**ARTICLE I: ORGANIZATION AND MISSION**

**Section 1. Name and Charter**

The name of this organization shall be Charleston Pride Festival, Inc., hereinafter referred to as “CPF.” The CPF is a non-profit corporation organized under the laws of the State of South Carolina exclusively for charitable, educational and social purposes. It may hold property and hold title to property.

**Section 2. Mission & Purpose**

Our mission is to promote the visibility of the LGBTQ community by educating society, honoring our heritage, advocating for our culture, and celebrating our diverse society.

Our purpose is to highlight the uniqueness and diversity of our community through distinct events throughout the year promoting our history and culture, including the annual Charleston Pride Parade and Festival, henceforth referred to as the “Annual Pride Event.”

**Section 3. Records, Minutes and Books**

The CPF shall keep correct and complete books and records of account; keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors; and keep at its registered or principal office a record of the names, addresses, and telephone numbers of the Board of Directors.

**Section 4. Governing Instruments**

The CPF shall be governed by its Articles of Incorporation and its Bylaws. These Bylaws shall become effective upon passage and adoption by the Board of Directors. All meetings of the CPF will be conducted using modified Robert’s Rules of Order.

**ARTICLE II: BOARD OF DIRECTORS**

**Section 1. Composition**

The Board of Directors (hereinafter referred to as “Board”) shall be constituted of fifteen (15) members. The Board shall include the following permanent members: Chairperson, Vice-chairperson, Treasurer, Secretary, Director of Sponsorships, Festival Director, Director of Communications, and Director of Outreach. The Board may designate other board members as directors of various jurisdictions. The Board may allow some members to serve as members-at-large.

**Section 2. Quorum**

In order for any business of CPF to be conducted, at least eight (8) members of the Board must be present.

**Section 3. Qualifications**

All Board members must be at least eighteen (18) years of age. All Board members must be residents of the state of South Carolina and residents of Charleston, Berkeley, or Dorchester counties.

**Section 4. Elections**

All members of the Board are elected to two year terms on the Board. At the end of a term, a member of the Board may stand for re-election. Every member of the Board is limited to a maximum of three consecutive terms on the Board. After three consecutive terms, a member of the Board may not stand for re-election; however, after a period of two years, a previous member of the Board may stand for election. A year for purposes of a term is congruent calendar year. If the Board desires for a previous Board member to return inside of the required two year absence, a simple majority vote of the Board may override the provision of the required two year absence.

At the expiration of term of a member of the Board, the member must decide whether to stand for re-election if not limited by term limits. Upon decision of the member of the Board to stand for re-election, the other members of the Board must hold a vote to re-election the member of the Board. A simple majority of members of the Board present is sufficient to re-elect the member.

In the event of a vacancy on the Board caused by either a member not standing for re-election or a member unable to stand for re-election due to term limits, the Chairperson shall appoint a Nomination Committee comprised of at least three (3) members of the Board. The Vice-Chairperson must be a member of the Nomination Committee. The Nomination Committee on behalf of the Board shall advertise the opportunity for eligible members of the public to apply for the open Board seat. The period for advertising shall be two weeks from the date the Chairperson appoints the Nomination Committee. The Nomination Committee in consultation with the Board shall establish a written application for membership on the Board. Written shall be construed liberally to include but not limit the application to an electronic version. Advertising shall include a written application for membership of the Board, inform all applicants to complete the written application, and direct an applicant to submit the applicant’s application to the Vice-Chair of the Board. Upon receipt of a written application by the Vice-Chair, the Vice-Chair shall schedule a time an interview with the applicant and the Nominating Committee. All applicants submitting applications shall receive an interview with the Nominating Committee. After interviews for all applicants have been conducted, the Nominating Committee shall hold a vote on each applicant. Each applicant receiving at least a simple majority of votes in the Nomination Committee shall be submitted to the Board. The Board will conduct a vote. If there is one applicant, that applicant shall be awarded membership on the Board. If there are two applicants for one available seat on the Board, than a simple majority vote of Board members present shall be sufficient to elect applicant to the Board. If there are more than two applicants for a seat, any applicant receiving a simple majority of votes of Board members present shall be awarded membership on the Board. If any applicant fails to secure a simple majority of votes of Board members present, the applicants receiving the top two amounts of votes shall remain on the ballot and all other names removed. Of the two remaining applicants, a simple majority of votes of Board members present is sufficient to be awarded membership on the Board. Notwithstanding any other provision in this Article, any vacancy on the Board, as long as there are at least eight (8) members on the Board, may be left unfilled on the Board. A simple majority of votes of Board members present is sufficient to refuse to select any applicant for Board membership.

The Chair shall appoint the Nominating Committee at the meeting following the Annual Pride Event if there is any vacancy on the Board. Any elections to the Board shall be held within eight (8) weeks of the Annual Pride Event.

Notwithstanding any other provision of this Section, the Board may recruit new members at any time there is a vacancy.

**Section 5. Duties of Members of Board**

Members of the Board shall attend the regularly scheduled meetings of CPF. All members of the Board must attend at least six (6) regularly scheduled meetings of CPF. All absences must be excused by the Chair. If a member of the Board incurs two (2) unexcused absences in a calendar year, the member is subject to removal. Physical presence of at a meeting may be excused at the discretion of the Chair by tele-conference by a member of the Board.

All members of the Board with the exception of members of the Executive Committee shall submit bi-weekly written reports to the Vice-Chair. “Written reports” shall be construed liberally to include but not limited to e-mails, text messages, and other forms of electronic communication.

All members of the Board shall participate in the planning and execution of CPF events including but not limited to the Annual Pride Event. Special emphasis shall be placed on the Annual Pride Event. The inability of a member of the Board to attend the Annual Pride Event is grounds for removal from the Board unless by a simple majority of other members of the Board approve the member’s reason for inability to attend the Annual Pride Event.

All members of the Board shall be required to personally donate a minimum of one thousand dollars ($1,000.00) to CPF. In lieu of a donation by a member of the Board or a business owned by a member of the Board, a member of the Board may secure sponsorships, donations, or sales of any annual publication of CPF to fulfill the requirement of an annual one thousand dollar ($1,000.00) donation to CPF.

**Section 6. Compensation**

No member of the Board will receive compensation for duties performed as a member of the Board.

**Section 7. Removal from the Board**

Any member of the Board may resign by submitting a written resignation to the Chair at any time. “Written resignation” shall be construed liberally to include but not limited to a signed letter, e-mail, or electronic message. However, a text message is insufficient to resign for the Board. Upon receipt by the Chair, the resignation is effective immediately.

Any member of the Board that fails to perform any duties listed in Article II Section 5 is subject to removal from the Board after notice of and completion of a removal hearing. The removal proceeding shall be initiated by a three-fourths vote of the Executive Committee. Any member subject to removal shall be notified by written letter signed by the Chair and sent via certified mail with return receipt requested by the United States Postal Service. The letter must include the grounds for removal and notification of the date, time, and location of the removal hearing. The removal hearing must not be held less than ten (10) days or more than twenty (20) days from the date the letter was sent to the member of the Board subject to removal. All other members of the Board shall be notified of the date, time, and location of the removal hearing via e-mail at their official CPF e-mail address.

The removal hearing shall be presided over by the Chairperson or in the case that the Chairperson is subject to removal the Vice-Chairperson shall preside over the removal hearing. At the removal hearing, the presiding officer shall present the grounds for removal. The member subject to removal shall be given an opportunity to present a defense in writing or orally to the other members of the Board. At the hearing, a three-fourths vote of the members of the Board not subject to removal who are present is necessary to remove the member.

**ARTICLE III: EXECUTIVE COMMITTEE**

**Section 1. Definition**

The Executive Committee shall consist of the following members of the Board: Chairperson, Vice-Chairperson, Treasurer, and Secretary. Each office composing part of the Executive Committee is held by a member of the Board for a period of two years. “Year” shall be defined as the time between the Board meeting immediately following the Annual Pride Event and the Board meeting following the Annual Pride Event in the subsequent calendar year.

**Section 2. Qualifications**

All members of the Executive Committee or candidates for office to the Executive Committee shall be members of the Board in good standing. In order to stand for election as Chairperson or Vice-Chairperson, a Board member shall have served on the Board for a period of one year. Year shall not be construed as a calendar year but rather as the annual life cycle of CFP activities.

**Section 3. Duties and Responsibilities**

The Chairperson shall be the chief executive officer of CPF in the absence of a chief executive officer hired by the Board of Directors. The Chairperson is responsible to guide CPF in accomplishing CPF’s Purpose, Mission, as outlined in Article I. The Chairperson shall have the signatory authority to bind CPF in contract with third parties. The Chairperson shall have signatory authority to sign checks and other financial instruments on behalf of CPF. The Chairperson shall fulfill any special duties as appointed by the Board.

The Vice Chairperson shall assist the Chairperson in the running of CPF. The Vice Chairperson shall serve as the chief operating officer in the absence of a chief operating officer hired by the Board of Directors. The Vice Chairperson shall receive the bi-weekly written reports outlined in Article II Section 5. Upon resignation or removal of the Chairperson, the Vice Chairperson shall be named Chairperson. The Vice-Chairperson shall fulfill any special duties as appointed by the Board or Chairperson.

The Treasurer shall record any and all financial transactions of the CPF. The Treasurer shall serve as the chief financial officer in the absence of a chief financial officer hired by the Board of Directors. The Treasurer shall have signatory authority to sign checks and other financial instruments on behalf of CPF. The Treasurer shall be responsible for opening, maintaining, or closing any depository account on behalf of CPF. The Treasurer must allow inspection of any and all financial records of CPF upon the request of any member of Board. Any request to view the financial records of CPF by a member of the Board must be fulfilled within five (5) days unless a written extension is granted by the Chairperson. “Written extension” shall be construed liberally to include but not limited to electronic communication. The Treasurer shall fulfill any special duties as appointed by the Board or Chairperson.

The Secretary shall create minutes of every Board meeting and submit minutes from the previous Board meeting at the start of every Board meeting. The Secretary shall file and record any necessary documents on behalf of CPF to maintain corporate status of CPF and non-profit status of CPF. The Secretary shall track the terms of all Board members as well as terms of members of the Executive Committee. The Secretary shall fulfill any special duties as appointed by the Board or Chairperson.

**Section 4. Elections**

A candidate for offices composing the Executive Committee must meet all requirements for election to the Executive Committee. Each candidate for office on the Executive Committee must be nominated by a member of the Board and seconded by another member of the Board.

For elections in which two or more board members has been nominated and seconded, each candidate will be given an opportunity to make an oral presentation to the other members of the Board on behalf of that member’s candidacy. After every candidate has given a presentation, the candidates shall exit the Board meeting. The candidates shall not vote in the election for which they are running. Voting Board members shall be allowed to discuss each candidate. If two candidates are contesting one office, a simple majority of the voting Board members is sufficient to elect a candidate. If there are more than two candidates for an office, any candidate receiving a simple majority of votes of voting Board members present shall be awarded the office. If any candidate fails to secure a simple majority of votes of voting Board members, the candidates receiving the top two amounts of votes shall remain on the ballot and all other names removed. Of the two remaining candidates, a simple majority of votes of voting Board members present is sufficient to be awarded the office. If a member runs unopposed for an office, that member shall be elected to the office.

Elections shall be held at the Board meeting immediately following the Annual Pride Event.

Members of the Executive Committee may stand for re-election or election to another office in the Executive Committee so long as the member is an eligible member of the Board.

**Section 5. Resignation and Removal**

A member of the Executive committee may resign that member’s office constituting membership on the Executive Committee by submitting a written resignation to the other members of the Executive Committee. “Written resignation” shall be construed liberally to include but not limited to a signed letter, e-mail, or electronic message. However, a text message is insufficient to resign from an office constituting part of the Executive Committee. Upon receipt by other members of the Executive Committee, the resignation is effective immediately.

In the event of resignation of a member of Executive Committee. Election for a new office shall be held at the next Board meeting according to the procedures outlined in Article III Section 4 with disregard given requirement that the election be held at the Board meeting immediately following the Annual Pride Event.

If a member of the Board is removed as prescribed in Article II Section 7, that member automatically loses membership in the Executive Committee.

**ARTICLE IV: MISCELLANEOUS**

**Section 1. Meeting Schedule**

The Board shall meet at least once a month at a time, place, and date set by the Chairperson. All members of the Board must be given at least twenty (20) days notice of a monthly meeting. The meeting following the Annual Pride Event must be held within four (4) weeks of the Annual Pride Event. A special meeting may be called by four members of the Board by submitting a request to the Chairperson. The Chairperson will designate the place, time, and date of a special Board meeting. A special meeting will be held within ten (10) days but no sooner than three (3) days of receipt of the written requests by the Chairperson. “Written request” shall be construed liberally to include but not limited to a signed letter, e-mail, or electronic message. However, a text message is insufficient to request a special meeting.

**Section 2. Votes Required.**

In addition to any votes required as outlined in Article II and Article III, the Board must vote on the following issues:

A simple majority vote of Board members present is needed to create and execute events for CPF and associate CPF with any event or organization.

In order to amend the bylaws of CPF, a member of the Board must propose the amendment in writing to every other Board member. The Board will debate the amendment at the Board meeting following the Board meeting after the amendment is proposed. A two-thirds vote of Board members present is necessary to pass an amendment to the CPF bylaws. “Written amendment” shall be construed liberally to include but not limited to a signed letter, e-mail, or electronic message. However, a text message is insufficient to propose a written amendment.

In order to dissolve CPF, notwithstanding the provision in Article II Section 2, at least twelve (12) members of the Board must be present in order to debate and vote on dissolving CPF. A member of the Board must motion for dissolution in writing to every other Board member. The motion to dissolve CPF will be debated and voted on at the Board meeting following the Board meeting after the amendment is proposed. It requires a unanimous vote of all Board members present to dissolve CPF. “Motion for Dissolution” shall be construed liberally to include but not limited to a signed letter, e-mail, or electronic message. However, a text message is insufficient to make a motion for dissolution.

At any time in which there is a tie in voting, the issue shall be subject to additional discussion for a time period not to exceed fifteen (15) minutes and followed by another vote. If the subsequent vote results in a tie, the issue shall be decided by the Chairperson’s vote.