

**By-Laws  
For  
The Southern Nevada Association of Pride, Inc.  
(SNAPI)**

631 N. Stephanie Street – Box 498  
Henderson, NV 89014  
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By-Laws of the Corporation originally adopted March 16, 1995  
*Amended August 17<sup>th</sup>, 2010*

**Article I - Name**

*Section 1 – Official Name*

- A. The name of this Corporation shall be Southern Nevada Association of Pride, Inc. (SNAPI)

*Section 2 – DBA*

- A. This Corporation adopted a DBA of (Doing Business As) “Las Vegas Pride” as determined and agreed upon by two-thirds (2/3) of the Board of Directors

*Section 3 – Public Name*

- A. For the general purposes of identification and conducting business, the Corporation will hereafter be referred to as the Southern Nevada Association of Pride, Inc. (SNAPI)

**Article II – Corporate Offices**

*Section 1 – Principle Office*

- A. The principal office for the transaction of business of the Corporation is fixed and located in Clark County, State of Nevada.

*Section 2 – Other Offices*

- A. The Corporation may also maintain other offices at such place and places, whether within or without the State of Nevada, as may be designated from time to time by the Board of Directors, and business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principle office.

*Section 3 – Change of Address*

- A. The county of the Corporation’s principal office may be changed by a 2/3 vote of the Board of Directors.

**Article III – Objectives and Purposes**

*Section 1 - IRC Section 501(c)(3)*

- A. SNAPI is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

*Section 2 - Mission Statement*

- A. The Mission Statement of the Southern Nevada Association of Pride, Inc. is to educate the community by invoking, promoting, and celebrating lesbian/gay/bisexual/transgender pride.

*Section 3 - Objective – Nature of Business*

- A. The primary objectives and purposes of this corporation shall be:
  - 1 To educate the general public to the needs and issues affecting the lesbian, gay, bisexual and transgender community;
  - 2 To provide educational outreach to persons directly or indirectly involved in the lesbian, gay, bisexual and transgender community;
  - 3 To advocate and facilitate the exchange of ideas and resources between the various non-profit Nevada lesbian, gay, bisexual, transgender or related organizations;
  - 4 To promote a positive image of the lesbian, gay, bisexual and transgender community and pride;
  - 5 To provide inclusive and diverse representation within the lesbian, gay, bisexual and transgender community;
  - 6 To recognize and celebrate the substantial achievements in our community.
- B. Additional objectives and purposes
  - 1. The Board of Directors may, on such occasions as they deem necessary, declare additional objectives by a majority vote of the Board of Directors.
  - 1 The Board of Directors may not approve such objectives as would violate Article III, Section 4.

*Section 4 - Non-Partisan Activities*

- A. No part of the net earnings of the Corporation shall incur to the benefit of, or be distributable to its officers, directors or other private persons, except those that the Corporation shall be authorized and empowered to pay as compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III, Section 3.
- B. No substantial part (defined as greater than 5% of available resources) of the activities of the Corporation shall be to distribute propaganda or otherwise attempt to influence legislation.
- C. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office.
- D. Notwithstanding any other provisions of the Articles of Incorporation or these By-laws, the Corporation shall not engage in any activities nor to be

carried on:

1. By a Corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, except with the exemptions stated in Federal Income Tax under 501(h) of the Internal Revenue Code, or;
  2. By a Corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Tax Revenue Laws).
- E. This Corporation shall not, except in an unsubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes described in Article III, Sections 1-3.

#### **Article IV - Constructions and Definitions**

##### *Section 1 - Corporation*

- A. When used in this document refers only to the Southern Nevada Association of Pride, Inc. (SNAPI)

##### *Section 2 - Members*

- A. When used in this document refers only to those persons described in Article V.

##### *Section 3 - Directors*

- A. When used in this document refers only to those duly elected or appointed Directors of the Board of SNAPI as described in Article VI.

##### *Section 4 - Officers*

- A. When used in this document refers only to those duly elected or appointed Officers of the Board of SNAPI as described in Article VII.

##### *Section 5 - Quorum*

- A. When used in this document refers to a simple majority of the total number of persons currently on the Board of Directors when the Board consists of less than 15 persons. In the event that the Board of Directors consists of 15 or more persons a quorum is  $1/3 + 1$ .

##### *Section 6 – Majority Vote*

- A. When used in this document refers to a simple majority of the total votes cast.

##### *Section 7 – Two-thirds Vote*

- A. When used within this document refers to two-thirds of the votes cast.

#### **Article V - Members**

##### *Section 1 - General Membership*

- A. General Membership shall be given to those individuals who are not Directors or Officers of SNAPI, but meet any of the following criteria:

1. Those who have participated in one (1) or more of the committees described in Article VIII, Sections 1-2 within the last 18 months.
2. Those appointed to positions on the Advisory Board as described in Article VIII, Section 3.

*Section 2 – Voting*

- A. General members have no vote on issues presented before the Directors of SNAPI.

*Section 3 - Attendance*

- A. General Members are welcome to attend any public meetings of the Corporation, at which they may provide input and contribute to the discussion.
- B. General members may not attend Executive Session as described in Article IX.

**Article VI - Board of Directors**

*Section 1 - Composition*

- A. The Board of Directors shall consist of not less than (5) persons.

*Section 2 - Collective Duties of Board of Directors*

- A. To exercise all the powers of the Corporation and to supervise and control its business affairs, subject only to the limitations and restrictions provided by the law, the Articles of Incorporation and these By-laws.
- B. To authorize the execution of contracts and other agreements necessary to the efficient conduct of the business of the Corporation and to authorize any and all expenditures of the Corporation.
- C. To approve the fiscal budget, supervise receipts and expenditures and to set up the proper procedures for collecting, safekeeping and accounting of all funds of the Corporation.
- D. To incur indebtedness in the name of the Corporation for such sums of money as are necessary for the current operations and any sums for a major project of the Corporation.
- E. To call Special Meetings of the Corporation provided such meetings shall be given to all Board Members in accordance with Article IX, Section 3.
- F. To approve all committee recommendations before implementation.
- G. To exercise such other powers and perform such other duties as may be

prescribed elsewhere in these By-laws, the Articles of Incorporation, State and Federal Laws, or other approved documents defining duties and responsibilities of this Corporation.

- H. Individually, Directors must serve on one or more committees as described in Article VIII, Sections 1-2.

### *Section 3 - Qualifications*

- A. Eligibility for a position on the Board of Directors shall not be limited based on age, race, ethnic origin, religion, gender, sexual orientation, disability, marital status or veteran status.
  - 1. As per State and Federal laws, only individuals aged 18 years and above may serve as legal representatives of the Board of Directors. Notwithstanding, those under the age of 18 may participate as voting members.
- B. To the extent that qualified persons are available, the Board of Directors shall be representative of all segments of the lesbian, gay, bisexual and transgender population of the State of Nevada.
- C. Each person who presents herself/himself as a candidate for the Board of Directors must display an interest and dedication to the Corporation's purposes, be able to devote the time necessary to assist in carrying out the purposes of the Corporation, and have the ability to work with other members of the Board of Directors.

### *Section 4 - Quorum and Voting*

- A. When a quorum is present at any meeting, an affirmative vote of a simple majority (excluding the president in accordance with Article VII, Section 2 ), shall decide any question brought before such meeting, unless the question is one which by express provision of the Articles of Incorporation or these By-laws requires a different vote, in which case such express provision shall govern and control the decision in question.
- B. At every meeting of the Board of Directors, each Director shall be entitled to one vote per motion.
- C. When issues must be decided prior to the next scheduled Board Meeting, a phone poll may be taken by the parliamentarian if all of the Board of Directors has been telephoned. Phone votes must be verified by the parliamentarian at the subsequent Board Meeting.
  - 1. If it is determined that a majority of board members did not vote in the poll, the decision is declared invalid.
  - 2. The Board may take such actions as are necessary to limit or control phone polls.
  - 3. The president or vice-president must authorize the poll.

- D. When issues must be decided prior to the next scheduled Board Meeting, an email poll may be taken by the parliamentarian if all the Board of Directors has been contacted. Email votes must be verified by the Parliamentarian at the subsequent Board Meeting.
  - 1. If an email poll fails to reach all Directors, the parliamentarian must attempt to reach other Board members by telephone.
  - 2. If the board finds that the parliamentarian fails to make a good effort to contact all Directors, the vote is declared invalid.
  - 3. The Board may take such actions as are necessary to limit or control email polls.
  - 4. The president or vice-president must authorize the poll.

*Section 5 - Election and Term of Office*

- A. The term of office for each elected Director shall be three (3) years, commencing with the declaration of election results at the Annual Meeting as described in Article IX, and ending at the conclusion of election of Directors at the Annual Meeting of the third year.
- B. A Director may be elected to one (1) or more successive terms in office.
- C. The current Board of Directors shall elect Directors each August at the Annual Meeting of the Board of Directors. In the event that an Annual Meeting is not held, the Directors may hold elections at a Special Meeting held for that purpose in accordance with Article IX, Section 3 or at the following regular meeting if deemed appropriate by a majority vote of the Board of Directors.
- D. In the event that there are not at least five (5) continuing Directors at the time of the Annual Meeting, elections will be conducted by a majority vote of the Members in attendance.
- E. Newly elected Board Directors must serve one full year on the Board of Directors before they are eligible for nomination to the Executive Board. The current Board of Directors reserves the right to make an exception to this rule only if and when an Executive Board position cannot be filled by eligible Directors. In this case the current Board of Directors may nominate a newly elected director. The nominee must be present and accept nomination. The nominee is excluded from the vote. And this must be done with a two-thirds vote.

*Section 6 - Resignation*

- A. Any Director may resign by giving written notice to the president. The president shall present all resignations to the Board of Directors.

- B. Resignation becomes effective at such a time as specified in the letter of resignation, unless the Board of Directors has cause to reject the resignation.
- C. Any Director may withdraw her/his resignation and resume her/his position if done prior to the effective date as stated in the letter. After the effective date, she/he may be appointed or elected to the board at a later date.

*Section 7 - Disciplinary Action and Removal*

- A. Any Director may be disciplined or removed from his/her position, through a fair and reasonable process, for any of the following reasons:
  - 1. By the establishment of misfeasance, malfeasance, or nonfeasance;
  - 2. By the establishment of “conflict of interest,” as described in Article XV;
  - 3. By being absent without prior notification from two (2) consecutive Board meetings or from six (6) Board meetings, regardless of notification, in one (1) fiscal year;
  - 4. By establishment of malicious intent toward the welfare of the Corporation and its purposes or towards the lesbian, gay, bisexual and transgender community or any segment thereof;
  - 5. By establishing a vote of “no confidence” in the Director’s ability to perform functions essential to their role.
- B. The process to discipline or remove an elected member of the Corporation shall be considered fair and reasonable if:
  - 1. A motion to accuse, citing Charges and Specifications, be approved by a two-thirds (2/3) vote of the Board of Directors;
  - 2. The member to be expelled is notified in writing not less than fifteen (15) days before the effective date of removal;
  - 3. An opportunity is given for the member to be heard, orally or in writing, not less than five (5) days before the effective date of removal;
  - 4. A motion to carry out the recommended disciplinary action is approved by a two-thirds (2/3) vote of the Board of Directors.

*Section 8 - Vacancies*

- A. A vacancy shall be deemed to exist if one of the following occurs:
  - 1. The death, resignation or removal of any Director
  - 2. The increase of the maximum number of Directors as prescribed in

Article VI, Section 1.

- B. In the event of a Board vacancy, the remaining Directors may appoint, by an affirmative vote of a simple majority, a qualified individual to serve until the conclusion of election of Directors at the next Annual Meeting or election.
  - 1. Appointed board members must be elected to the board at the following Annual Meeting.
  - 2. At the Annual Meeting, the appointed board member will be elected to the remaining term of office for the Director whom they replaced (in accordance with Article VII, Section 5).
- C. Vacancies may not be filled earlier than the first regular meeting of the Board of Directors after the notice of vacancy has been given to the remaining Directors.

**Article VII – Officers**

*Section 1 – Officers*

- A. The Officers of the Corporation shall be a president, a vice-president, a secretary, a treasurer and a parliamentarian.
- B. Officers will also serve as the Executive Board of the Directors of the Corporation.
- C. All Officers must be Directors in good standing.
- D. Officers may vote on issues at meetings of the Executive Committee, but those votes must be approved by an affirmative vote of a simple majority of the Board of Directors at the next regular meeting of the Board of Directors.

*Section 2 - Duties of Officers*

**A. President**

The duties of the president are as follows:

- 1. Shall be the principal executive officer of the Corporation.
- 2. Shall supervise and administer all the affairs of the Corporation.
- 3. Shall preside at all meetings as described in Article IX.
- 4. Shall set and present an agenda for all meetings described in Article IX.
- 5. Shall not vote on issues presented before the Board unless to break a tie.
- 6. May sign as the duly authorized agent of the Corporation and Board of Directors, certificates, contracts and other agreements as approved by the Board of Directors and as described in Article X.
- 7. May sign, with other officers of the Corporation, checks, deeds, mortgages and bonds as are approved by the Board of Directors and as

described in Article X.

8. Shall be responsible for executing all disciplinary action as confirmed by the Board of Directors.
9. Shall work to establish and maintain good working relationships with similar organizations.
10. Required to attend all Board meetings in accordance with the attendance policy described in Article VII, Section 6, (A, 3).
11. Shall be the Corporation's spokesperson unless otherwise directed by a majority vote of the Board of Directors.
12. Shall act as or appoint the Corporation's liaison to the community and media representatives.
13. Shall be kept informed of all activities by all committees.
14. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.

#### **5. Vice-President**

The duties of the vice-president are as follows:

1. In the absence of the president, inability of the president to act, refusal of the president to act, or at the direction of the president, shall perform the duties of the president.
2. At such times as there is a motion on the floor to remove the president from Office or from the Board of Directors, the vice-president will assume the duties of the president.
3. May sign as the duly authorized agent of the Corporation and Board of Directors, certificates, contracts and other agreements as approved by the Board of Directors and as described in Article X.
4. May sign, with other officers of the Corporation, checks, deeds, mortgages and bonds as are approved by the Board of Directors and as described in Article X.
5. Shall serve as liaison to all unassigned committees.
6. Required to attend all Board meetings in accordance with the attendance policy described in Article VII, Section 6, (A, 3).
7. Shall work to establish and maintain good working relationships with similar organizations.
8. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.

#### **C. Secretary**

The duties of the secretary are as follows:

1. Shall handle or cause to be handled all correspondence and communication as deemed necessary by the Board of Directors.
2. Shall inform the Board of Directors of any incoming and/or outgoing correspondence.

3. Shall insure that all legal in-coming and out-going correspondence become a part of the Corporate Records.
4. May sign as the duly authorized agent of the Corporation and Board of Directors, certificates, contracts and other agreements as approved by the Board of Directors and as described in Article X.
5. May sign, with other officers of the Corporation, checks, deeds, mortgages and bonds as are approved by the Board of Directors and as described in Article X.
6. Shall send or cause to be sent all letters of thanks and non-profit status to all donors or corporate sponsors.
7. Shall see that all special notices are given in accordance with the By-laws.
8. Shall take and maintain minutes of all meetings described in Article IX, and to provide a copy of said minutes to the President within five (5) working days of said meeting.
9. Shall keep a roll of all members, Directors, officers and guests in attendance at all meetings described in Article IX.
10. Shall keep and update a database of contact information for all active Members, Directors and Officers of the Corporation.
11. Shall be responsible for keeping Records of the Corporation, except the books of accounting.
12. Shall be responsible for keeping record of all contracts, certificates and agreements. Shall also be responsible for verifying that such contracts, certificates and agreements have been duly approved by the board of Directors in accordance with voting policy described in Article VI, Section 4.
13. Required to attend all Board meetings in accordance with the attendance policy described in Article VII, Section 6, (A, 3).
14. Shall work to establish and maintain good working relationships with similar organizations.
15. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.

**D. Treasurer**

The duties of the treasurer are as follows:

1. Shall be the Chief Financial Officer of the organization.
2. Shall be the chairperson of the Finance Committee.
3. Shall give and receive receipts for funds due and payable to the Corporation.
4. Will prepare and release all disbursements of funds, such as checks, wire transfers, etc., but may not sign on such documents in accordance with Article X.
5. Shall keep accurate inventory of all merchandise and assets of the Corporation.
6. Shall be responsible for filing all tax documents and financial records required by local, state or federal law as directed by the Board of

Directors. Tax filings must be made no later than one month prior to the due date.

7. Shall provide a current written financial report detailing all financial transactions at least once per month in a public Board of Directors meeting.
8. Required to attend all Board meetings in accordance with the attendance policy described in Article VII, Section 6, A, 3.
9. Shall work to establish and maintain good working relationships with similar organizations.
10. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.

**E. Parliamentarian**

The duties of the parliamentarian are as follows:

1. To offer advice to any member desiring help on motions or other parliamentary procedures.
2. Shall attend all meetings of the Corporation as described in Article IX and will give necessary advice in parliamentary procedure when requested.
3. Shall call the Annual Meeting or Election Meetings of the Board of Directors, conduct election of Directors and Officers and give instructions in procedure.
4. Shall review bylaws and standing rules annually.
5. Shall be responsible for ensuring that meetings run in accordance with *Robert's Rules of Order*, By-laws, Nevada Revised Statutes and other standing rules as agreed upon by the Board of Directors.
6. Shall be responsible for time limitations on agenda items and holding speakers accountable to keep on time as listed on the agenda.
7. Shall work to establish and maintain good working relationships with similar organizations.
8. May sign as the duly authorized agent of the Corporation and Board of Directors, certificates, contracts and other agreements as approved by the Board of Directors and as described in Article X.
9. May sign, with other officers of the Corporation, checks, deeds, mortgages and bonds as are approved by the Board of Directors and as described in Article X.
10. Required to attend all Board meetings in accordance with the attendance policy described in Article VII, Section 6, (A, 3).
11. In the absence of the treasurer, inability of the treasurer to act, refusal of the treasurer to act, or at the direction of the president or Board of Directors, shall perform the duties of the treasurer until the office may be filled through election or appointment.
12. In the absence of the secretary, inability of the secretary to act, refusal of the secretary to act, or at the direction of the president or Board of Directors, shall perform the duties of the secretary until the office may be filled through election or appointment.

13. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.

*Section 3 - Additional Positions*

The Board of Directors may create other Officer positions, in addition to the other officers herein named, as they shall deem necessary, who have the authority to perform such duties as may be prescribed from time to time by the president or the Board of Directors.

*Section 4 - Elections and Terms of Office*

- A. The Board of Directors shall elect the Officers of the Corporation.
- B. Election of Officers shall take place at the Annual Meeting following the election of the Board of Directors, or at the following meeting if deemed appropriate by a majority vote of the Board of Directors.
- C. The term for President shall be two-years, all other offices shall be a one-year term. Each Officer shall hold office until the conclusion of election of Officers at next Annual Meeting or until his/her successor has been elected and takes office.

*Section 5 - Resignation*

- A. Any Officer may resign from their position by giving written notice to the president. An Officer may resign from their position yet still remain on the Board of Directors. The president shall present all resignations to the Board of Directors.
- B. Resignation becomes effective at such a time as specified in the letter of resignation, unless the Board of Directors has cause to reject the resignation.
- C. Any Officer may withdraw her/his resignation and resume her/his position if done prior to the effective date that is stated in the letter. After the effective date, she/he may be appointed or elected to the board at a later date.

*Section 6 - Disciplinary Action and Removal*

- A. The qualifications and procedures to remove an Officer shall be the same as removing a Director, as described in Article VII, Section 6.
- B. In the event that an Officer is removed and they are not in attendance at the time, the president is responsible for notifying the Director of his/her removal.
- C. In the event that the president is removed, the vice-president must perform the duties of the president prescribed above.
- D. An Officer may be removed from their position of Office yet remain on the Board of Directors, at the decision of the Board of Directors.

*Section 7 – Vacancies*

- A. Vacancy shall be deemed to exist if one of the following occurs:
  - 1. The death, resignation or removal of any Officer
  - 2. Creation of a new Officer position by the Board of Directors
- B. In the event of an Officer vacancy, the Board of Directors may appoint by majority vote a qualified individual to serve until the next Annual Meeting or election.
- C. Vacancies may not be filled earlier than the first regular meeting of the Board of Directors after the notice of vacancy has been given to the Directors.

**Article VIII - Committees of the Board**

*Section 1 - Standing Committees*

- A. The permanent and standing committees of the Corporation shall include: Marketing, Sponsorship, Vendor, Logistics, Volunteers, Education & Special Interest, Finance, Entertainment, Parade, Food & Beverage, Pageant, and Executive.
- B. Each Committee shall consist of at least one (1) or more Directors.
- C. The duties of the Standing Committees shall be described in the Standard Operating Procedures approved by the Board of Directors.
- D. The Board of Directors must appoint chairperson(s) of each Standing Committee.
- E. The Chairperson of each committee may then appoint other qualified parties of interest to serve on these committees.
- F. Standing Committees shall have and exercise all the authority of the Board as specified in the Standard Operating Procedures, to the extent permitted by the Nevada Non-Profit Corporation Act. Such duties may include: authority to incur debt under a pre-approved budget, authority to contact and request bids on service necessary to further the objectives of the Corporation, etc. Such authority may not, however, violate the policies as described in Article XI.
- G. All Standing Committees shall meet as deemed necessary by the Board of Directors and the members of each committee.
- H. All Standing Committees shall prepare full reports of the actions, recommendations and requests of the committee. Such reports may be delivered to the president in writing, or offered in person at meetings of the Board of Directors, or as the Board of Directors deems appropriate.

*Section 2 - Special Committees*

- A. The Board of Directors may, by resolution, designate and appoint one or more special committees.
- B. The duties of the Special Committees shall be described in the resolution creating such committees.
- C. The Board of Directors must appoint chairperson(s) of each Special Committee.
- D. The Chairperson of each committee may then appoint other non-Directors and parties of interest to serve on these committees.
- E. Special Committees shall have and exercise all the authority of the Board as specified in the resolution establishing the committee, to the extent permitted by the Nevada Non-Profit Corporation Act.
- F. All Special Committees shall meet as deemed necessary by the Board of Directors and the members of each committee.
- G. All Special Committees shall prepare full reports of the actions, recommendations and requests of the committee. Such reports may be delivered to the President in writing, or offered in person at meetings of the Board of Directors, or as the Board of Directors deems appropriate.

*Section 3 - Advisory Board*

- A. The Board of Directors shall have the power to appoint individuals to an Advisory Board. Such members shall advise and consult with the Board of Directors from time to time as determined by the Directors, may participate in meetings, but not vote, and serve at the pleasure of the Board.
- B. Advisory Board members may be appointed with specific tasks and responsibilities such as serving in honorary positions or to represent the Board of Directors publicly.
- C. The winners of the Annual Pride Royalty Pageant may be appointed, at the discretion of the Board, to an Advisory Board position(s) with duties specified by the Board of Directors.

**Article IX – Meetings**

*Section 1 - Board of Directors Meetings*

- A. At least one (1) meeting of the Board of Directors shall be held per month. These meetings may also be referred to as General Meetings or Regular Meetings.
- B. All meetings of the Board of Directors shall be announced at least ten (10) days in advance and, as reasonable, published for the general public.
- C. Meetings that fall on or near holidays may be cancelled at the discretion of the majority of the Board of Directors
- D. Board of Directors Meetings shall be open to the public except when the Board of Directors operates in Executive Session

1. Executive Session is defined as a close-door meeting to discuss the following matters: personality conflicts, personnel problems, medical conditions and sensitive legal situations.
  2. If the Board of Directors makes a resolution during Executive Session, those decisions must be reported following the Executive Session in an open meeting and recorded into the minutes.
- E. Any meeting may be held by telephone conference or other similar communication equipment, so long as all participants can hear one another. All participating Directors shall be considered present during such meetings and have full voting rights.

*Section 2 - Annual Meetings*

- A. An Annual Meeting shall be held each year in December at a location and on a date and time announced by the Board of Directors.
- B. Written or actual notice of the date, time and location of the Annual Meeting shall be given at least thirty (30) days prior to the meeting. Notice must be provided to all Directors, Officers and Members at her/his address or via email as it appears on the records of the Corporation.
- C. The date, time and location of the Annual Meeting shall be published to the general public with reasonable notice to facilitate their participation.
- D. The Annual Meeting shall include but not be limited to the State of the Organization report, a Town Hall Meeting, discussion of the Corporations purpose and direction for the ensuing year and the Election of Directors and Officers.

*Section 3 - Special Meetings*

- A. Special Meetings of the Board of Directors for any purpose may be called at any time by the President, Vice-President or a majority of the Board of Directors.
- B. Written or actual notice of the date, time and location of the Special Meeting shall be given to each Director five (5) days prior to the Special Meeting. The purpose of the meeting need not be specified in the notice.

*Section 4 - Waiver of Notice/Validation*

- A. Attendance of a Director at a meeting shall constitute waiver of notice of any meeting, except when such attendance at the meeting is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Any Director may waive notice of a meeting by executing written notice of waiver before, during or after the time of meeting.
- B. The actions of the Board of Directors at any meeting, however called or noticed and wherever held, are valid as though a properly noticed meeting has been held, provided a quorum of the Board of Directors signs a Waiver of Notice, or thereafter provides written approval of the Minutes and files them with the Records of the Corporation.

## **Article X - Special Corporate Actions and Regulations**

### *Section 1 - Execution of Written Documents*

- A. Contracts, deeds, and agreements shall first be signed by the president and both the secretary and committee chairperson, approved by the Board (except where otherwise stipulated in these By-laws or the Articles of Incorporation), then executed by the president and the secretary.
  - 1. The president, as Chief Executive Officer must legally represent the organization.
  - 2. The secretary must verify that the execution of such documents has been duly approved by the Board of Directors in accordance with these By-laws, the Articles of Incorporation, or other Standard Operating Procedures.

### *Section 2 - Signing of Checks and Notes*

- A. Checks, notes, drafts and other demands for money shall be signed by two of the following Officers of the Corporation: president, vice-president, secretary or parliamentarian. The Board of Directors may, at their discretion, charge additional Officers with the power to sign such items.
- B. The treasurer must maintain control of the check book at all times, and may only release such funds as are available according to the records of accounting.
- C. The treasurer may only release such funds as have been duly approved in a budget by the Board of Directors. Unbudgeted or over-budget expenses must be expressly approved by a majority of the Board of Directors in accordance with Article V, Section 4.
- D. In the absence of the treasurer, inability of the treasurer to act, refusal of the treasurer to act, or at the direction of the Board of Directors, the president and vice president (or any two approved Officers) may disperse funds upon the affirmative vote a simple majority of the Board of Directors in accordance with Article V, Section 4.

### *Section 3 – Depository*

- A. The Board of Directors, from time to time, may select one or more banks for the deposit of Corporate Funds upon the appropriate resolution.

### *Section 4 - Compensation*

- A. Officers, Directors and Members of the Corporation shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement for the actual and necessary expenses incurred in the performance of their regular duties, as approved by the Board of Directors.

- B. Personal expenses will not be reimbursed per the provisions set forth in section 501(c)(3) of the Internal Revenue Code.

## **Article XI - Corporate Funds and Investments**

### *Section 1 - Bank Accounts*

- A. The Board of Directors is authorized to select such banks or other depositories as it shall deem proper for funds of the Corporation.
- B. The Officers shall be authorized, as described in these By-laws, to sign checks, drafts or other payments of funds on behalf of the Corporation.

### *Section 2 - Investments*

- A. The funds of the Corporation may be invested and reinvested from time to time in such property, stock, bonds, or other securities as the Board of Directors may deem desirable.
- B. The Officers shall be authorized, as described in these By-laws, to so invest funds on behalf of the Corporation.
- C. Corporate funds may remain uninvested to the extent deemed advisable by the Board of Directors.

## **Article XII - Corporate Sponsorship and Other Funding**

### *Section 1 - Corporate Sponsorship*

- A. Upon approval from the Board of Directors, Corporate Sponsorship may be offered to organization(s) that provides monetary support or goods and services to SNAPI.
- B. The Board of Directors shall determine the cost and benefits of each Corporate Sponsor and may, at their discretion, create categories or levels for Corporate Sponsorship.
- C. Corporate Sponsors shall receive such benefits and privileges as specified in the contract approved by the Board of Directors.
- D. Funds raised through Corporate Sponsorship shall be committed to the general fund. At the discretion of the Board of Directors, a Sponsor may request that the contribution be earmarked for a certain purpose.

### *Section 2 – Donations*

- A. Upon approval from the Board of Directors, individuals and organizations may donate funds or goods and services to SNAPI.
- B. Upon receipt of such donations, SNAPI will issue a letter of thanks

including the value of the donation and the Corporation's 501(c)(3) identification.

- C. Funds raised through donations shall be committed to the general fund. At the discretion of the Board of Directors, a Sponsor may request that the contribution be earmarked for a certain purpose.

### **Article XIII - Indemnification**

#### *Section 1 - Indemnification of Directors, Officers or Members*

- A. The Board of Directors may provide for the indemnification of the Board of Directors, Officers and Members of the Corporation, including volunteers, employees and agents of the Corporation, as provided in N.R.S. 82.541.

### **Article XIV - Parliamentary Authority**

#### *Section 1 - Conduct of Business*

- A. The rules contained in the current version of *Robert's Rules of Order, Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-laws, the Articles of Incorporation or with the Standard Operating Procedures of the Corporation.
- B. At the discretion of the Board, matters of procedure in *Robert's Rules of Order* may be simplified or overturned with an affirmative vote of two-thirds of the Board of Directors at a duly-called meeting where a quorum is present.

### **Article XV - Conflicts of Interest**

#### *Section 1 - Definition of Conflict of Interest*

- A. A conflict of interest arises when the interests of a Director or Officer have the potential to be at odds with the best interests of the Corporation. The Board member's interests may be personal or professional.
  - 1. A conflict of interest does not exist only when interests are at odds. A conflict of interest exists when there is the potential for interests to be at odds.
  - 2. A conflict of interest exists in the context of the best interests of the Corporation. This means that it is not sufficient for the organization to benefit, but how the decision is made is also of importance.

*Section 2 - Disclosure & Conflict of Interest*

- A. Directors and Officers must disclose potential conflicts of interest to the Board of Directors. This includes:
  - 1. Identifying organizations in which they currently hold volunteer or staff positions
  - 2. Attesting to the fact that they were not:
    - a. a participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the Corporation which has resulted or could result in person benefit to them, and
    - b. a recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the Corporation.
- B. After disclosure of a potential conflict of interest a Director or Officer may not:
  - 1. Make motions or recommendations that would create a conflict of interest.
  - 2. Participate in any vote that would create a conflict of interest.
  - 3. Participate in discussion that would sway the vote.
- C. The Corporation and all its Members, Directors, Officers or Agents will avoid all conflicts of interest and the appearance of conflicts of interest.
- D. An undisclosed or improperly handled conflict of interest may be grounds for discipline up to and including removal in accordance with the policies outlined in these By-laws, the Articles of Incorporation, and other resolutions duly approved by the Board of Directors.

**Article XVI - Corporate Property**

*Section 1 - Corporate Name, Logos and Intellectual Property*

- A. SNAPI shall maintain sole and exclusive right to the use of its corporate name and all other event names, logos and intellectual property as designated by the Board of Directors.
- B. Use of any of these for promotion, advertising, fund-raising, and/or any type of solicitation must be pre-approved in advance by the Board of Directors.

*Section 2 - Records and Property*

- A. SNAPI shall maintain ownership of all property purchased by or donated to the Corporation, unless a majority of the Board of Directors authorizes that property to be sold or gifted to another individual or organization.

- B. SNAPI shall maintain sole and exclusive ownership of all records of the Corporation including, but not limited to, meeting minutes, budgets, books of fiscal accounting, contracts, correspondences, and all other written or electronic records of the organization's activities and/or plans for furthering of its purposes.
- C. Any individual in possession of the above who severs their ties to the Corporation, either through death, removal or resignation, must return all such items to an Officer of the Corporation.

## **Article XVII - Amendments and Additions**

### *Section 1 - Amendments*

- A. The By-laws of the Corporation may be repealed, altered or amended, or substituted by a two-thirds (2/3) majority vote of the Board of Directors present, provided:
  - 1. A quorum is present in accordance with Article V, Section 4.
  - 2. The amendments are presented at the Annual Meeting as described in Article IX.
- B. The By-laws of the Corporation may not be altered in such a way as to make any purposes or execution of such purposes illegal under Federal, State or Local law.

### *Section 2 - Adoption and Effective Date*

- A. Any Amendments to these By-laws approved in the manner prescribed above will become effective immediately unless otherwise specified in the resolution to approve said amendments.
- B. Properly adopted amendments supersede any and all previous By-laws and all resolutions inconsistent herewith.

### *Section 3 - Distribution of By-laws*

- A. A copy of the most current By-laws must be distributed to all newly elected Directors or Officers within sixty (60) days of their election.
- B. A copy of amended By-laws will be distributed to all Officers and Directors within sixty (60) following the adoption of any amendments.
- C. Members of the Corporation or members of the public must be provided with a copy of the By-laws within ten (10) days of a written request being made to any Officer of the Corporation.

**Motion Amending By-laws of the Southern Nevada Association of Pride, Inc.**

*Adopted on August 17<sup>th</sup>, 2010*

Be it known that on the 17<sup>th</sup> day of August, 2010 , at a duly and properly scheduled Annual Meeting of the Board of Directors, wherein a quorum was present, upon motions made and passed, the Corporation's By-laws were amended. The preceding By-laws are a complete and accurate copy of those motions.

*Certification by Officers*

We, the undersigned, president and secretary of the Southern Nevada Association of Pride, Inc., hereby certify that the attached By-laws are duly amended and adopted on August 17<sup>th</sup>, 2010.

President: \_\_\_\_\_

Secretary: \_\_\_\_\_