

WACO PRIDE NETWORK

BYLAWS

ARTICLE I. NAME OF ORGANIZATION

THE NAME OF THE CORPORATION IS WACO PRIDE NETWORK.

ARTICLE II. CORPORATE PURPOSE

SECTION 1. NONPROFIT PURPOSE

THIS WACO PRIDE NETWORK IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES, 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, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

SECTION 2. SPECIFIC PURPOSE

THE OBJECTIVE OF THE WACO PRIDE NETWORK IS TO WORK TOWARDS THE FOSTERING OF A LGBTQ COMMUNITY IN WACO AND SURROUNDING AREAS THROUGH EVENTS, FUNDRAISING, AND EDUCATION.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

THE AFFAIRS OF THE WACO PRIDE NETWORK SHALL BE MANAGED BY ITS BOARD OF DIRECTORS. THE BOARD OF DIRECTORS SHALL HAVE CONTROL OF AND BE RESPONSIBLE FOR THE MANAGEMENT OF THE AFFAIRS AND PROPERTY OF THE WACO PRIDE NETWORK. THE EXISTING MEMBERS OF THE BOARD OF DIRECTORS SHALL SELECT THE CANDIDATES FOR ELECTION TO THE BOARD.

SECTION 2. NUMBER, TENURE, REQUIREMENTS, AND QUALIFICATIONS

THE NUMBER OF DIRECTORS SHALL BE FIXED FROM TIME-TO-TIME BY THE DIRECTORS BUT SHALL CONSIST OF NO LESS THAN THREE (3) AND NOR MORE THAN FIFTEEN (15) INCLUDING THE FOLLOWING OFFICERS: THE PRESIDENT, THE VICE-PRESIDENT, THE SECRETARY, THE TREASURER, AND THE PARLIAMENTARIAN.

THE MEMBERS OF THE BOARD OF DIRECTORS SHALL, UPON ELECTION, IMMEDIATELY ENTER UPON THE PERFORMANCE OF THEIR DUTIES ALL MEMBERS OF THE BOARD OF DIRECTORS MUST BE APPROVED BY A MAJORITY VOTE OF THE MEMBERS PRESENT AND VOTING. NO VOTE ON NEW MEMBERS OF THE BOARD OF DIRECTORS SHALL BE HELD UNLESS A QUORUM OF THE BOARD OF DIRECTORS IS PRESENT AS PROVIDED IN SECTION 6 OF THIS ARTICLE.

MEMBERS OF THE BOARD OF DIRECTORS SHALL SERVE THREE-YEAR TERMS. AT THE CONCLUSION OF A TERM, MEMBERS MAY SERVE ADDITIONAL THREE-YEAR TERMS AT THE APPROVAL OF A SIMPLE MAJORITY OF THE REMAINDER OF THE BOARD.

EACH MEMBER OF THE BOARD OF DIRECTORS SHALL ATTEND AT LEAST 75% MEETINGS OF THE BOARD PER YEAR. ABSENCES MAY BE EXCUSED AT THE DISCRETION OF THE PRESIDENT OF THE BOARD.

ADHERENCE TO ALL AGREEMENTS AND CONTRACTS MADE WITH THE WACO PRIDE NETWORK, BOARD OF DIRECTORS, AND COMMITTEES SHALL BE REQUIRED OF ALL MEMBERS.

SECTION 3. REGULAR AND ANNUAL MEETINGS

AN ANNUAL MEETING OF THE BOARD OF DIRECTORS SHALL BE HELD AT A TIME AND DAY IN THE MONTH OF NOVEMBER OF EACH CALENDAR YEAR AND AT A LOCATION DESIGNATED BY THE EXECUTIVE COMMITTEE. THE BOARD OF DIRECTORS MAY PROVIDE BY RESOLUTION THE TIME AND PLACE, FOR THE HOLDING OF REGULAR MEETINGS OF THE BOARD. NOTICE OF THESE MEETINGS SHALL BE SENT TO ALL MEMBERS OF THE BOARD OF DIRECTORS NO LESS THAN TEN (10) DAYS, PRIOR TO THE MEETING DATE.

SECTION 4. SPECIAL MEETINGS

SPECIAL MEETINGS OF THE BOARD OF DIRECTORS MAY BE CALLED BY THE PRESIDENT OR ANY TWO MEMBERS OF THE BOARD OF DIRECTORS. THOSE CALLING THE SPECIAL MEETING SHALL SET THE SPECIFIC DATE FOR SUCH A SPECIAL MEETING. THE LOCATION AND TIME OF DAY OF ANY SPECIAL MEETING SHALL BE DETERMINED BY CONFERRING WITH THE REST OF THE BOARD AFTER THE CALL FOR SUCH A MEETING HAS BEEN MADE.

NOTICE OF ANY SPECIAL MEETING OF THE BOARD OF DIRECTORS SHALL BE GIVEN AT LEAST TWO (2) DAYS IN ADVANCE OF THE MEETING BY TELEPHONE, ELECTRONIC METHODS, OR BY WRITTEN NOTICE. ANY DIRECTOR MAY WAIVE NOTICE OF ANY MEETING. THE REQUIREMENT FOR MINIMUM NOTICE MAY BE WAIVED FOR ANY SPECIAL MEETING UNDER THE POLICY GUIDELINES SET FORTH BY THE BOARD. THE ATTENDANCE OF A DIRECTOR AT ANY MEETING SHALL CONSTITUTE A WAIVER OF NOTICE OF SUCH MEETING, EXCEPT WHERE A DIRECTOR ATTENDS A MEETING FOR THE EXPRESS PURPOSE OF OBJECTING TO THE TRANSACTION OF ANY BUSINESS BECAUSE THE MEETING IS NOT LAWFULLY CALLED OR CONVENED. NEITHER THE BUSINESS TO BE TRANSACTED AT, NOR THE PURPOSE OF, ANY REGULAR MEETING OF THE BOARD OF DIRECTORS NEED BE SPECIFIED IN THE NOTICE OR WAIVER OF NOTICE OF SUCH MEETING, UNLESS SPECIFICALLY REQUIRED BY LAW OR BY THESE BYLAWS.

SECTION 5. MEETING MATERIALS

MATERIALS FOR ALL MEETINGS SHALL BE PROVIDED AT A MINIMUM NUMBER OF DAYS AS SHALL BE DETERMINED BY POLICY ADDENDA.

SECTION 6. QUORUM

THE PRESENCE OF A MAJORITY OF CURRENT MEMBERS OF THE BOARD OF DIRECTORS SHALL BE NECESSARY AT ANY MEETING TO CONSTITUTE A QUORUM TO TRANSACT BUSINESS, AS DEFINED IN EXISTING LOCAL, STATE, AND FEDERAL LAWS AND THE POLICIES DEFINED IN APPROPRIATE ADDENDUM. THE ACT OF A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS PRESENT AT A MEETING AT WHICH A QUORUM IS PRESENT SHALL BE THE ACT OF THE BOARD OF DIRECTORS, UNLESS THE ACT OF A GREATER NUMBER IS REQUIRED BY LAW OR BY THESE BYLAWS. PRESENCE IS DEFINED AS PHYSICAL PRESENCE OR ELECTRONIC/VIRTUAL PRESENCE AS DEFINED BY BOARD POLICY ADDENDA.

ANY ACTION OR BUSINESS TRANSACTED TAKEN BY THE BOARD, OR A QUORUM THEREOF, OUTSIDE A MEETING OF THE BOARD OF DIRECTORS, SHALL BE SUBMITTED IN A REPORT TO BE ADDED TO THE MINUTES OF THE FOLLOWING BOARD MEETING.

SECTION 7. FORFEITURE

ANY MEMBER OF THE BOARD OF DIRECTORS WHO FAILS TO FULFILL ANY OF HIS OR HER REQUIREMENTS AS SET FORTH IN SECTION 2 OF THIS ARTICLE SHALL AUTOMATICALLY FORFEIT HIS OR HER SEAT ON THE BOARD. THE SECRETARY SHALL NOTIFY THE DIRECTOR IN WRITING THAT HIS OR HER SEAT HAS BEEN DECLARED VACANT, AND THE BOARD OF DIRECTORS MAY FORTHWITH IMMEDIATELY PROCEED TO FILL THE VACANCY. MEMBERS OF THE BOARD OF DIRECTORS WHO ARE REMOVED FOR FAILURE TO MEET ANY OR ALL OF THE REQUIREMENTS OF SECTION 2 OF THIS ARTICLE ARE NOT ENTITLED TO THE PROCEDURE OUTLINED IN SECTION 14 OF THIS ARTICLE IN THESE BYLAWS.

SECTION 8. VACANCIES

WHENEVER ANY VACANCY OCCURS IN THE BOARD OF DIRECTORS IT SHALL BE FILLED WITHOUT UNDUE DELAY BY A MAJORITY VOTE OF THE REMAINING MEMBERS OF THE BOARD OF DIRECTORS AT A REGULAR MEETING. VACANCIES MAY BE CREATED AND FILLED ACCORDING TO SPECIFIC METHODS APPROVED BY THE BOARD OF DIRECTORS.

SECTION 9. COMPENSATION

MEMBERS OF THE BOARD OF DIRECTORS SHALL NOT RECEIVE ANY COMPENSATION FOR THEIR SERVICES AS DIRECTORS.

REIMBURSEMENT MADE TO DIRECTORS FOR EXPENSES EXCEEDING \$50.00 RELATED TO THE OPERATION OF WACO PRIDE NETWORK, THE BOARD OF DIRECTORS, OR ANY OF THE COMMITTEES SHALL BE AT THE DISCRETION OF A MAJORITY OF DIRECTORS PRESENT AT ANY MEETING, REGULAR OR SPECIAL, OR ANY OTHER ALLOWED METHOD OF BOARD ACTION AS DETERMINED BY THESE BYLAWS OR PREVIOUSLY APPROVED POLICY.

SECTION 10. INFORMAL ACTION BY DIRECTORS

ANY ACTION REQUIRED BY LAW TO BE TAKEN AT A MEETING OF THE DIRECTORS, OR ANY ACTION WHICH MAY BE TAKEN AT A MEETING OF DIRECTORS, MAY BE TAKEN WITHOUT A MEETING IF A CONSENT IN WRITING, OR OTHER ACCEPTED METHOD AS SET FORTH BY BOARD POLICY, SETTING FORTH THE ACTION SO TAKEN, SHALL BE SIGNED BY TWO-THIRDS (2/3) OF ALL OF THE DIRECTORS FOLLOWING NOTICE OF THE INTENDED ACTION TO ALL MEMBERS OF THE BOARD OF DIRECTORS.

SUCH ACTION SHALL BE ENTERED INTO THE MINUTES OF THE FOLLOWING REGULAR MEETING OF THE BOARD OF DIRECTORS.

SECTION 11. CONFIDENTIALITY

DIRECTORS SHALL NOT DISCUSS OR DISCLOSE INFORMATION ABOUT THE WACO PRIDE NETWORK OR ITS ACTIVITIES TO ANY PERSON OR ENTITY UNLESS SUCH INFORMATION IS ALREADY A MATTER OF PUBLIC KNOWLEDGE, SUCH PERSON OR ENTITY HAS A NEED TO KNOW, OR THE DISCLOSURE OF SUCH INFORMATION IS IN FURTHERANCE OF THE WACO PRIDE NETWORKS' PURPOSES, OR CAN REASONABLY BE EXPECTED TO BENEFIT THE WACO PRIDE NETWORK. DIRECTORS SHALL USE DISCRETION AND GOOD BUSINESS JUDGMENT IN DISCUSSING THE AFFAIRS OF THE WACO PRIDE NETWORK WITH THIRD PARTIES. WITHOUT LIMITING THE FOREGOING, DIRECTORS MAY DISCUSS UPCOMING FUNDRAISERS AND THE PURPOSES AND FUNCTIONS OF THE WACO PRIDE NETWORK, INCLUDING BUT NOT LIMITED TO ACCOUNTS ON DEPOSIT IN FINANCIAL INSTITUTIONS.

EACH DIRECTOR SHALL EXECUTE A CONFIDENTIALITY AGREEMENT CONSISTENT HERewith UPON BEING VOTED ONTO AND ACCEPTING APPOINTMENT TO THE BOARD OF DIRECTORS. ACCEPTANCE OF AND/OR HOLDING A POSITION ON THE BOARD OF DIRECTORS SHALL CONSTITUTE EXECUTION OF SAID CONFIDENTIALITY

AGREEMENT, A PERMANENT COPY OF WHICH SHALL BE MAINTAINED IN SHARED ELECTRONIC FILES OF THE WACO PRIDE NETWORK.

VIOLATION OF SAID AGREEMENT IS A VIOLATION OF THE REQUIREMENTS LISTED IN SECTION 2 OF THESE BYLAWS AND RESULTS IN A FORFEITURE OF POSITION AS OUTLINED IN SECTION 7 OF THESE BYLAWS.

SECTION 13. PARLIAMENTARY PROCEDURE

ANY QUESTION CONCERNING PARLIAMENTARY PROCEDURE AT MEETINGS SHALL BE DETERMINED BY THE PARLIAMENTARIAN BY REFERENCE TO THESE BYLAWS AND ROBERT'S RULES OF ORDER.

IN THE EVENT THAT THERE IS DISAGREEMENT WITH THE DETERMINATION MADE BY THE PARLIAMENTARIAN, SUCH RULING MAY BE OVERTURNED BY A 75% MAJORITY VOTE.

SECTION 14. REMOVAL

ANY MEMBER OF THE BOARD OF DIRECTORS OR MEMBERS OF THE ADVISORY COUNCIL MAY BE REMOVED WITH OR WITHOUT CAUSE, AT ANY TIME, BY VOTE OF THREE-QUARTERS (3/4) OF THE MEMBERS OF THE BOARD OF DIRECTORS IF IN THEIR JUDGMENT THE BEST INTEREST OF THE WACO PRIDE NETWORK WOULD BE SERVED THEREBY. EACH MEMBER OF THE BOARD OF DIRECTORS MUST RECEIVE WRITTEN NOTICE OF THE PROPOSED REMOVAL AT LEAST TEN (10) DAYS IN ADVANCE OF THE PROPOSED ACTION. AN OFFICER WHO HAS BEEN REMOVED AS A MEMBER OF THE BOARD OF DIRECTORS SHALL AUTOMATICALLY BE REMOVED FROM OFFICE.

MEMBERS OF THE BOARD OF DIRECTORS WHO ARE REMOVED FOR FAILURE TO MEET THE MINIMUM REQUIREMENTS IN SECTION 2 OF THIS ARTICLE IN THESE BYLAWS AUTOMATICALLY FORFEIT THEIR POSITIONS ON THE BOARD PURSUANT TO SECTION 7 OF THIS ARTICLE AND ARE NOT ENTITLED TO THE REMOVAL PROCEDURE OUTLINED IN SECTION 14 OF THIS ARTICLE.

SECTION 15. EXECUTIVE AND OPEN SESSION

ALL MEETINGS OF AND INFORMAL ACTIONS OF THE BOARD OF DIRECTORS SHALL BE CONSIDERED TO BE IN EXECUTIVE SESSION EXCEPT WHEN PRIOR NOTICE IS GIVEN. SUCH NOTICE SHALL BE PROVIDED WITH ALL NOTICES OF MEETINGS AND INFORMAL ACTIONS.

ARTICLE IV. OFFICERS

THE OFFICERS OF THIS BOARD SHALL BE THE PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER AND PARLIAMENTARIAN. ALL OFFICERS MUST HAVE THE STATUS OF ACTIVE MEMBERS OF THE BOARD. NO TWO OFFICES MAY BE HELD BY THE SAME PERSON, EXCEPTING THE VICE-PRESIDENCY AS ONE OF THE TWO.

SECTION 1. PRESIDENT

THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS OF THE MEMBERSHIP. THE PRESIDENT SHALL HAVE THE FOLLOWING DUTIES:

- A. HE/SHE/THEY SHALL PRESIDE AT ALL MEETINGS OF THE EXECUTIVE COMMITTEE.
- B. HE/SHE/THEY SHALL HAVE GENERAL AND ACTIVE MANAGEMENT OF THE BUSINESS OF THIS BOARD OF DIRECTORS.
- C. HE/SHE/THEY SHALL SEE THAT ALL ORDERS AND RESOLUTIONS OF THE BOARD OF DIRECTORS ARE BROUGHT TO THE BOARD OF DIRECTORS.
- D. HE/SHE/THEY SHALL HAVE GENERAL SUPERINTENDENCE AND DIRECTION OF ALL OTHER OFFICERS OF THIS WACO PRIDE NETWORK AND SEE THAT THEIR DUTIES ARE PROPERLY PERFORMED.
- E. HE/SHE/THEY SHALL SUBMIT A REPORT OF THE OPERATIONS OF THE PROGRAM FOR THE FISCAL YEAR TO THE BOARD OF DIRECTORS AT THEIR ANNUAL MEETINGS, AND FROM TIME TO TIME, SHALL REPORT TO THE BOARD ALL MATTERS THAT MAY AFFECT THIS PROGRAM.
- A. HE/SHE/THEY SHALL BE EX-OFFICIO MEMBER OF ALL STANDING COMMITTEES AND SHALL HAVE THE POWER AND DUTIES USUALLY VESTED IN THE OFFICE OF THE PRESIDENT.
- F. HE/SHE/THEY SHALL COUNT THE VOTES FOR ALL OFFICES AT THE TIME OF ELECTION EXCEPT THE PRESIDENCY.

SECTION 2. VICE-PRESIDENT

THE VICE-PRESIDENT SHALL BE VESTED WITH ALL THE POWERS AND SHALL PERFORM ALL THE DUTIES OF THE PRESIDENT DURING THE ABSENCE OF THE LATTER.

SECTION 3. SECRETARY

THE SECRETARY SHALL ATTEND ALL MEETINGS OF THE BOARD OF DIRECTORS AND OF THE EXECUTIVE COMMITTEE, AND ALL MEETINGS OF MEMBERS, AND ASSISTED BY A STAFF MEMBER, WILL ACT AS A CLERK THEREOF. THE SECRETARY'S DUTIES SHALL CONSIST OF:

- A. HE/SHE/THEY SHALL RECORD ALL VOTES AND MINUTES OF ALL PROCEEDINGS IN A BOOK TO BE KEPT FOR THAT PURPOSE. HE/SHE/THEY IN CONCERT WITH THE PRESIDENT SHALL MAKE THE ARRANGEMENTS FOR ALL MEETINGS OF THE BOARD OF DIRECTORS, INCLUDING THE ANNUAL MEETING OF THE ORGANIZATION.
- B. ASSISTED BY A STAFF MEMBER, HE/SHE/THEY SHALL SEND NOTICES OF ALL MEETINGS TO THE MEMBERS OF THE BOARD OF DIRECTORS AND SHALL TAKE RESERVATIONS FOR THE MEETINGS.
- C. HE/SHE/THEY SHALL PERFORM ALL OFFICIAL CORRESPONDENCE FROM THE BOARD OF DIRECTORS AS MAY BE PRESCRIBED BY THE ADVISORY BOARD OR THE PRESIDENT.
- D. HE/SHE/THEY SHALL READ THE RESULTS OF ALL ELECTIONS.

SECTION 4. TREASURER

THE TREASURER SHALL ATTEND ALL MEETINGS OF THE BOARDS OF DIRECTORS. THE TREASURER'S DUTIES SHALL BE:

- A. HE/SHE/THEY SHALL SUBMIT FOR THE BOARD'S APPROVAL ALL EXPENDITURES OF FUNDS RAISED BY THE BOARD, AND PROPOSED CAPITAL EXPENDITURES (EQUIPMENT AND FURNITURE) BY THE ORGANIZATION.
- B. HE/SHE/THEY SHALL PRESENT A COMPLETE AND ACCURATE REPORT OF THE FINANCES OF THE ORGANIZATION TO THIS BOARD AT EACH MEETING OF THE BOARD, OR AT ANY OTHER TIME UPON REQUEST OF THE BOARD.
- C. HE/SHE/THEY SHALL HAVE THE RIGHT OF INSPECTION OF THE FUNDS RESTING WITH THE ORGANIZATION INCLUDING BUDGETS AND SUBSEQUENT AUDIT REPORTS.
- D. IT SHALL BE THE DUTY OF THE TREASURER TO ASSIST IN DIRECT AUDITS OF THE FUNDS OF THE PROGRAM ACCORDING TO FUNDING SOURCE GUIDELINES AND GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.
- E. HE/SHE/THEY SHALL PERFORM SUCH OTHER DUTIES AS MAY BE PRESCRIBED BY THE BOARD OR THE PRESIDENT UNDER WHOSE SUPERVISION HE/SHE/THEY SHALL BE.

SECTION 5. PARLIAMENTARIAN

THE PARLIAMENTARIAN SHALL ATTEND ALL MEETINGS OF THE BOARD OF DIRECTORS AND OF THE EXECUTIVE COMMITTEE THE PARLIAMENTARIAN'S DUTIES ARE AS FOLLOWS:

- A. HE/SHE/THEY SHALL ASSIST THE PRESIDENT WITH ISSUES OF PARLIAMENTARY PROCEDURE.
- B. HE/SHE/THEY SHALL FOLLOW THE SELECTED PARLIAMENTARY PROCEDURE MANUAL AS OUTLINED IN ARTICLE III, SECTION 13 OF THESE BYLAWS.
- C. IN THE EVENT THAT THESE BYLAWS AND WACO PRIDE NETWORK POLICIES ARE UNCLEAR FOR A PARTICULAR QUESTION, HE/SHE/THEY SHALL PROVIDE INTERPRETATION OF EXISTING BYLAWS AND POLICY.
- D. HE/SHE/THEY SHALL CONFIRM VOTES AS COUNTED BY THE PRESIDENT AND TRANSMIT THEM TO THE SECRETARY.
- E. HE/SHE/THEY SHALL COUNT VOTES FOR THE ELECTIONS OF NEW OFFICERS IN COORDINATION WITH THE PRIOR PRESIDENT EXCEPT IN THE CASE OF THE OFFICE OF THE PRESIDENT, WHEREIN THE PARLIAMENTARIAN AND TREASURER SHALL COUNT THE VOTES.

SECTION 6. ELECTION OF OFFICERS

THE BOARD SHALL SUBMIT AT THE MEETING PRIOR TO THE ANNUAL MEETING THE NAMES OF THOSE PERSONS FOR THE RESPECTIVE OFFICES OF THE BOARD. NOMINATIONS SHALL ALSO BE RECEIVED FROM THE FLOOR. THE ELECTION SHALL BE HELD AT THE ANNUAL MEETING OF THE BOARD. THOSE OFFICERS ELECTED SHALL SERVE A TERM OF TWO (2) YEARS, COMMENCING AT THE MEETING FOLLOWING THE ANNUAL MEETING AND TERMINATING UPON THEIR SUCCESSION.

THE RULES AND PROCEDURES PROVIDED IN THESE BYLAWS IN THE DUTIES FOR THE OFFICERS SHALL BE USED ONLY IN THE EVENT OF A CONTESTED ELECTION. ALL ELECTIONS SHALL BE FIRST ATTEMPTED THROUGH ACCLAMATION.

IN THE EVENT A NEW OFFICE IS ADDED TO THESE BYLAWS, THE TERM SHALL BEGIN AT THE MEETING DURING WHICH ELECTION TAKES PLACE AND SHALL, FOR ANY AND ALL PURPOSES, BE TREATED AS AN UNEXPIRED TERM. SUCH OFFICES SHALL BE SUBJECT TO THE SAME EXPIRATION DATE AS ALL EXISTING OFFICES.

OFFICERS OF THE BOARD SHALL BE ELIGIBLE FOR REELECTION TO THE SAME OFFICE FOR A MAXIMUM OF TWO CONSECUTIVE TERMS. UPON LEAVING OFFICE, THEY SHALL BE ELIGIBLE FOR THE PREVIOUSLY HELD OFFICE AFTER THE COMPLETION OF A FULL TERM OUT OF THAT OFFICE.

SECTION 7. REMOVAL OF OFFICER

THE BOARD WITH 3/4 OF THE DIRECTORS VOTING MAY REMOVE ANY OFFICER OF THE BOARD OF DIRECTORS AND ELECT A SUCCESSOR FOR THE UNEXPIRED TERM. NO OFFICER OF THE BOARD OF DIRECTORS SHALL BE EXPELLED WITHOUT AN OPPORTUNITY TO BE HEARD AND NOTICE OF SUCH MOTION OF EXPULSION SHALL BE GIVEN TO THE MEMBER IN WRITING TWENTY (20) DAYS PRIOR TO THE MEETING AT WHICH MOTION SHALL BE PRESENTED, SETTING FORTH THE REASONS OF THE BOARD FOR SUCH EXPULSION.

SECTION 8. VACANCIES

THE BOARD SHALL ALSO BE RESPONSIBLE FOR NOMINATING PERSONS TO FILL VACANCIES WHICH OCCUR BETWEEN ANNUAL MEETINGS, INCLUDING THOSE OF OFFICERS. THE PERSONS SO ELECTED SHALL HOLD OFFICE FOR THE UNEXPIRED TERM IN RESPECT OF WHICH SUCH VACANCY OCCURRED.

ARTICLE V. COMMITTEES

SECTION 1. COMMITTEE FORMATION

DIRECTORS MAY CREATE AND DISSOLVE COMMITTEES AS THEY SEE FIT, SUCH AS FUNDRAISING, HOUSING, PUBLIC RELATIONS, DATA COLLECTION, ETC. THE BOARD PRESIDENT APPOINTS ALL COMMITTEE CHAIRS. ALL COMMITTEES, WITH THE EXCEPTION OF THE EXECUTIVE COMMITTEE, SHALL BE OPEN TO ALL DIRECTORS.

SECTION 2. EXECUTIVE COMMITTEE

THE CURRENT BOARD OFFICERS AND IMMEDIATE PAST-PRESIDENT (*NON-VOTING, EX OFFICIO*) SERVE AS THE MEMBERS OF THE EXECUTIVE COMMITTEE. EXCEPT FOR THE POWER TO AMEND THE ARTICLES OF INCORPORATION OF WACO PRIDE NETWORK AND BYLAWS, THE EXECUTIVE COMMITTEE SHALL HAVE ALL THE POWERS AND AUTHORITY OF THE BOARD OF DIRECTORS IN THE INTERVALS BETWEEN MEETINGS OF THE BOARD OF DIRECTORS AND IS SUBJECT TO THE DIRECTION AND CONTROL OF THE FULL BOARD.

THE EXECUTIVE COMMITTEE SHALL ONLY BE CONSIDERED TO HAVE A QUORUM WITH 80% OF VOTING MEMBERSHIP PRESENT AS DEFINED IN POLICY ADDENDA.

SECTION 3. STANDING COMMITTEES

STANDING COMMITTEES ARE PERMANENT COMMITTEES THAT EXIST YEAR-ROUND. THESE COMMITTEES HAVE A SPECIFIC PURPOSE AND MAY NOT BE DISOLVED WITHOUT AN AMENDMENT TO THESE BYLAWS. ANY COMMITTEE MAY BE ESTABLISHED AS PERMANENT BY A TWO-THIRDS (2/3) MAJORITY OF DIRECTORS PRESENT AND VOTING AT ANY MEETING OF THE BOARD OF DIRECTORS. SUCH ACTION SHALL HAVE THE SAME EFFECT AS AMENDING THIS SECTION OF THE BYLAWS AND SHALL FOLLOW THE SAME REQUIREMENTS AND PROCEDURES FOR AMENDING THE BYLAWS AS OUTLINED IN ARTICLE IX OF THESE BYLAWS.

THE FOLLOWING COMMITTEES SHALL BE CONSIDERED PERMANENT STANDING COMMITTEES:

- A. PRIDE PLANNING COMMITTEE
- B. GOVERNANCE COMMITTEE

SECTION 4. COMMITTEE PROCEDURES

COMMITTEE PROCEDURES AND USE OF THE PARLIAMENTARY PROCEDURE MANDATED FOR USE BY THE BOARD OF DIRECTORS SHALL BE USED AT THE SOLE DISCRETION OF THE CHAIR OF EACH COMMITTEE DURING THEIR COMMITTEE MEETINGS, EXCEPT

AS OVERRULED BY THE MAJORITY VOTE AT THE FOLLOWING BOARD MEETING.

SECTION 5. GOVERNANCE COMMITTEE

IN ORDER TO ENSURE THAT THE BOARD OPERATES SMOOTHLY, EFFECTIVELY AND REPRESENTATIVELY OF THE COMMUNITY WACO PRIDE NETWORK AIMS TO SERVE, WITH PROPER PROCEDURES AND THE ABILITY TO ADJUST THOSE PROCEDURES TO BEST FIT THE WACO PRIDE NETWORK, THE GOVERNANCE COMMITTEE SHALL:

- A. BE CHAIRED BY A MEMBER OF THE BOARD
- B. INCLUDE NON-DIRECTORS SELECTED BY THE COMMITTEE CHAIR WITH THE CONSULTATION OF THE BOARD
- C. REGULARLY REVIEW THE BYLAWS FOR POTENTIAL NECESSARY CHANGES
- D. REVIEW POLICY ADDENDA
- E. DEVELOP, IMPLEMENT, AND LEAD A PROCESS FOR FINDING, RECOMMENDING, AND NOMINATING NEW DIRECTORS
- F. MEET AT THE PLEASURE OF THE CHAIR
- G. RECORD MINUTES AND SUBMIT REPORTS TO THE BOARD FOR ALL MEETINGS.

ARTICLE VI. CONFLICT OF INTEREST AND COMPENSATION

SECTION 1. PURPOSE

THE PURPOSE OF THE CONFLICT OF INTEREST POLICY IS TO PROTECT THIS TAX-EXEMPT ORGANIZATION'S INTEREST WHEN IT IS CONTEMPLATING ENTERING INTO A TRANSACTION OR ARRANGEMENT THAT MIGHT BENEFIT THE PRIVATE INTEREST OF AN OFFICER OR DIRECTOR OF THE ORGANIZATION OR MIGHT RESULT IN A POSSIBLE EXCESS BENEFIT TRANSACTION. THIS POLICY IS INTENDED TO SUPPLEMENT BUT NOT REPLACE ANY APPLICABLE STATE AND FEDERAL LAWS GOVERNING CONFLICT OF INTEREST APPLICABLE TO NONPROFIT AND CHARITABLE ORGANIZATIONS.

SECTION 2: DEFINITIONS

A. INTERESTED PERSON

ANY DIRECTOR, PRINCIPAL OFFICER, OR MEMBER OF A COMMITTEE WITH GOVERNING BOARD DELEGATED POWERS, WHO HAS A DIRECT OR INDIRECT FINANCIAL INTEREST, AS DEFINED BELOW, IS AN INTERESTED PERSON.

B. FINANCIAL INTEREST

A PERSON HAS A FINANCIAL INTEREST IF THE PERSON HAS, DIRECTLY OR INDIRECTLY, THROUGH BUSINESS, INVESTMENT, OR FAMILY:

1. AN OWNERSHIP OR INVESTMENT INTEREST IN ANY ENTITY WITH WHICH THE ORGANIZATION HAS A TRANSACTION OR ARRANGEMENT,
2. A COMPENSATION ARRANGEMENT WITH THE ORGANIZATION OR WITH ANY ENTITY OR INDIVIDUAL WITH WHICH THE ORGANIZATION HAS A TRANSACTION OR ARRANGEMENT, OR

3. A POTENTIAL OWNERSHIP OR INVESTMENT INTEREST IN, OR COMPENSATION ARRANGEMENT WITH, ANY ENTITY OR INDIVIDUAL WITH WHICH THE ORGANIZATION IS NEGOTIATING A TRANSACTION OR ARRANGEMENT.

COMPENSATION INCLUDES DIRECT AND INDIRECT REMUNERATION AS WELL AS GIFTS OR FAVORS THAT ARE NOT INSUBSTANTIAL.

A FINANCIAL INTEREST IS NOT NECESSARILY A CONFLICT OF INTEREST. UNDER ARTICLE III, SECTION 2, A PERSON WHO HAS A FINANCIAL INTEREST MAY HAVE A CONFLICT OF INTEREST ONLY IF THE APPROPRIATE GOVERNING BOARD OR COMMITTEE DECIDES THAT A CONFLICT OF INTEREST EXISTS.

SECTION 3. PROCEDURES

A. DUTY TO DISCLOSE

1. IN CONNECTION WITH ANY ACTUAL OR POSSIBLE CONFLICT OF INTEREST, AN INTERESTED PERSON MUST DISCLOSE THE EXISTENCE OF THE FINANCIAL INTEREST AND BE GIVEN THE OPPORTUNITY TO DISCLOSE ALL MATERIAL FACTS TO THE DIRECTORS AND MEMBERS OF COMMITTEES WITH GOVERNING BOARD DELEGATED POWERS CONSIDERING THE PROPOSED TRANSACTION OR ARRANGEMENT.

B. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

1. AFTER DISCLOSURE OF THE FINANCIAL INTEREST AND ALL MATERIAL FACTS, AND AFTER ANY DISCUSSION WITH THE INTERESTED PERSON, HE/SHE/THEY SHALL LEAVE THE GOVERNING BOARD OR COMMITTEE MEETING WHILE THE DETERMINATION OF A CONFLICT OF INTEREST IS DISCUSSED AND VOTED UPON. THE REMAINING BOARD OR COMMITTEE MEMBERS SHALL DECIDE IF A CONFLICT OF INTEREST EXISTS.

C. PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

1. AN INTERESTED PERSON MAY MAKE A PRESENTATION AT THE GOVERNING BOARD OR COMMITTEE MEETING, BUT AFTER THE PRESENTATION, HE/SHE/THEY SHALL NOT VOTE ON THE TRANSACTION OR ARRANGEMENT INVOLVING THE POSSIBLE CONFLICT OF INTEREST.

D. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

1. IF THE GOVERNING BOARD OR COMMITTEE HAS REASONABLE CAUSE TO BELIEVE A MEMBER HAS

FAILED TO DISCLOSE ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, IT SHALL INFORM THE MEMBER OF THE BASIS FOR SUCH BELIEF AND AFFORD THE MEMBER AN OPPORTUNITY TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE.

2. IF, AFTER HEARING THE MEMBER'S RESPONSE AND AFTER MAKING FURTHER INVESTIGATION AS WARRANTED BY THE CIRCUMSTANCES, THE GOVERNING BOARD OR COMMITTEE DETERMINES THE MEMBER HAS FAILED TO DISCLOSE AN ACTUAL OR POSSIBLE CONFLICT OF INTEREST, IT SHALL TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION.

SECTION 4. RECORDS OF PROCEEDINGS

THE MINUTES OF THE GOVERNING BOARD AND ALL COMMITTEES WITH BOARD DELEGATED POWERS SHALL CONTAIN:

- A. THE NAMES OF THE PERSONS WHO DISCLOSED OR OTHERWISE WERE FOUND TO HAVE A FINANCIAL INTEREST IN CONNECTION WITH AN ACTUAL OR POSSIBLE CONFLICT OF INTEREST, THE NATURE OF THE FINANCIAL INTEREST, ANY ACTION TAKEN TO DETERMINE WHETHER A CONFLICT OF INTEREST WAS PRESENT, AND THE GOVERNING BOARD'S OR COMMITTEE'S DECISION AS TO WHETHER A CONFLICT OF INTEREST IN FACT EXISTED.

- B. THE NAMES OF THE PERSONS WHO WERE PRESENT FOR DISCUSSIONS AND VOTES RELATING TO THE TRANSACTION OR ARRANGEMENT, THE CONTENT OF THE DISCUSSION, INCLUDING ANY ALTERNATIVES TO THE PROPOSED TRANSACTION OR ARRANGEMENT, AND A RECORD OF ANY VOTES TAKEN IN CONNECTION WITH THE PROCEEDINGS.

SECTION 5. COMPENSATION

- A. A VOTING MEMBER OF THE GOVERNING BOARD WHO RECEIVES COMPENSATION, DIRECTLY OR INDIRECTLY, FROM THE ORGANIZATION FOR SERVICES IS PRECLUDED FROM VOTING ON MATTERS PERTAINING TO THAT MEMBER'S COMPENSATION.
- B. A VOTING MEMBER OF ANY COMMITTEE WHOSE JURISDICTION INCLUDES COMPENSATION MATTERS AND WHO RECEIVES COMPENSATION, DIRECTLY OR INDIRECTLY, FROM THE ORGANIZATION FOR SERVICES IS PRECLUDED FROM VOTING ON MATTERS PERTAINING TO THAT MEMBER'S COMPENSATION.
- C. NO VOTING MEMBER OF THE GOVERNING BOARD OR ANY COMMITTEE WHOSE JURISDICTION INCLUDES COMPENSATION MATTERS AND WHO RECEIVES COMPENSATION, DIRECTLY OR INDIRECTLY, FROM THE ORGANIZATION, EITHER INDIVIDUALLY OR COLLECTIVELY, IS PROHIBITED FROM PROVIDING INFORMATION TO ANY COMMITTEE REGARDING COMPENSATION.

SECTION 6. ANNUAL STATEMENTS

EACH DIRECTOR, PRINCIPAL OFFICER AND MEMBER OF A COMMITTEE WITH GOVERNING BOARD DELEGATED POWERS SHALL ANNUALLY SIGN A STATEMENT WHICH AFFIRMS SUCH PERSON:

- A. HAS RECEIVED A COPY OF THE CONFLICTS OF INTEREST POLICY,
- B. HAS READ AND UNDERSTANDS THE POLICY,
- C. HAS AGREED TO COMPLY WITH THE POLICY, AND
- D. UNDERSTANDS THE ORGANIZATION IS CHARITABLE AND IN ORDER TO MAINTAIN ITS FEDERAL TAX EXEMPTION IT MUST ENGAGE PRIMARILY IN ACTIVITIES WHICH ACCOMPLISH ONE OR MORE OF ITS TAX-EXEMPT PURPOSES.

SECTION 7. PERIODIC REVIEWS

TO ENSURE THE ORGANIZATION OPERATES IN A MANNER CONSISTENT WITH CHARITABLE PURPOSES AND DOES NOT ENGAGE IN ACTIVITIES THAT COULD JEOPARDIZE ITS TAX-EXEMPT STATUS, PERIODIC REVIEWS SHALL BE CONDUCTED. THE PERIODIC REVIEWS SHALL, AT A MINIMUM, INCLUDE THE FOLLOWING SUBJECTS:

- A. WHETHER COMPENSATION ARRANGEMENTS AND BENEFITS ARE REASONABLE, BASED ON COMPETENT SURVEY INFORMATION, AND THE RESULT OF ARM'S LENGTH BARGAINING.
- B. WHETHER PARTNERSHIPS, JOINT VENTURES, AND ARRANGEMENTS WITH MANAGEMENT ORGANIZATIONS CONFORM TO THE ORGANIZATION'S WRITTEN POLICIES, ARE PROPERLY RECORDED, REFLECT REASONABLE INVESTMENT OR PAYMENTS FOR GOODS AND SERVICES, FURTHER CHARITABLE PURPOSES AND DO NOT RESULT IN INUREMENT, IMPERMISSIBLE PRIVATE BENEFIT OR IN AN EXCESS BENEFIT TRANSACTION.

SECTION 8. USE OF OUTSIDE EXPERTS

WHEN CONDUCTING THE PERIODIC REVIEWS AS PROVIDED FOR IN ARTICLE VI, SECTION 7, THE ORGANIZATION MAY, BUT NEED NOT, USE OUTSIDE ADVISORS. IF OUTSIDE EXPERTS ARE USED, THEIR USE SHALL NOT RELIEVE THE GOVERNING BOARD OF ITS RESPONSIBILITY FOR ENSURING PERIODIC REVIEWS ARE CONDUCTED.

SECTION 9. HANDLING OF FUNDS & ELECTRONIC BANKING

DISTRIBUTION OF FUNDS UNDER OR EQUAL TO \$50.00 REQUIRES THE AUTHORIZATION OF ONE BOARD MEMBER. ONLY ONE AUTHORIZED AGENT IS ALLOWED FULL ACCESS TO THE ORGANIZATION DEBIT CARD AND THIS CARD IS CAPPED AT DAILY USAGE OF \$50.00. DISTRIBUTION OF FUNDS OVER \$50.00 SHALL REQUIRE SIGNATURE BY TWO DIRECTORS SO LONG AS THE MEMBERS ARE OF DIFFERENT HOUSEHOLDS. EACH BOARD MEMBER IS AUTHORIZED TO SPEND UP TO FIFTY DOLLARS WITHOUT APPROVAL.

ONLY ONE AUTHORIZED AGENT, BOARD TREASURER, IS ALLOWED TO BE GRANTED FULL ACCESS TO ELECTRONIC BANKING. ALL OTHERS WILL BE GRANTED VIEW ONLY ACCESS IF NEEDED. ALL ELECTRONIC PAYMENTS OVER \$50.00 WILL REQUIRE A LETTER EXPLAINING THE PURPOSE OF THE PAYMENT AND TWO BOARD SIGNATURES SO LONG AS THE MEMBERS ARE OF DIFFERENT HOUSEHOLDS.

ARTICLE VII. INDEMNIFICATION

SECTION 1. GENERAL

TO THE FULL EXTENT AUTHORIZED UNDER THE LAWS OF TEXAS, THE WACO PRIDE NETWORK SHALL INDEMNIFY ANY DIRECTOR, OFFICER, EMPLOYEE, OR AGENT, OR FORMER MEMBER, DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF THE WACO PRIDE NETWORK, OR ANY PERSON WHO MAY HAVE SERVED AT THE WACO PRIDE NETWORK'S REQUEST AS A DIRECTOR OR OFFICER OF ANOTHER WACO PRIDE NETWORK (EACH OF THE FOREGOING MEMBERS, DIRECTORS, OFFICERS, EMPLOYEES, AGENTS, AND PERSONS IS REFERRED TO IN THIS ARTICLE INDIVIDUALLY AS AN "INDEMNITEE"), AGAINST EXPENSES ACTUALLY AND NECESSARILY INCURRED BY SUCH INDEMNITEE IN CONNECTION WITH THE DEFENSE OF ANY ACTION, SUIT, OR PROCEEDING IN WHICH THAT INDEMNITEE IS MADE A PARTY BY REASON OF BEING OR HAVING BEEN SUCH MEMBER, DIRECTOR, OFFICER, EMPLOYEE, OR AGENT, EXCEPT IN RELATION TO MATTERS AS TO WHICH THAT INDEMNITEE SHALL HAVE BEEN ADJUDGED IN SUCH ACTION, SUIT, OR PROCEEDING TO BE LIABLE FOR NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF A DUTY. THE FOREGOING INDEMNIFICATION SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH AN INDEMNITEE MAY BE ENTITLED UNDER ANY BYLAW, AGREEMENT, RESOLUTION OF THE BOARD OF DIRECTORS, OR OTHERWISE.

SECTION 2. EXPENSES

EXPENSES (INCLUDING REASONABLE ATTORNEYS' FEES) INCURRED IN DEFENDING A CIVIL OR CRIMINAL ACTION, SUIT, OR PROCEEDING MAY BE PAID BY THE WACO PRIDE NETWORK IN ADVANCE OF THE FINAL DISPOSITION OF SUCH ACTION, SUIT, OR PROCEEDING, IF AUTHORIZED BY THE BOARD OF DIRECTORS, UPON RECEIPT OF AN UNDERTAKING BY OR ON BEHALF OF THE INDEMNITEE TO REPAY SUCH AMOUNT IF IT SHALL ULTIMATELY BE DETERMINED THAT SUCH INDEMNITEE IS NOT ENTITLED TO BE INDEMNIFIED HEREUNDER.

SECTION 3. INSURANCE

THE WACO PRIDE NETWORK MAY PURCHASE AND MAINTAIN INSURANCE ON BEHALF OF ANY PERSON WHO IS OR WAS A MEMBER, DIRECTOR, OFFICER, EMPLOYEE, OR AGENT AGAINST ANY LIABILITY ASSERTED AGAINST SUCH PERSON AND INCURRED BY SUCH PERSON IN ANY SUCH CAPACITY OR ARISING OUT OF SUCH PERSON'S STATUS AS SUCH, WHETHER OR NOT THE WACO PRIDE NETWORK WOULD HAVE THE POWER OR OBLIGATION TO INDEMNIFY SUCH PERSON AGAINST SUCH LIABILITY UNDER THIS ARTICLE.

ARTICLE VIII. BOOKS AND RECORDS

THE WACO PRIDE NETWORK SHALL KEEP COMPLETE BOOKS AND RECORDS OF ACCOUNT AND MINUTES OF THE PROCEEDINGS OF THE BOARD OF DIRECTORS. SPECIFIC METHODS OF RECORD-KEEPING SHALL BE DEFINED IN POLICY ADDENDA.

ARTICLE IX. AMENDMENTS

SECTION 1. ARTICLES OF INCORPORATION

THE ARTICLES MAY BE AMENDED IN ANY MANNER AT ANY REGULAR OR SPECIAL MEETING OF THE BOARD OF DIRECTORS, PROVIDED THAT SPECIFIC WRITTEN NOTICE OF THE PROPOSED AMENDMENT OF THE ARTICLES SETTING FORTH THE PROPOSED AMENDMENT OR A SUMMARY OF THE CHANGES TO BE EFFECTED THEREBY SHALL BE GIVEN TO EACH DIRECTOR AT LEAST THREE DAYS IN ADVANCE OF SUCH A MEETING IF DELIVERED PERSONALLY, BY FACSIMILE, OR BY E-MAIL OR AT LEAST FIVE DAYS IF DELIVERED BY MAIL. AS REQUIRED BY THE ARTICLES, ANY AMENDMENT TO ARTICLE III OR ARTICLE VI OF THE ARTICLES SHALL REQUIRE THE AFFIRMATIVE VOTE OF ALL DIRECTORS THEN ON THE BOARD. ALL OTHER AMENDMENTS OF THE ARTICLES SHALL REQUIRE THE AFFIRMATIVE VOTE OF AN ABSOLUTE MAJORITY OF DIRECTORS THEN IN OFFICE.

SECTION 2. BYLAWS

THE BOARD OF DIRECTORS MAY AMEND THESE BYLAWS BY MAJORITY VOTE AT ANY REGULAR OR SPECIAL MEETING. WRITTEN NOTICE SETTING FORTH THE PROPOSED AMENDMENT OR SUMMARY OF THE CHANGES TO BE EFFECTED SHALL BE GIVEN TO EACH DIRECTOR WITHIN THE TIME AND THE MANNER PROVIDED FOR THE GIVING OF NOTICE OF MEETINGS OF DIRECTORS.

SECTION 3. RECORD OF ADMENDMENTS

DATE OF APPROVAL	ARTICLES AFFECTED	DESCRIPTION	VOTE
Original bylaws	ALL	Initial approval	Unanimous
28 August 2019	III , Sect. 2 & 11	Clarified confidentiality clause	Unanimous
5 Mat 2020	ALL, except VI, VII	Revision of bylaws	Unanimous