St. Cloud Pride

By-Laws

Approved – November, 12th, 2024

St. Cloud Pride

B Y L A W S

Article I. Name and Purpose

Section 1 - Name:

The name of this organization shall be St. Cloud Pride.

Section 2 – Purpose:

The purpose of St. Cloud Pride shall be:

- Contribute to the educational awareness of lesbian, gay, bisexual, queer, asexual, transgender and allied (LGBTQIA2S+) people in our community.
- Provide a forum for the discussion and organization of activities, programs, and education for LGBTQIA2S+ people in our community.
- Provide a safe event(s) during the year to celebrate diversity within our community.
- Support and advocate for other marginalized communities in Central Minnesota.

Article II. Mission

To create safe and affirming spaces, partnerships, and educational opportunities to combat discrimination and empower LGBTQIA2S+ individuals in Central Minnesota.

Members of St. Cloud Pride range from all aspects of the LGBTQIA2S+ community and pride themselves to be associated with the LGBTQIA2S+ community.

Article III. Membership

Section 1 - Eligibility for Board of Directors Membership:

Board of Directors Membership shall be open to any interested individual in the Central Minnesota's Area community. To be eligible, the individual(s) must be fully supportive of the LGBTQIA2S+ community and have the desire to actively help carry out the mission of this organization.

A guest is considered to be any community member who attends a St. Cloud Pride meeting that has not been elected to the Board of Directors.

Section 2 – Rights of Board Members and Guests:

Board Members and guests have the right to voice their ideas, opinions, and thoughts, and will be treated with dignity and respect by other members. Board members retain the right to vote at all meetings in which they are present.

Section 3 – Attendance list:

An attendance list (including both the Board of Directors and guests) will be maintained for attendance purposes. This list will be managed by the Secretary.

Article IV. Board of Directors

Section 1 - Board role, size and compensation:

The Board of Directors is responsible for the overall policy and direction of St. Cloud Pride. The Executive Board of Directors of St. Cloud Pride shall consist of the Chair, Vice-Chair, Former Chair, Secretary, and Treasurer. The General board of directors shall consist of up to eleven (11) At Large members. The Board of Directors receives no compensation other than reasonable expenses approved by the Board of Directors.

Section 2 – Officers and Duties:

There shall be up to sixteen (16) members/positions of the Board of Directors, consisting of a chair, vice-chair, former chair, secretary, treasurer and eleven (11) At-large members. Their duties are as follows:

The Chair shall convene regularly scheduled Board of Directors meetings, shall preside or arrange for other members of the Board of Directors to preside at each meeting in the following order: vice-chair, secretary, treasurer. Will sign all official documents submitted by the secretary for the purpose of communication and solicitation of funds. The chair is a non-voting Board of Directors member, unless there is a tie, and then shall be the tie breaking vote.

The Vice-Chair shall perform all duties of the Chair in their absence, and act as an advisor to fellow Board members. The Vice-Chair shall obtain all permits, regulations and insurance pertaining to any and all pride events, and ensure said permits and insurance remain current.

The former-chair is an advisory position. If this position becomes vacant, it will remain open until the next chair moves to this position.

The secretary shall be responsible for keeping records of Board of Directors actions, including overseeing the taking of minutes at all Board of Directors meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board of Directors member, tracking attendance, and assuring that all records are maintained.

The treasurer shall receive all monies due to St. Cloud Pride and to give receipt of the same. The treasurer shall keep an accurate account of the same and pay all orders drawn on them and ordered paid by the Board of Directors and signed by the chair. The treasurer shall make a report at each Board of Directors meeting. The treasurer shall chair the finance committee, assist in the

preparation of the budget, help develop fundraising plans, and make financial information available to Board of Directors members and the public.

At-Large Members shall be responsible for duties assigned by the Chair from time to time.

All members of the Board of Directors shall review and sign the "Board Member Expectations" policy attached hereto as Exhibit A.

Section 3 – Terms and Term Limits:

The Chair shall serve a two-year term. When term is complete, they may become the Former Chair or may be re-elected to Chair or another position.

The Vice-Chair, an elected position, shall serve a two-year term. At the end of the term, they can be elected as Chair or any other position.

The Former Chair shall serve a one- or two-year term and is eligible to be elected and hold other board positions.

Treasurer and Secretary, both elected positions, shall serve two-year terms and are eligible for re-election. The Secretary Term shall start on the even years, and the Treasurer Term shall start on the odd years.

At Large members, also elected positions, shall serve a two-year term and are eligible for re-election.

Executive Board Members (elected positions of Chair, Vice-Chair, Secretary, and Treasurer) may only serve on the Executive Board (in any capacity) for six (6) consecutive years, at which time that individual must take a one (1) year sabbatical from holding an Executive Board position. In the event an Executive Board position was fulfilled mid-term (due to a vacancy of a previously elected board member), the Board of Directors will have discretion in determining if that time may count against the six (6) year term limit.

Section 4 – Meetings and notices:

The Board of Directors shall meet once monthly, at an agreed upon time and place.

Sub section 4a. Special Meetings:

Special meetings of the Board of Directors shall be called upon the request of the chair, or one-third of the Board of Directors. Notices of special meetings shall be sent out by the Secretary to each Board of Directors member at least one week in advance.

Section 5 – Board of Directors elections:

During the November meeting, the Board of Directors shall elect new board members to replace those whose terms will expire at the end of December. This election shall take place during a regular meeting, called in accordance with the provisions of these bylaws.

Section 6 – Election procedures:

New Board of Directors members shall be elected by a majority of the Board members present at each November meeting. Board of Directors members so elected shall serve a term beginning on the first day of January.

Nominations for open Executive Board of Directors positions will be taken at the October meeting and will close prior to that position's election at the November meeting. Nominations can be received electronically or in person either as self-nominations or nominations by any individual who is eligible to vote at the meeting. Voting will be done one position at a time, in this order: Chair; Vice-Chair; Secretary; Treasurer; and At-Large Members. Voting will be done on a closed ballot. Votes will be counted by the two highest board members not on the ballot, if it is such that only at large members can count ballots it will be done alphabetically by last name.

Section 7 – Quorum:

A quorum of at least fifty percent of Board of Directors members is required for business transactions to take place and motions to pass.

Section 8 – Vacancies:

When a vacancy on the Executive Board of Directors exists mid-term, the secretary must receive nominations for new members from present Board of Directors members, which shall be voted on at a Board of Directors meeting. These vacancies will be filled at the discretion of the Board of Directors.

Should the position of Chair be vacated unexpectedly for any reason, the Vice-Chair, or, if the Vice-Chair declines, the longest tenured officer will act as interim Chair until a new Chair can be elected.

Section 9 – Resignation, termination, and absences:

Resignation from the Board of Directors must be in writing and received by the secretary. A Board of Directors member may be terminated from the Board of Directors by majority vote due to excess absences, which is defined as missing more than 3 of the last 5 meetings. Any member may be removed for any other reason by a three-fourths vote of the remaining Board of Directors.

Section 10 –Emergency Voting

Emergency voting may be utilized in the event of time sensitive or emergency related subjects. These votes must be initiated by the Chair and counted and recorded by the Secretary.

Article V. Committees

Section 1 – Committee formation:

The Board of Directors may create committees as needed, such as fundraising, event, public relations, etc. These sub-committees are on a voluntary basis and can nominate and suggest a chair/director.

Article VI. Amendments

Section 1 – Amendments:

These bylaws may be amended, when necessary, by two-thirds majority of the Board of Directors at the next regular board meeting. Proposed amendments must be submitted to the secretary to be sent out with regular Board of Directors announcements.

Article VII. Order of Business

Section 1 – Order of Business:

The following will be the general framework for Order of Business at the monthly Board of Directors meetings.

1. *Call the meeting to order.*
2. *Roll Call and confirmation of quorum present.*
3. *New members and guests*
4. *Additions or changes to the agenda*
5. *Approval of last meetings minutes*
6. *Treasurers Report*
7. *Old Business*
8. *New Business*
9. *Announcements*
10. *Date, Time and Location of Next Meeting*
11. *Adjournment*

Certification

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on November 12th, 2024.

Angel Hight	November 12th, 2024
Secretary	Date