

Official Bylaws Adopted By Pride Northwest, Inc. 2008

ARTICLE I: NAME.

The name of the Corporation is Pride Northwest, Inc.

ARTICLE II: OFFICES.

The Corporation shall maintain a valid mailing address within the State of Oregon.

ARTICLE III: PURPOSE.

The Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which are for profit, for which Corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

The Corporation's primary purposes shall be, but are not limited to:

- Produce and organize events and activities to celebrate the Pride of the Sexual Minority Community, especially in commemoration of the Stonewall Resistance;
- Produce and organize events and activities which promote the social and civil rights of the Sexual Minority Community;
- Educate and inform the general public about the social rights, the civil rights, and the contributions of the Sexual Minority Community.

ARTICLE IV: NONMEMBERSHIP.

The Corporation shall have no members.

ARTICLE V: BOARD OF DIRECTORS.

Section 1. Duties.

The affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number.

The number of Directors may vary between a minimum of four and a maximum of fifteen.

Section 3. Term and Election.

The term of office for Directors shall be two years. The two-year terms of office shall begin staggered so that approximately one-half of the Directors' terms of office expire each year.

To initiate the staggered term cycle, upon adoption of these bylaws the up to half of the current Directors shall be designated to serve a one year term. A Director may be reelected without limitation on the number of terms he or she may serve.

Election of Directors shall take place each year within ninety days of the Pride celebration. A board member term shall be from the day they are elected through the end of the 90 days past the pride event. The board shall elect its own members. Directors shall be reelected by a majority of all Directors then in office.

Section 4. Removal.

Any Director may be removed, with or without cause, by a vote of two-thirds of all Directors then in office.

Section 5. Vacancies.

Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of all Directors then in office. The term of office shall be until the second regularly scheduled election of Directors.

Section 6. Quorum and Action.

A quorum at a board meeting shall be a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the Directors in office, such action shall be taken by that majority as required by law.

Section 7. Regular Meetings.

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required.

Section 8. Special Meetings.

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors or by the President. Notice of such meetings, describing the time, place, and purpose of the meeting, shall be given to each Director not less than two days prior to the special meeting.

Section 9. Meeting by Telecommunication.

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may clearly communicate with each other.

Section 10. Compensation.

Directors shall not receive financial compensation for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. Action by Consent.

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Section 12. Attendance Committee Participation.

Directors shall be required to inform the Vice President of the Board if they will not be in attendance at a board meeting.

Section 13. Committee Participation.

Directors are required to participate on at least one board committee or to act as an Officer of the Board.

ARTICLE VI: COMMITTEES

Section 1. Executive Committee.

The Board of Directors shall establish an Executive Committee. The Executive Committee shall be comprised of the President, Vice President, Secretary, and Treasurer. Other Directors may be elected to the Executive Committee by a majority vote of all Directors then in office.

The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. Other Committees.

The Board of Directors shall establish such other committees, as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors as directed by the Board of Directors.

Section 3. Composition of Committees Exercising Board Functions.

Any committee that exercises any function of the Board of Directors shall be composed of two or more people and shall include at least one Director, elected by the Board of Directors.

Section 5. Quorum and Action.

A quorum at a committee meeting exercising Board functions shall be a majority of all active committee members immediately before the meeting begins. If a quorum is present, action is taken by a simple majority vote of committee members present.

Section 6. Limitations on the Powers of Committees.

No committee may authorize payment of a dividend or any part of the assets of the Corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors. The Board of Directors is not bound by the decisions of any committee, except those decisions explicitly delegated to the committee by the Board of Directors.

ARTICLE VII: OFFICERS

Section 1. Titles.

The officers of this Corporation shall be the President, Vice President, Secretary and Treasurer.

Section 2. Election.

The Board of Directors shall elect the President, Vice President, Secretary and Treasurer to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve. Officer elections must take place after the annual election of Directors and before the last day of the fiscal year.

Section 3. Vacancy.

A vacancy of the office of President shall be immediately filled by the Vice President. A vacancy of the office of Vice President, Secretary or Treasurer shall be filled no later than the first regular meeting of the Board of Directors following the vacancy. The term of office shall continue until the next regularly scheduled election of Officers.

Section 4. Other Officers.

The Board of Directors may elect or appoint other Officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President.

The President shall be the chief officer of the Corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. Vice President.

The Vice President shall act in the place of the President in the President's absence. Additionally, the Vice President shall perform, or cause to be performed, the following duties:

- Developing the meeting agendas;
- Schedule meetings of the Board of Directors and of the Executive Committee and arrange for a suitable meeting location;
- Chair meetings as needed;
- Any other duties as may be prescribed by the Board of Directors.

Section 6. Secretary.

The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties:

- Official recording of the minutes of all proceedings of the Board of Directors meetings and actions;
- Provision for notice of all meetings of the Board of Directors;
- Authentication of the records of the Corporation;
- Maintenance, safeguarding and promulgation of official Corporation documents, to include the Articles of Incorporation, Bylaws, Minutes Policy Book, and the changes and amendments to said documents;

and

- Any other duties as may be prescribed by the Board of Directors.

Section 7. Treasurer.

The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- Keeping of full and accurate accounts of all financial records of the Corporation;
- Deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors;
- Disbursement of all funds when proper to do so
- Preparing and filing of financial reports, forms and documents to various government organizations as required by law or regulation;
- Making financial reports as to the financial condition of the Corporation to the Board of Directors;

and

- Any other duties as may be prescribed by the Board of Directors.

ARTICLE VIII. CORPORATE INDEMNITY.

The Corporation shall indemnify its officers and Directors to the fullest extent allowed by Oregon law.

ARTICLE IX. PROXY VOTE.

A Director may vote by proxy to elect, reelect, or remove a Director or Officer; or to adopt or amend the Bylaws. To exercise a proxy vote, the Director voting by proxy shall designate in writing a Director present at the election to act as a representative. The designated Director will cast the vote of the Director voting by proxy. There shall be no proxy for voting other elections or decisions.

ARTICLE X. FINANCIAL PROCEDURES

The board of Pride Northwest Inc. shall follow the financial procedures as outlined in the Financial Procedures (Appendix A).

ARTICLE XI. CODE OF CONDUCT

The board of Pride Northwest Inc. shall follow the code of conduct set forth within the Code of Conduct (appendix B) and shall operate with the laws of the State of Oregon.

ARTICLE XII. AMENDMENTS TO BYLAWS.

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of Directors then in office. Prior to the adoption of an amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

APPENDIX A Financial Procedures

Per its commitment to fiscal responsibility Pride Northwest, Inc. (the Corporation) has adopted the following Financial Procedures:

CHECKING ACCOUNTS

1. Signers on all Accounts held by Pride Northwest, Inc.

The President, Vice President, Secretary, Treasurer shall be signers on the account.

2. Number of Signers required

All checks, written on behalf of the Corporation, require a minimum of two signatures.

The Treasurer, as a signer on the account, is enabled to access information from financial institutions, necessary to fulfill his/her duties as Treasurer. The Treasurer is authorized to be a check signatory only when the situation is time sensitive and all other signatories have been exhausted.

DEBIT CARDS

All cards are the property of the Corporation and shall be returned to the Corporation at the Boards request and/or upon leaving the Corporation.

All transaction records shall be turned into the Treasurer at the soonest possible time and no later than the Board meeting immediately following the date of the transaction.

PERSONAL USE OF CORPORATE FUNDS.

1. The personal use of Corporation funds is strictly prohibited.

2. Violations of these Financial Procedures will result in disciplinary action up to and including all legal remedies available to the Corporation.

SIGNED AGREEMENT

All members of the Board will need to sign two (2) copies of the procedures. One (1) copy will be kept with the Administrative Staff Person in the central files and one (1) will be kept by the Treasurer.

Approved by the Corporation on March 31, 2008.

SIGNATURE

PRINT NAME

DATE

By signing I agree to the all of the aforementioned procedures.

APPENDIX B Code of Conduct

I. Overview

Pride Northwest, Inc. (Pride NW) is a highly visible organization to the greater lesbian, gay, bisexual, transgender/transsexual, youth, questioning (LGBTQ) communities of Portland, OR, and surrounding areas. Pride NW is a non-membership, volunteer board organization that organizes and produces the annual Portland Pride Festival and Parade (Pride festival) celebration.

The Pride NW board and committees manage the tasks and work throughout the year, which culminates with the weekend-long celebration in June. The expense and the work effort have increased over time. The success of the Pride festival significantly depends on the board members, the board committees and the orchestration of all the tasks.

The Pride NW executive committee, with input from the current board members, has established a formal policy to define the "Code of Conduct" expected of board members, board committee members and volunteers.

II. Code of Conduct

This code of conduct applies to the following persons or groups:

- Board members
 - Board committee chairs, co-chairs and members
 - Volunteers involved with any activity associated with Pride NW

A. Attendance

Attendance at board meetings is critical to the successful organization of the festival.

- Board members are required to attend all board meetings, regularly scheduled and specially scheduled meetings (such as the annual board retreat).
- Committee chairs (if not a board member) are required to attend all board meetings related to the planning of the Pride festival.
- If unable to attend, the Board member/committee chair must contact a board member at least 24 hours in advance. They should attempt to send an informed proxy, who is then responsible for reporting appropriate information and taking back information to the committee.
- Three unannounced, unexcused absences will result in the person's removal from the board or as a committee chair.

B. Meetings Behavior

Meetings include Board meetings, special meetings, committee meetings, retreats and any event related to Pride NW planning, organizing, policy-making, board member recruiting/interviewing, etc. Pride NW Board schedules a minimum number of meetings and the meetings have a set time allotted. Respecting each person's time and contribution is one of Pride NW's guiding principles.

- Check-in: At the beginning of every meeting, we will endeavor to have a brief personal check-in. We will go around the room and everyone can take 30 seconds to let everyone know what they are bringing to the table.
- Frame of Silence: Allow a 2-3 second period of silence after each person speaks. This allows each person to be heard fully.
- Listen attentively and respectfully.
- Aim for common goals.
- Trust that the group will come to the best decision.
- Speak honestly and respectfully.
- Take responsibility for what you bring to the room, use I-statements.
- Criticize issues, not people.
- Be prepared for meetings.

C. Pride Northwest Property

Pride NW property includes any and all information related to the planning and organizing of the Pride festival including status reports, billings, email, vendor correspondence/applications, memos, and artwork. Pride NW property also includes physical structures, furniture, facilities whether directly owned, leased, rented or donated for use by Pride NW.

- All Pride NW information is the property of Pride NW. Board, committee members do not own information related to Pride NW business.
- Pride NW information is to be handled discreetly. External publication, directly or indirectly, is not acceptable. All information should be approved by the executive committee before sending out.

D. Responsibilities

Pride NW expects each board member, committee chair, co-chair and committee member to act in a respectful and responsible manner.

- Take ownership for the clarity of information in both directions - reading and writing, speaking and hearing.
- All Pride NW business email must go through the Pride NW email accounts. Those provided Pride NW email is expected to be checked regularly and respond within 24 hours.
- Board members are expected to be available for the full Pride Festival weekend, including the 2 days prior for set up and coordination (Thu-Sun).
- Status reports are to be completed and distributed no later than 3 days prior to the next board meeting.
- Board/committee chairs/co-chairs must read status reports prior to the board meeting. They should come prepared with their questions/input.

