directions and resolutions of the Corporation. All decisions related to activities, fiduciary matters, fundraising, and other Corporation business will be communicated to the President before any action is taken in any format, and the President will be responsible for disseminating

or delegating dissemination of the information to the Board of Directors and/or the Corporation unless delegated to the Secretary for dissemination of information or as the Secretary delegates given the responsibility.

2. The President shall, unless the Board of Directors otherwise provides, be an ex-officio member of all subcommittees. They shall have other duties as may be prescribed elsewhere in these Bylaws or from time to time by the Corporation.

Section D: The Vice President

The Vice President shall, when the President is absent, disabled or unable to act, perform the duties and exercise the powers of the President, unless otherwise prescribed herein, and shall perform other duties as the Board of Directors shall from time to time prescribe.

Section E: The Treasurer

1 The Treasurer shall have the principal responsibility for maintaining the financial and accounting records of the Corporation. The Treasurer shall have responsibility for the preparation of financial reports as the Corporation may require. The Treasurer shall perform other duties and have other authority as may be prescribed elsewhere in these Bylaws, by the Corporation or the President under whose direct supervision they shall work. The Treasurer shall have the general duties, powers, and responsibilities of a treasurer of a corporation.

2 Required by the Board of Directors, the Treasurer shall give the Corporation a bond, in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of their office and for the restoration to the Corporation, in the case of their death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control that belong to the Corporation.

3 Must pass a background check, precluding any misdemeanor, or felony regarding theft.

Section F: The Secretary

1 The Secretary shall attend all sessions of the Board of Directors and all meetings of the Corporation, and shall record, or cause to be recorded, all votes taken and the minutes of all proceedings. The Secretary may require all reports, budgets, proposals, etc., of each member of the Board of Directors to be submitted in writing for inclusion to the minutes.

2 The Secretary shall have the principal responsibility, or cause for giving, notice of all meetings of the Corporation members and of the Board of Directors, but the Secretary's duty shall not lessen the authority of others to give such notice as authorized elsewhere in these Bylaws. The Secretary shall maintain and/or delegate maintenance of all books, records, lists, information, duplicates, and website that must be maintained at the registered or other office of the Corporation in Nebraska or elsewhere. The Secretary shall perform other duties and have other authority as directed by the President. The Secretary shall have the general duties, powers, and responsibilities of a secretary of a corporation.

3. The Secretary shall collect attendance at each meeting.

Section G: Sponsorship and Development Director

1. The Sponsorship and Development Director shall serve to keep the Corporation financially sound by overseeing fundraising activities and developing relationships with donors and volunteers. They shall solicit individual and corporate donations/sponsorship, develop strategies to obtain grants, maintain database of donors and sponsors, work with Community Outreach Coordinator to foster all relationships built by the Corporation, and maintain, grow and strengthen all forms of social media for the Corporation.
2. The Sponsorship and Development Director shall assist the other Board of Directors, if needed, to increase and grow advertising sales for the annual Pride Guide, vendor booth sales and food vendor booth sales for the annual Pride Festival, and advise the Board and Corporation of future fundraising strategies, campaigns and events.
3. The Sponsorship and Development Director shall work closely with the Community Outreach Coordinator to ensure the Corporation's voice, mission and strategy remain singular in focus to grow and strengthen the Corporation.

Section H: Entertainment Director

1. The Entertainment Director shall be responsible for understanding the Corporation's requirements and budget to plan the entertainment throughout the year and for the annual Festival accordingly. They shall be required to look for new ideas and suggest their inclusion in the overall entertainment provided by the Corporation.
2. The Entertainment Director is required to take the estimate of the cost involved in setting up the Festival show cast, to include local and national entertainment, and share the same with the Board. He or she shall be required to conduct extensive study to understand the latest market requirements and trends and work accordingly to gain maximum returns for the Corporation. They may intervene with the collective Board of Directors in deciding the payments for the artists and performers hired for all events.
3. The Entertainment Director needs to ensure that all venues and performers have a clear understanding about their roles/performances including the entry, exit and other essential things as deemed by the Corporation contract for such an event.
4. The Entertainment Director shall work with venues and performers to ensure that all event announcements and advertising, including but not limited to print, social media, and website, is consistently formatted and prepared according to each venue's specifications. The Entertainment Director shall coordinate and execute an advertising strategy in cooperation with each venue and performer, adhering to each venue's requirements and deadlines.

Section I: Community Outreach Coordinator

1. The Community Outreach Coordinator shall act as the representative of the Corporation that is responsible for building and fostering relationships with external partners to include local nonprofit organizations, businesses, churches, adjacent Pride Boards, and the overall LGBTQIA community of Nebraska.
2. The Community Outreach Coordinator shall play a large role, in conjunction with the Board of Directors, to act in a public relations role on the development of posters, press releases, brochures and other marketing materials. Excellent communication and interpersonal skills are called upon to build and maintain good relations with partners and stakeholders. The

Coordinator role may also include attending trade shows and other venues such as universities, clubs, and civic groups, conducting informational presentations on behalf of the Corporation.

3. The Community Outreach Coordinator shall also collaborate with the Secretary and the Entertainment Director in developing, maintaining, and growing the Corporation website.
4. The Community Outreach Coordinator shall collaborate with the Secretary in overseeing all mass mailings and organize any Corporation travel.
5. The Community Outreach Coordinator shall work closely with the Sponsorship and Development Director and the Entertainment Director to ensure the Corporation's voice, mission and strategy remain singular in focus to grow and strengthen the Corporation.

Section J: Multiple Offices

No person may hold more than one elected Board of Directors position at any one time.

Section K: Delegation of Duties

If any member of the Board of Directors of the Corporation is absent or unable to act, or for any other reason the Corporation may deem sufficient, the Corporation may delegate, for the time being, some of the functions, duties, and powers of any other member of the Board of Directors, provided a majority of the Corporation concurs.

ARTICLE 7: Nominations and Elections

Section A: Nominations

Nominations shall be accepted of members willing to serve in the various offices, according to the procedure hereafter described.

- 1 Beginning with the office of highest rank to be filled, the Chair of the meeting shall ask if there are any additional nominations for the office. To be considered for nomination, an individual must meet the following qualifications as defined in Article 5, Section A, Part 1.
- 2 The individual must be nominated by themselves or accept a nomination made by a voting member. The nomination requires a second by a voting member.
- 3 When there are no additional nominations, the Chair of the meeting will declare nominations for that office closed.
- 4 The procedure described above will be repeated for each office to be elected.

Section B: Elections

All elections shall be by secret ballot. If there is only one candidate for an office, the secret ballot may be waived upon approval of the Corporation.

- 1 If there are more than two candidates for the same office, the candidate with the least amount of votes shall be removed as a candidate if no one receives a majority of the votes cast. This shall continue until there are only two candidates remaining or a majority vote is received.

2 The Board of Directors shall appoint two individuals outside the Corporation, or non-voting members of the Corporation, as tellers to count the secret ballots for all positions for members of the Board of Directors. The tellers shall report the results of ballots to the presiding officer who, in turn, shall declare the name of the winning candidate and the number of votes received by each nominated/running candidate.

3 The Board may, at its discretion, appoint assistants for the Vice President, Treasurer, and Secretary positions.

Section C: Voting

In order to be eligible to vote you must be a member of the Corporation (Article 4, Section A: Definition of a Corporation Member).

Section D: Beginning of the Term of Office

The term of office for each elected position shall begin at the close of the meeting at which they were elected.

Section E: Transitioning

When one or more members of the Board of Directors are new to their position, or in the event that another organization, group, or number of persons assumes control of Star City Pride, Inc., a period of transitioning shall occur between the incoming and outgoing members for a minimum period of three months. During this period of transition, all records, assets, and pertinent history of the respective position(s) shall be provided to the new member(s) of the Board of Directors in order to provide a smooth transition for the good of our Community.

ARTICLE 8: Subcommittees

Section A: Creation of Subcommittees

1 The Corporation may create such Subcommittees as it deems necessary for the continued operation of the Corporation.

2 Each Subcommittee(s) shall receive a charter from the Board of Directors outlining its purpose, duties, and scope of authority.

Section B: Subcommittee Chair

1 The President shall appoint an individual to serve as Chair of each Subcommittee. The Board shall approve such appointments.

2 The term of office of the Chair of the Subcommittee shall be from the creation of the Subcommittee to a length of tenure specified by the Board of Directors.

3 The Board of Directors may remove any Subcommittee Chair from office with cause (as defined by the Board) at any time by a majority vote of the Board of Directors. To initiate the removal of the Subcommittee Chair, the Board of Directors must receive in writing charges against the individual. Upon review of the charges, the Board shall determine if cause exists to remove the Subcommittee Chair. Cause shall exist when performance of duties or representation of this Corporation is in question.

Section C: Termination of Subcommittees

The charter of all subcommittees shall expire at the close of the Annual Meeting at which a new Board of Directors is elected, unless an alternate date of termination is specified by the Corporation.

ARTICLE 9: Amendments

These Bylaws may be amended by a two-thirds vote of all members present at any regular meeting or any special meeting called expressly for that purpose, provided a quorum is assembled. The proposed amendment(s) must be submitted in writing at a previous general corporation meeting or Board of Directors meeting not less than one week prior for their consideration. The proposed amendment(s) shall become effective at the close of the general corporation meeting at which they were approved, unless otherwise specified.

ARTICLE 10: Miscellaneous

Section A: Parliamentary Procedure

Unless otherwise in conflict with these Bylaws, this body shall be governed by the latest version of Robert's Rules of Order.

Section B: Prohibitions

1. No member of the Board of Directors or other members of this Corporation shall take or cause to take any action or activity by or on behalf of the Corporation that is prohibited by the Articles of Incorporation, these Bylaws, or applicable sections of the Internal Revenue Code.
2. As long as the Corporation is in existence, no member of the Board of Directors of the Corporation shall:
 - a. Do any act in violation of the Bylaws or a binding obligation of the Corporation.
 - b. Do any act with the intention of harming the Corporation or any of its operations.
 - c. Do any act that would make it impossible or unnecessarily difficult to carry out the intended or ordinary business of the Corporation.
 - d. Receive any improper personal benefit from the operation of the Corporation.
 - e. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation.
 - f. Wrongfully transfer or dispose of Corporation property, including intangible property such as

good will.

3. The Board may, at its discretion, allow any member of the Board of Directors of the Corporation to:

a. Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

b. Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Section C: Negotiable Instruments

The signature of two members of the Board of Directors is required on all negotiable instruments.

Section D: Fiscal year

The fiscal year of the Corporation shall be August 1 through July 31.

Section E: Educational Commitment

1. Star City Pride, Inc. shall educate and inform all peoples about the history and the social and legal rights of LGBTQIA individuals. Star City Pride, Inc. encourages tolerance of people of all sexual minorities, as well as people of another race, creed, gender, nationality or any other diversity.

2. The Corporation may accomplish these efforts in one or more of the following three ways:

- A commemorative event series which may include the coordination of art shows, community achievement and recognition awards, speakers, educational workshops, and AIDS education efforts under the aegis of various LGBTQIA community organizations. Some of these will request nominal admission fees to offset rents or speaker expenses.
- The event series will culminate in July of each year in a public event which garners media attention in the Lincoln, Nebraska metropolitan and surrounding areas: the Star City Pride Festival. All community services are encouraged to enter and increase public awareness of our clinics, support groups for parents and friends of LGBTQIAs, sobriety and health circles, churches, and other organizations.
- We will produce or have cause to be produced a commemorative publication known as The Star City Pride Guide.

Section F: Dissolution of the Corporation

The dissolution of the Corporation shall at all times be in accordance with the provisions for such dissolution set forth in the Corporation's Articles of Incorporation.