

Central Alabama Pride Bylaws



Article I: Name, Logo, Location, and Purpose

Section 1 Name and Logo

The name of the organization shall be Central Alabama Pride, Inc., hereinafter referred to as "CAP"

The official adopted Logo of CAP shall be Central Alabama Pride. No alteration may be made without a majority approval from the Board.

Section 2 Principal Office Location

2.1 The principal office of the organization shall be located at:

205 32nd Street South
Birmingham, Alabama 35233

The principal office location may be changed by the Executive Board, from one location to another, as needed by noting the changed address and effective date below, and such changes of address shall not be deemed nor required, an amendment of these Bylaws:

New Address:

Dated: _____

New Address:

Dated: _____

2.2 Mailing Address

The mailing address of CAP is:

PO Box 13859
Birmingham, Alabama 35203

The mailing address may be changed by the Executive Board, from one location to another, as needed by noting the changed address and effective date below, and such changes of address shall not be deemed nor require, an amendment of these Bylaws:

New Address:

Dated: _____

New Address:

Dated: _____

Section 3 Purpose and Mission

3.1 Purpose

The specific and understanding between Lesbian, Gay, Bisexual, Transgender, Questioning and/or Queer (Hereinafter referred to as "LGBTQIA+") communities and all other communities in Central Alabama through education, public forums and organized social and recreational activities.

3.2 Mission

CAP's mission is to spread the message of equality each year in the LGBTQIA+ community with the production of our LGBTQIA+ events which includes all Alabama citizens. We also help other LGBTQIA+ service organization within our community.

3.3 Non-Discrimination Policy

In all of its activities, efforts, policies and in the composition of committees, CAP shall have as a central aspiration the achievement of gender and racial parity through active recruitment. CAP shall not discriminate with regard to age, race, sex, creed, national or cultural origin, religious affiliation, sexual orientation, gender identification, physical ability or health status.

Section 4 Internal Revenue Code Section 501(c)(3) Tax Exemption Provisions

4.1 Tax-Exempt Status

CAP operates as a nonprofit organization under section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as "IRC"). CAP is organized for the following exclusively charitable, scientific, literary, and education purposes within the meaning or IRC Section 501(c)(3), or any corresponding provision of any future United States internal revenue law; to acquire, establish, and maintain a fund or funds to be held, invested, and used exclusive for charitable, scientific, literary, and education purposes, to foster national or international amateur sports competitions (within the limitations of IRC Section 501(c)(3) and 501(j), to prevent cruelty to children or animals, to conduct and sponsor educational and instructional activities, to make grants and awards to individuals or organizations for charitable, scientific, literary, educational, or cultural purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions or IRC Section 501(c)(3).

4.2 Limitation on Activities

No substantial part of the activities of CAP shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by IRC Section 501(h). CAP does not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, CAP does not carry on any activities not permitted to be carried on [a] by an organization exempt from federal income tax under IRC Section 501(c)(3), or [b] by an organization, contributions to which are deductible under IRC Section 170(c)(2).

4.3 Prohibition Against Private Instrument

No part of the net earnings of CAP shall insure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that CAP is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of CAP's purposes as set forth in these Bylaws and CAP's Articles of incorporation.

Article II Dissolution or Disbandment

Section 1 Vote Required

Dissolution or disbandment of CAP shall only be accomplished by an affirmative vote of no less than 80% of the CAP Board of Directors.

Section 2 Distribution of Assets

Upon dissolution or disbandment of CAP, the Board of Directors shall, after paying or making provision for the payment of the liabilities of CAP, dispose of all of the remaining assets exclusively for the purposes of CAP in such a manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, as the Board of Directors shall determine, or shall be distributed to federal, state, or local governments to be used exclusively for public purposes. Any such assets not disposed of shall be disposed of by the Superior Court of Jefferson County in which

the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

Section 3 Notice

Any Action or vote to dissolve or disband CAP shall be done through a special meeting of the CAP Board of Directors. Notice of any meeting to vote on such actions shall be given to all members the Board of Directors not less than 30 days nor more than 60 days before the date of such meeting. Notice shall include place, date, and time of the meeting and shall include the purpose of such meeting.

Article III Organizational Structure

Section 1 Corporate Structure, Fiscal, and Operating Periods

1.1 Membership

CAP shall have no members.

1.2 Fiscal Year

The fiscal year of CAP should end on June 30.

1.3 Operating Year

For the purpose of terms of office, the operating year of CAP shall end on June 30, to correspond with the annual CAP Pridefest and/or Parade.

Section 2 Authority and Composition

The CAP Board of Directors shall have all administrative, financial, and leadership functions and authority necessary to uphold and promote the purpose and mission of CAP and to carry out its activities and events. For the purpose of these Bylaws and all other organizational documents, notices, etc., the terms Boards of Directors may be used interchangeably, and shall be in the same.

Section 3 Directors

3.1 Number of Directors

CAP shall have eleven (11) directors, one or more of whom shall also be designated as Event Chair(s), and collectively they shall be known as the Board of Directors.

3.2 Qualifications

Directors of the corporation shall be at least nineteen (19) years of age and a full-time resident of the state of Alabama, have a desire to promote Pride within the community, must attend both June and July meetings, submit resume and attend a new meet and greet social. Incumbents do not have to attend the social.

3.3 Election and Term

All members must be at the meetings. Directors shall be elected by the Board of Directors at the regularly scheduled meeting in July of each year, and shall serve a one year term. The term begins in July. Voting for the election of directors shall be by written ballot from a slate of qualified candidates prepared and submitted to the Board at the regularly scheduled meeting in June. Each director shall cast no more than a

vote per candidate, and may vote for as many candidates as the number of directors to be elected to the Board. All votes are counted by outgoing secretary and Vice President and verified by incoming secretary and Vice President. The candidates receiving a clear majority of votes cast shall be elected to serve on the Board of Directors.

3.4 Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.5 Duties

It shall be the duties of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c) Supervise all officers, agents and employees of the corporation to ensure that their duties are performed properly;
- d) Meet at such times and places required by these Bylaws;
- e) Register their addresses with the Secretary of the corporation whereby notices meetings mailed or electronic mailed them at such address shall be valid notices thereof.

3.6 Duties of Event Chair(s)

In addition to the above required of all directors, the directors serving as Event Chairs shall plan and oversee the execution of the annual Pride Week celebration. Event chairs will submit monthly reports at all meetings and must get major aspects approved by the Board of Directors.

3.7 Compensation

Directors shall serve without compensation. Official business expenses under \$500 can be approved by the Executive Board. A requisition from will be required for any expected reimbursed expenses. Once the treasure receives receipt of the approved expenses they will be paid within 10 calendar days.

3.8 Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

3.9 Regular Meetings

Regular meetings of the Board of Directors shall be held on the second Wednesday of each month at 7:00pm:

- a) In the event that such day falls on a legal holiday, the meeting shall be held at

the same hour and place on the following business day.

- b) If the June monthly meeting falls during the scheduled pride week celebration, the meeting shall be held at the same hour and place on the Wednesday following Pridefest.

3.10 Special Meetings

Special meetings of the Board of Directors may be called by the President, Vice President, Treasurer or Secretary of the Board or by any three directors, or by any persons specifically authorized under the laws of the state of Alabama to call special meetings of the Board of Directors. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

3.11 Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular Meetings - No notice need be given of any regular meeting of the Board of Directors.
- (b) Special Meetings - At least (7) calendar days prior notice shall be given by the Secretary of the Corporation to each director of each special meeting of the Board of Director. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile transmission or via electronic mail and shall state place, date and time of the meeting as well as all matters proposed to be acted upon at the meeting. In the event of facsimile or electronic mail notification, the receiving director shall acknowledge receipt of the notification by return message within twenty-four (24) hours of receipt.
- (c) Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the laws of the State of Alabama, a waiver of notice, in writing, signed by every director, whether before or after the time of the meeting, shall be the equivalent to the giving of such notice.

3.12 Quorum of Meetings

A quorum shall consist of two thirds ($\frac{2}{3}$) of the authorized members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or the laws of the State of Alabama, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which shall be entertained at such meeting is a motion to adjourn.

3.13 Attendance

Directors and auxiliary board members shall make a good faith and reasonable effort to attend all regularly scheduled meetings. Auxiliary board members and advisory committee are exempt from attendance requirement but strongly encouraged to attend all regularly scheduled meetings. The following absence provisions shall apply to all Board of Directors. Failure to abide by the following attendance provisions will result in automatic removal from the Board of Directors. Director may be physically absent at two (2) meetings.

- a) Director may call two (2) times via telephone to be considered in attendance. Director must call five (5) minutes before regularly scheduled meeting time to avoid disruption of the meeting start time. Director must stay on the call until it is adjourned. Failure to remain on the call for the full duration of the meeting will not be considered present and will count as a physical absence.
- b) Directors shall attend scheduled quarterly workshops.
- c) Directors can only miss two (2) Pride sponsored events throughout the year.

3.14 Conduct

It is in the expectation that Board members will act with professionalism, courtesy, and compassion to other board members and the community while representing CAP. Unprofessional behavior at any CAP event but no limited to; functions, social media and meetings including but not limited to fighting, arguing or public intoxication, also known as “drunk and disorderly” shall not be tolerated. Repeated conduct issues shall be referred to Executive Board for remediation. All offenders shall be documented by the Secretary for record keeping.

3.15 Fundraisers

Directors or Auxiliary Directors shall not accept any winnings or proceeds from fundraisers hosted by Central Alabama Pride.

3.16 Majority Action as Board Action

Every act or decision done or made by a majority of the board of directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these bylaws or the laws of the State of Alabama require a greater percentage or different voting rules for approval of a matter by the board.

3.17 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, the Vice President of the corporation or, in the absence of both of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by the meeting agenda and rules of participation, insofar as much rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or the laws of the State of Alabama.

If during a meeting you are found to be disruptive or inattentive, you will be asked to leave and counted absent.

3.18 Vacancies

Vacancies on the Board of Directors shall exist whenever the number of directors is less than eleven (11) for any of the following reasons: 1) on the death, resignation, removal of any director; 2) whenever the number of authorized Directors increase.

Any director may resign effective upon giving written notice to the Secretary of the corporation, unless the notice specifies a later time for the effectiveness of such

resignation. The acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflict terms of a contract which has been approved and ratified by the Board of Directors relating to the employment of any director of the corporation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General of the State of Alabama.

Directors may be removed from office, with or without cause, under any other extenuating circumstances by a vote of the Board of Directors.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board of Directors may be filled by the majority approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by the sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of Directors or until his or her death, resignation or removal from office.

3.19 Non-Liability of Directors

The directors of the corporation shall not be held personally liable for the debts, liabilities or other obligations of the corporation.

3.20 Indemnification by Corporation of Directors and Office

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Alabama.

3.21 Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of incorporation, the Bylaws provisions of law.

3.22 Debt limit

No board member shall be authorized to incur debts on behalf of the Central Alabama Pride Board of Directors without prior approval of a majority of the Board of Directors.

3.23 Contracts

All contracts must be reviewed and approved by the Board of Directors and signed by both the President and Vice President.

3.24 Conducting business via email

A Director may vote via email. If a discussion is requested, the secretary must open a separate email and begin discussion. Once discussion is concluded, the secretary will send a separate email with motion details, person who seconds the motion and time frame for the vote. Discussion and vote cannot be within the same email. A 2/3 majority vote from the Board of Directors must be received for motion to pass. The email of both discussion and vote will be printed for signatures of all directors at the following meeting and placed in the minutes.

Section 4 Officers

4.1 Designation

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have additional Vice Presidents, Assistant Secretaries, Assistant Treasurer and other such titles and duties as may be determined from time to time by the Board of Directors.

4.2 Qualifications

Any duly qualified and elected Director may serve as an officer of the Corporation. The President must have served as an Executive Board Member for a year prior to election.

4.3 Election and Term of Office

Officers shall be elected by the Board of Directors at the regularly scheduled meeting in July and shall serve for a term of twelve (12) months beginning in July. Voting for the election of officers shall be written ballot. Each director shall cast no more than one vote per candidate, and may vote as many candidates as the number of officers to be elected by the Board. In the absence of a Board of Directors during election meeting an individual may cast said vote on behalf of director. The Candidate receiving a clear majority of the votes cast shall be elected to that office. The outgoing secretary and Vice President count the votes. The incoming secretary and Vice President recounts the vote to verify accuracy.

4.4 Resignation and Removal

Any officer may resign effective upon giving written notice to the Secretary of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. The acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved and ratified by the Board of Directors relating to the appointment of any officer of the corporation. The removal of an officer can be done by a 2/3 majority vote and may be done in a meeting or via email.

4.5 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than the President, such vacancy may be filled temporarily by appointment by the Executive Board until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

4.6 Duties of Officers

• 4.6.1 Duties of the President

The President shall be the Chief Executive Officer of the Corporation and Shall, subject to the approval and control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she should perform all duties incident to his or her office and such other duties as may be required by the laws of the State of Alabama, by the Articles of Incorporation, these Bylaws or which may be prescribed at all meetings of the Board of Directors and expect as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, he or she shall, in the name of the corporation, execute such deeds,

mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

a) The President cannot vote unless it is needed for a tie breaker.

- **4.6.2 Duties of the Vice President**

In the absence of the President, or in the event of his or her unavailability or refusal to act, the Vice President of the corporation shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall have other powers and perform other such duties as may be prescribed by the laws of the State of Alabama, the Articles of Incorporation, these Bylaws, or as may be prescribed, from time to time, by the Board of Directors.

- **4.6.3 Duties of the Secretary**

The duties of the Secretary shall be to:

a) Keep regular minutes of all meetings of the Board of Directors and distribute the minutes to every director of the corporation within (7) calendar days of said meeting.

b) Certify and keep at the principal office of the corporation, or at such other place as the board to determine and authorize, the original of these bylaws as amended or altered and bearing the registration stamp or seal of the Secretary of State;

c) Keep at the principal office of the corporation, or at such other place as the board may determine and authorize, a book of minutes of all meetings of the Board of Directors and all committees of the corporation recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present at the meeting and the proceedings thereof;

d) Ensure that all notices are duly given in accordance with the Articles of Incorporation, these Bylaws and the laws of the State of Alabama;

e) Be the custodian of the records and of the seal of the corporation affix seal, as authorized by the Board of Directors, the Articles of Incorporation, these Bylaws or the laws of the state to duly executed documents of the corporation;

f) Exhibit at all reasonable times to any director of the corporation, or to his or her agent attorney, on request therefore all records and documents of the Corporation;

g) In general, perform all duties incident to the office of the Secretary and other such duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned to him or her, from time to time, by the Board of Directors.

h) Must print minutes to be passed out at the next meeting;

i) Insure the minutes are uploaded to the CAP website within seven (7) calendar days after the previous months minutes are approved.

- **4.6.4 Duties of the Treasurer**

The duties of the Treasurer shall be to:

a) The duties of the Treasurer shall be to:

b) Have charge and custody of, and be responsible for, all funds and securities of the corporation in such banks, trust companies, or other depositories as shall be selected and approved by the Board of Directors.;

c) Receive and give receipts for monies due and payable to the corporation from any source whatsoever;

d) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

e) Keep and maintain adequate and correct accounts of all the corporations properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and loses;

f) Exhibit at all reasonable times the books of accounts and financial records to any director of the corporation, or to his or her agent or attorney on request thereof;

g) Render to the President or any director whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;

h) Prepare or cause to be prepared, and certify, or cause to be certified, any financial statements to be included in any required reports;

i) Prepare or cause to be prepared, a monthly financial statement of the corporation distribute, or cause to be distributed, such report to all directors at each regular meeting of the Board of Directors.

j) In general, perform all duties incident to the office of the Treasurer and other such duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned to him or her, from time to time, by the Board of Directors.

k) Insure all taxes are filed and paid.

l) When making payment:

(a) Shall pay with check are paid within 5 business days. If credit card, will be paid within 24 hours.

4.4 Compensation

The salaries of the offices of the corporation, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of the corporation shall be reasonable and given in return for services actually rendered to or for the corporation. In event director(s) need to travel to fulfill duties a reasonable travel allowance is permitted with vote from the board of directors.

Section 5 Auxiliary Board

1.1 Membership

An Auxiliary Board shall be appointed by the Board of Directors and shall consist of no more than the seated number of Directors. Whenever possible Auxiliary Board members shall be paired with a member of the Board of Directors to assist the Director in his or her duties, and to educate them in the objectives, policies and

procedures of Central Alabama Pride, Inc. Auxiliary Board Members shall serve until the new Board in July following their appointment.

1.2 Requirements

A member can miss no more than 3 meetings and actively serve on at least one committee. After being active for four (4) months, name tags will be issued. Name tags must be returned at the end of the term or the member will be charged.

Article IV Committees

Section 1 Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, Vice President, the Secretary and the Treasurer of the corporation.

The Board of Directors may delegate to the Executive Committee the powers and authorities of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as otherwise may be provided by provisions of law. By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated.

The Executive Committee shall submit monthly minutes of their proceedings, cause them to be filed with the corporate records maintained by the Secretary of the Corporation and distribute these minutes to every director of the corporation within 48 hours of monthly meeting.

Section 2 Advisory Committee

An Advisory Committee shall be appointed by the Board of Directors and shall consist of representatives of local gay / lesbian / bisexual / transgendered oriented organizations and businesses as well as individual representatives from the community-at-large. There shall be no limit on the number of members and the Board of Directors may appoint and remove committee members at any regular meeting by simple majority vote.

The Advisory Committee shall meet with the Board of Directors on a quarterly basis to bring community input on matters before the Board of Directors. The Executive Committee shall keep regular minutes of their proceedings, cause them to be filed with the corporate records maintained by the Secretary of the corporation and distribute these minutes to every director of the corporation within 48 hours of monthly meeting.

Section 3 Other Committees

The Corporation shall have other such committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the board.

Each committee shall keep regular minutes of their proceedings, cause them to be filed with the corporate records maintained by the Secretary of the corporation and distribute these minutes to every director of the corporation within 48 hours of monthly meeting.

The board will have the following committees:

Social Media	Public Relations	VIP
Website	Pageants	Security
Volunteers	Parade	Vendor Alley
Website	Pride Guide	Kid Zone
Fundraising / Sponsors	Event Chair	
Entertainment / Green Room		Compliance / Bylaws

All board members are required to serve actively on a committee. The committees will be formed by the executive board and will be announced by the October meeting

Section 4 Meetings and Action Committees

Meetings and actions Committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meeting of the Board of Directors, with such changes in the context of the Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by the Board of Directors or by the committee.

Board of Directors may also adopt rules and regulations pertaining to the conduct of meeting of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Articles of Incorporation, these Bylaws or the laws of the State of Alabama.

Article V Execution of Instruments, Deposits, and Funds

Section 1 Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer, any transactions larger than \$500.00 will be countersigned by the President of the Corporation. In the absence or unavailability of the President, the Vice President may countersign any and all such instruments. The treasurer is permitted to make transactions by credit card but must print the receipt. The receipt will be signed by president and Vice President.

Section 3 Deposits

All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

Section 4 Gifts

The Board of Directors may accept, on behalf of the corporation, any contribution, gift, gift cards bequest or devise for the non-profit purposes of this corporation.

Article VI Corporate Records, Reports, and Seal

Section 1 Maintenance of Corporate Records

The corporation shall keep digital copies with paper copies available upon request her as specified by resolution of the Board of Directors:

- a) Minutes of all meetings of the Board of Directors and of all the committees of the board indicating the time and place of holding of such meeting, whether regular or special, how called, how notice was given, those present at the meeting and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) The original of the Articles of Incorporation, these Bylaws as amended to date or altered and bearing the registration stamp or seal of the Secretary of State.

Section 2 Corporate Seal

The Board of Directors may adopt, use and at will alter a corporate seal. Such seal shall be kept by the secretary of the corporation. Failure to affix the seal to the corporate instruments, however, shall not affect the validity of any such instrument.

Section 3 Directors Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws or provisions of the laws of the State of Alabama.

Section 4 Public Inspection Rights

Members of the general public shall have the right to inspect all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provision of these Bylaws or provision of the laws of the State of Alabama.

Any inspection under this section may be made in person or by agent or attorney with seven (7) calendar days advance request presented in writing to the President and Secretary of the corporation. Such inspection rights under this section shall not include the right to copy or extract.

Section 5 Periodic Report

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, if any, to be so prepared and delivered within the time limits established by law.

Article VII Amendments by Bylaws

Except as may be otherwise specified by the Articles of Incorporation or provision of the laws of the State of Alabama, the Board of Directors shall have the power to amend, alter or repeal any or all sections of these Bylaws and to adopt new Bylaws upon approval of two-thirds ($\frac{2}{3}$) of the members of the Board of Directors.

Such proposed amendments, alterations or motion to repeal shall be submitted, in writing, to the Executive Committee of the Corporation. The Executive Committee shall review the proposal and submit it to the full Board of Directors along with their recommendation for action within sixty (60) days of first receiving the proposed amendment, alteration or motion repeal.

Once approved to the State, any and all proposed amendments, alterations or motions to repeal shall become effective immediately upon approval of the Board of Directors.

Article VIII Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation as filed with the Office of the Secretary of State and the State of Alabama as used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the United States of America Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption and Certification

We, the undersigned, being all of the initial directors or incorporators of this corporation, consent to, and hereby do adopt the foregoing Bylaws, consisting of this and the preceding 19 pages, as the Bylaws of Central Alabama Pride, Incorporated.

In witness thereof, we have set our signatures below on this (Date).