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

4001 S. Decatur Blvd. #37-540 Las Vegas, NV 89103-5800
(866) 930-3336

By-Laws of the Corporation originally adopted March 16, 1995

Amended December 13, 2023

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 has adopted a DBA of (Doing Business As) "Las Vegas PRIDE".

Article II – Corporate Offices

Section 1 – Principal 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 principal 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 – Vision Statement

A. The Vision Statement of the Southern Nevada Association of PRIDE, Inc. is to solidify and empower the LGBT+ community of Southern Nevada, to work together toward a culture of diversity and acceptance in the form of an annual Parade and Festival.

Section 3 - Mission Statement

A. Las Vegas PRIDE amplifies the voice of the LGBTQIA+ community of Southern Nevada. We uplift the community through ongoing events. We celebrate our diversity at our annual Parade and Festival. We tell our stories through our Magazine, website, and social media.

Section 4 - 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 plus 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.
    2. The Board of Directors may not approve such objectives as would conflict with Article III, Section 4 (A).

Section 5 - 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 20% of available resources) of the activities of the Corporation shall be to attempt to influence legislation as defined by the Internal Revenue Code for 501(c)(3).

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 (or the corresponding provisions of any future United States Internal Tax Revenue Laws).

E. This Corporation shall not, except to an insubstantial 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 to Second and Third Tiers 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.

B. In the event that the Board of Directors consists of 15 or more persons a quorum is one third plus one.

Section 6 – Majority Vote

A. When used in this document refers to a simple majority which is defined as 50% plus one 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 - Members

A. Member can be 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 Associate Board and/or Advisory Board as described in Article VIII, Section 3.

Section 2 – Voting

A. Members have no vote on issues presented before the Board of Directors of SNAPI.

Section 3 - Attendance

A. Members are welcome to attend any public meetings of the Corporation, at which they may provide input and contribute to the discussion.

B. 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 three (3) persons.

B. The Board of Directors shall be divided into three (3) tiers

1. First Tier – Associate Board & Advisory Board
2. Second Tier – Board of Directors
3. Third Tier – Executive Board

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 by majority vote.

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 by majority vote.

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 notice of 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.

I. Attend retreats, board development and other board activities as deemed appropriate.

J. Review agenda items and supporting materials prior to board and committee meetings.

K. To take a financial interest in the success of the Organization by giving or getting a minimum of $2,000 annually.

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, gender identity and/or expression, 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 Second and Third Tier Directors and legal representatives of the Board of Directors.

B. To the extent that qualified persons are available, the Board of Directors shall be representative of all segments of the LGBT+, and straight ally population of the State of Nevada.

C. Each person who presents themselves 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 official meeting called to Order 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, an email poll may be administered by the Secretary if all of the Board of Directors have been telephoned. Responses must be received within a 24-hour period, or the response will be counted as an abstention.

1. The President or Vice-President must authorize the poll.
2. If it is determined that a majority of board members did not vote in the poll, the decision is declared invalid.
3. The Board may take such actions as are necessary to limit or control email polls.
4. If no responses, a phone poll will be administered.

Section 5 - Election/Appointment and Term of Office

A. The term of office for each elected Tier Two and Three 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. Tier One shall be until the next Annual Meeting of the Board of Directors.

B. A Tier Two and Three Director may be elected to one (1) or more successive terms in office.

C. The current Second and Third Tier Board of Directors shall elect Tier One Directors at any time.

D. The current Board of Directors shall elect Tier Two and Three Directors 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.

E. In the event that there are not at least three (3) continuing Second and Third Tier Directors at the time of the Annual Meeting, elections will be conducted by a majority vote of the current Directors in attendance.

F. Newly elected Board Members must serve one full year on the Board of Directors before they may be nominated or elected to the Executive Board of Directors. In the event that the Board of Directors is unable to fill all Executive Board of Director positions, a motion may be made to temporarily waive this requirement 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 their resignation and resume their position if done prior to the effective date as stated in the letter. After the effective date, they 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 their 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 establishment of malicious intent toward the welfare of the Corporation and its purposes or towards the LGBT+ community or any segment thereof;
   4. By establishing a vote of "no confidence" in the Director's ability to perform functions essential to their role.
   5. Any violation(s) to the Board of Directors' Code of Conduct, Bylaws, and/or SOP's.

B. The process to discipline or remove an elected member of the Corporation shall be considered fair and reasonable if:
   1. A motion to **suspend**, citing Charges and Specifications, be approved by a two-thirds (2/3) vote of the Board of Directors;
   2. The member **is** expelled immediately, **and** is notified in writing no more than five (5) days after the effective date of removal;
   3. **A review hearing is scheduled within 2 weeks of suspension vote passing, at which time final disciplinary action is recommended. Potential outcomes include:**
      a. **Reinstatement with no disciplinary action**
      b. **Reinstatement with recommended disciplinary action**
      c. **Dismissal from the organization**
   4. A motion to carry out the recommended disciplinary action is approved by a two-thirds (2/3) vote of the Board of Directors. *****Note: A 2/3 majority vote must be reached in order for the matter to be settled**

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. Should attend all Board meetings in accordance with the Attendance Policy.
11. Shall be the Corporation's spokesperson.
12. Shall act as or appoint the Corporation's liaison to the community and media representatives.
13. Only the President may make public statements on behalf of the Corporation, unless an appointment has been made by the President.
14. Shall be kept informed of all activities by all committees.
15. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.
16. Shall ensure taxes have been properly submitted to the IRS at least 30 days prior to their due date.

B. 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 in order to provide necessary support to ensure the President is able to properly and promptly sign as the authorized agent, 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. Should attend all Board meetings in accordance with the Attendance Policy.
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.
9. Shall provide necessary support to ensure the President is able to properly submit taxes to the IRS at least 30 days prior to their due date.

C. Secretary

The duties of the secretary are as follows:

1. In the absence of the Vice-President, inability of the Vice-President to act, refusal of the Vice-President to act, or at the direction of the Vice President, shall perform the duties of the Vice-President.
2. Shall provide necessary support to the President to handle all correspondence and communication as deemed necessary by the Board of Directors.

3. Shall inform the Board of Directors of any incoming and/or outgoing correspondence.
4. Shall ensure that all legal in-coming and out-going correspondence become a part of the Corporate Records.
5. 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.
6. 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.
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. Should attend all Board meetings in accordance with the Attendance Policy.
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.
16. Shall maintain tax records and ensure Form 990 posting to the organization website (omitting Schedule B).
17. Shall actively maintain annual business operational licenses including:
    a. Secretary of State – Annual List of Officers
    b. State of Nevada Taxation – Tax Exempt
    c. Clark County – Charitable Organization Business License
    d. Clark County – Professional Promoter License
    e. Clark County – Doing Business As
    f. Federal Government – 501(c)(3)
    g. Insurance – Officers and Annual Event
18. Shall retain the following documents in accordance to the time requirements listed below:
    a. Accounts Payable Ledgers and Schedules (7 Years)
    b. Audit Reports (Permanently)
    c. Bank Reconciliations (2 Years)
    d. Bank Statements (3 Years)
    e. Canceled Checks (For Important Payments and Purchases) (Permanently)
    f. Expired Contracts, Mortgages, Notes and Leases (7 Years)

g. Active Contracts (Permanently)
h. General Correspondence (2 Years)
i. Legal and Other Important Correspondence (Permanently)
j. Customer & Vendor Correspondence (2 Years)
k. Deeds, Mortgages, and Bills of Sale (Permanently)
l. Depreciation Schedules (Permanently)
m. Duplicate Deposit Slips (2 Years)
n. Employment Applications (3 Years)
o. Expense Analysis/Distribution Schedules (7 Years)
p. Year-End Financial Statements (Permanently)
q. Expired Insurance Policies (3 Years)
r. Insurance Records, Current Accident Reports, Claims, Policies, Etc. (Permanently)
s. Internal Audit Reports (3 Years)
t. Inventories of Products, Materials, and Supplies (7 Years)
u. Invoices (To Customers, From Vendors) (7 Years)
v. Meeting Minutes, Bylaws and Charter (Permanently)
w. Patents and Related Documents (Permanently)
x. Payroll Records and Summaries (7 Years)
y. Terminated Employee Personnel Files (7 Years)
z. Retirement and Pension Records (Permanently)
aa. Tax Returns and Worksheets (Permanently)
bb. Timesheets (7 Years)
cc. Trademark Registrations and Copyrights (Permanently)
dd. Withholding Tax Statements (7 Years)

D. Treasurer

The duties of the treasurer are as follows:

1. In the absence of the Parliamentarian, inability of the Parliamentarian to act, refusal of the Parliamentarian to act, or at the direction of the Parliamentarian, shall perform the duties of the Parliamentarian.
2. Shall be the Chief Financial Officer of the organization.
3. Shall be the chairperson of the Finance Committee.
4. Shall give and receive receipts for funds due and payable to the Corporation.
5. 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.
6. Shall keep accurate inventory of all merchandise and assets of the Corporation.
7. 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 submitted within 60 days of the close of the previous fiscal year.
8. Shall provide a current written financial report detailing all financial transactions at least once per month in a public Board of Directors meeting.
9. Should attend all Board meetings in accordance with the Attendance Policy.
10. Shall work to establish and maintain good working relationships with similar organizations.
11. Shall perform all duties incident to the office and such other duties as may be

prescribed from time to time.

12. May not have direct access to any liquid financial asset of the organization; nor can they be an authorized signer for financial assets.
13. Must prepare and maintain the organization's annual budget by no later than the fifteenth day of the first month of the new fiscal year; to be adjusted monthly to ensure fiscal success.

E. Parliamentarian

The duties of the Parliamentarian are as follows:

1. In the absence of the Secretary, inability of the Secretary to act, refusal of the Secretary to act, or at the direction of the Secretary, shall perform the duties of the Secretary.
2. To offer advice to any member desiring help on motions or other parliamentary procedures.
3. Shall attend all meetings of the Corporation as described in Article IX and will give necessary advice in parliamentary procedure when requested.
4. Shall call to order the Annual Meeting or Election Meetings of the Board of Directors, conduct election of Directors and Officers, and give instructions in procedure.
5. Shall review bylaws and standing rules annually.
6. Shall be responsible for ensuring that meetings run in accordance with *Robert's Rules of Order*, By-laws, Standard Operating Procedures, Nevada Revised Statutes, and other standing rules as agreed upon by the Board of Directors.
7. Shall be responsible for time limitations on agenda items and holding speakers accountable to keep on time as listed on the agenda.
8. Shall work to establish and maintain good working relationships with similar organizations.
9. 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.
10. 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.
11. Should attend all Board meetings in accordance with the Attendance Policy.
12. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time.

Section 3 - Additional Positions

A. 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 their 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 their resignation and resume their position if done prior to the effective date 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.

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 Officer of their removal.

C. In the event that the President is removed, the Vice-President must perform the duties of the President described above.

D. An Officer may be removed from their position of Office yet remain on the Board of Directors, at the discretion 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 President may appoint, and approved by majority vote of the Board of Directors, a qualified individual to serve until the next Annual Meeting.

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: Executive & Finance; Fundraising, Sponsorship & Budget; Parade & Festival (Program); Marketing & Communications; Special Events & Community Involvement

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, including non-Directors, 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 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.

H. All Standing Committees shall prepare and present standard contracts in any agreement in which SNAPI would be entered into and bear any financial or shared liability to be approved by the Board of Directors.

Section 2 - Special Committees

A. The Board of Directors may, by resolution, designate and appoint one or more special committees.

B. Each Special Committee shall consist of at least one (1) or more Directors.

C. The duties of the Special Committees shall be described in the resolution creating such committees.

D. The Board of Directors must appoint chairperson(s) of each Special Committee.

E. The Chairperson of each committee may appoint other non-Directors and parties of interest to serve on these committees and be announced at the next General Board Meeting.

F. 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 Nonprofit Corporation Act.

G. All Special Committees shall meet as deemed necessary by the Board of Directors and the members of each committee.

H. 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 until the next Annual Meeting.

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. Past Presidents in good standing may serve as Advisory Board Members. They retain the same duties and responsibilities as Directors; however, they do not hold voting privileges.

D. Advisory Board Members, excluding past Presidents, may be re-appointed onto the Advisory board at each Annual Meeting.

E. Advisory Board Members may be removed by simple majority by the Board of Directors.

Article IX – Meetings

Section 1 - Board of Directors Meetings

A. At least six (6) public meetings of the Board of Directors shall be held per year. At least six (6) workshop meetings shall be held per year (these may be open or closed meetings).

B. All General Meetings of the Board of Directors shall be announced at least five (5) days in advance and, as reasonable, published for the general public.

C. Meetings that fall on or near holidays may be canceled at the discretion of the Board of Directors by majority vote.

D. Board of Directors' General and Annual 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 but not limited to: 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 at a location and on a date and time approved 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 their 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, 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 one (1) days prior to the Special Meeting. The purpose of the meeting need not be specified in the notice.

C. Special Meetings need not be open to the public and can be treated as Executive Session.

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 be approved by the Board, then be signed by the President and both the Secretary and committee chairperson, (except where otherwise stipulated in these By-laws, SOP's or the Articles of Incorporation), then executed by the President, or Vice-President, and the Secretary.

1. The President, as Chief Executive Officer, must legally represent the organization.

Section 2 - Signing of Checks and Notes

A. Checks, notes, drafts, and other demands for money shall be signed by any of the Officers of the Corporation, and the Board of Directors may, at their discretion, charge additional Director(s), and/or an approved individual with the power to sign such items with the exception of the Treasurer. The Treasurer shall never have signing privileges or access to liquid assets of the organization in accordance with Article XII, Section 2.

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 in accordance with the SOP's.

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 of a simple majority of the Board of Directors.

Section 3 - Compensation

A. Officers, Directors, and Members of the Corporation shall serve without compensation, except that they shall be allowed reasonable advancement, reimbursement for the actual and necessary expenses incurred in the performance of their regular duties, or compensation for necessary performance outside 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. Approved 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 invest funds on behalf of the Corporation.

C. Corporate funds may remain un-invested to the extent deemed advisable by the Board of Directors.

Article XII - 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 XIII - 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. In any instance in which they are inconsistent with these By-laws, the Articles of Incorporation, or with the Standard Operating Procedures of the Corporation, the corporate documents shall govern.

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 XIV - Conflicts of Interest and Confidentiality

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 exists when there is the potential for interests to be at odds.
2. A conflict of interest exists regardless of the outcome of a situation. Because the process of how the decision is made is of importance, a conflict may exist even when the Corporation benefits.

Section 2 - Disclosure & Conflict of Interest

A. Directors and Officers must disclose activities or conduct which could be perceived to be potential conflicts of interest to the Board of Directors.

This includes:

1. Using the position with the Corporation or confidential knowledge gained as a Board Member, Committee Chair, or Committee Member, or Volunteer for personal or professional benefit. The Corporation's interest will be the priority within the role of the Organization.
2. Identifying organizations in which they currently hold volunteer, board, or

staff positions.

3. Attesting to the fact that they were not:
    i. 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 personal benefit to them, or;
    ii. 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.

Section 3 – Confidentiality

A. Must maintain confidentialities established by the Corporation and those of common sense such as, but not limited to:
    1. Personnel matters,
    2. Organizational matters,
    3. Creative or other intellectual, and
    4. Personal information about the Corporation.

B. Will not share any confidential information with any non-Corporation persons, nor with other Board members, Associate and/or Advisory Board Member, Committee Chairs, or Committee Members for which that information is not intended. Disclosing confidential information is subject to disciplinary action.

C. Will not disclose through any means or methods the names of financial contributors, unless authorized by the Board of Directors or the information is already public. Must exercise good judgment in discussing the Corporation and its activities.

D. Because information is created for the Corporation, it is valuable to the Corporation; as such, sharing this information outside would be wrongful and could cause harm to the Corporation.

E. Both during and after the period of involvement with the Corporation, information must be kept confidential.

F. After the period of involvement, any physical or digital confidential information and property shall be returned to the Corporation. Any electronic material must be destroyed or returned as instructed by the Board of Directors.

Article XV - 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 by majority vote.

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, intellectual property (included but not limited to any media items created, designed, and/or built for the Corporation, regardless of who created it), physical property (included but not limited to any physical items designed, created, and/or built with materials paid for by the Corporation), 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 within ten (10) days of vacancy.

Article XVI - Amendments and Additions

Section 1 - Amendments

A. The By-laws of the Corporation may be repealed, altered, amended, or substituted by a two-thirds (2/3) majority vote of the Board of Directors present, provided:

1. A quorum is present.
2. The amendments must be presented at the Annual Meeting.

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 upon the next General Meeting of their election.

B. A copy of amended By-laws will be distributed to all Officers and Directors upon the next General Meeting 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 thirty (30) 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 November 20, 2019*

Be it known that on the 20th day of November 2019, 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 *November 20, 2019*.

President:

Secretary: