



OFFICIAL BYLAWS

SEATTLE OUT AND PROUD

ADOPTED: November 2005

ARTICLE I – ORGANIZATION AND PURPOSE

Section 1 – Name, Mission, and Purpose

This corporation will be known as SEATTLE OUT AND PROUD.

Mission: To Create Unity, Honor Diversity, and Achieve Equal Human Rights throughout our Region and the World.

Purpose: To Coordinate and Promote Lesbian, Gay, Bisexual, and Transgender Pride Events in Seattle and the Pacific Northwest, which Celebrate the Present, Envision the future, and Honor the Past.

Section 2 – Organization

SEATTLE OUT AND PROUD is a non-profit corporation consisting of:

1. Board of Directors;
2. Officers of the Corporation, which are elected by and are members of the Board of Directors;
3. General Membership

SEATTLE OUT AND PROUD strives to reflect the diversity of the community and shall adopt a diversity policy to effectuate this diversity throughout the organization.

Section 3 – Records, Minutes, and Books

The Corporation shall keep accurate and complete books and records of account; keep minutes of regular and special meetings; and a record of the names, addresses, e-mail addresses, and telephone numbers of the members of the Board of Directors.

Section 4 – Execution of Documents

Any conveyances of property by SEATTLE OUT AND PROUD and all contracts, checks, notes or actions of like character issued or entered into by SEATTLE OUT AND PROUD shall be signed on behalf of SEATTLE OUT AND PROUD by such officer and/or officers and/or employees of SEATTLE OUT AND PROUD as the Board of Directors may designate by appropriate resolution. All such documents issues by SEATTLE OUT AND PROUD shall be attested by such officer and/or officers and/or employees as the Board of Directors may designate.

Section 5 – Fiscal Year

The fiscal year of the corporation shall be a calendar year.

Section 6 – Governing Instruments

The corporation shall be governed by its Articles of Incorporation and these Bylaws.

Section 7 – Compensation

SEATTLE OUT AND PROUD members, as such, shall not receive any monetary compensation for their services except in the form of reimbursement for approved expenses.

ARTICLE II – BOARD OF DIRECTORS

Section 1 – General Powers

1. The affairs of SEATTLE OUT AND PROUD shall be managed by the Board of Directors.
2. The membership of the Board of Directors shall consist of 13 members, elected at large by the General Membership.
3. The term of office for a member of the Board of Directors is two (2) years.

4. The Board is empowered to elect the officers of the organization. These officers shall be:
 - a. President
 - b. President Emeritus
 - c. Vice-President
 - d. Secretary
 - e. Treasurer
5. The Board acts as the final arbiter and authority of any dispute within the organization.
6. The Board of Directors may call for meetings of the General Membership at will, but must fix at least one meeting of the General Membership per year.
7. The Board of Directors shall announce and ensure appropriate meetings are held for the organization
8. The Board of Directors has final authority over use of SEATTLE OUT AND PROUD name, property and any other interests in SEATTLE OUT AND PROUD. The Board of Directors may delegate aspects of this authority to individuals as it sees fit.
9. The Board of Directors shall ensure a proper audit is completed each fiscal year.
10. The Board shall direct appropriate policies and procedures be maintained.

Section 2 – Meetings

The Board of Directors will meet at least annually.

Section 3 – Vacancies

In the event a member of the Board of Directors resigns or is removed, the Board shall at their discretion fill such seat until the next general membership meeting.

Section 4 – Removal

A member of the Board of Directors may be removed from office by:

1. A 3/4 vote to remove such director at a meeting of the General Membership, where a quorum is present
2. A 3/4 vote to remove such director by the Board of Directors with at least 50% of the officers in agreement with such removal, meeting quorum requirements.

Section 5 – Quorum

1. For regular meetings of the Board of Directors, a quorum consists of 51% or more of current members of the board currently seated on the board.
2. For extraordinary meetings of the Board of Directors, a quorum consists of 67% or more of the current members of the board currently seated on the board.

Section 6 – Delegation of Authority

The Board of Directors is allowed to delegate any authority it so desires, as long as it does not violate any laws, rules, or regulations with regards to the organization.

ARTICLE III – OFFICERS

Section 1 – SEATTLE OUT AND PROUD Officers

1. There shall be five (5) officers elected from amongst the members of the Board of Directors. These office titles are:
 - a. President
 - b. President Emeritus
 - c. Vice-President
 - d. Secretary
 - e. Treasurer
2. The terms of office shall be as follows:
 - a. Each year a Vice-President shall be elected to a one-year term. This person shall upon completion of that one-year term advance to the office of the President, for a one-year term. Upon completion of that one-year term, that person shall advance to the office of President Emeritus for a term of one (1) year.

- b. The Secretary and Treasurer office bearers shall be elected to terms of one (1) year.
- c. There shall be no limit on the number of terms any office bearer may serve.

Section 2 – President

1. The President shall act as the Chief Executive Officer (CEO) of the Board of Directors.
2. The President or their appointee shall speak on behalf of the organization.
3. The President shall preside over all Board and Membership meetings of the organization.
4. In order to hold the Office of President, such title bearer must be a member of the Board of Directors for no fewer than 2 years prior to advancement to the Presidency.

Section 3 – President Emeritus

1. The President Emeritus shall have served at least one year in the capacity of President and shall be the most recent President, by succession.
2. The President Emeritus shall serve no longer than the term of the current President acting in that capacity.
3. In the case of the resignation of the President Emeritus, the Board of Directors may appoint a person in that capacity at their discretion.

Section 4 – Vice President/President Pro Tempore

1. The Vice President shall act as President Pro Tempore in the absence of the President and shall have authority to act as such.
2. The Vice-President shall upon vacation of the position of President, succeed to the office of President.
3. The Vice-President, unless otherwise directed by the Board of Directors, shall be in charge of the day-to-day operations of the organization.
4. The Vice President shall be elected at least annually, to a term of one year, in a process to be determined by the Board of Directors.
5. In the case of vacancy of the Vice-President before the end of their term, the Board of Directors shall appoint a new Vice President, unless a regularly scheduled election for such office is less than 30 days from the date of resignation. In the case of such vacancy, the Secretary shall assume the duties of Vice President until a new Vice President is elected or appointed.

Section 5 – Secretary

1. The Secretary shall be elected by the membership for a term of one (1) year.
2. The Secretary is responsible for maintaining all records.
3. The Secretary is responsible for the administration and advertisement of the Annual General Meeting.
4. The Secretary is responsible for all legal recordations and will provide the corporate seal and signature as needed.
5. The Secretary is responsible for any other duties as the Board of Directors may allocate to that office.

Section 6 – Treasurer

1. The Treasurer maintains all fiscal accounts for the organization.
2. The Treasurer, on at least an annual basis, shall give a reconciliation of all accounts to appropriate governmental bodies, as required by law.
3. The Treasurer shall keep the Board of Directors informed of all appropriate income and expenditure undertaken by the organization
4. The Treasurer is responsible for any audit procedures and has the authority to promulgate any rules for financial accountability as a result of such audit.
5. The Treasurer is responsible for any other duties as the Board of Directors may allocate to that office
6. The Treasurer must be bondable.

Section 7 – Officer Vacancies

1. Except as noted in Sections 1 through 6 of this Article, in the event an officer is removed from office or resigns from that office, the Board of Directors may appoint any person it sees fit for the remainder of that term, including persons who are not currently on the Board of Directors.
2. If such an appointment is made and the person appointed as an officer is not a member of the Board of Directors at the time of appointment, such person shall become a member of the Board of Directors filling a seat until the next general election. Such person shall have all rights and responsibilities commensurate with such position.

ARTICLE IV – STANDING COMMITTEES & SUBCOMMITTEES

Section 1 – Establishment of Committees

The Board of Directors may establish any committees and/or subcommittees as it sees fit.

Section 2 – Subcommittees

Any Committee established by the Board of Directors may establish subcommittees, upon approval by the Board of Directors.

ARTICLE V – MEMEBERSHIP

Section 1 – Types of Membership

1. There shall be two general types of membership for the organization as set out below:
 - a. Individual and Partner Membership -- Such memberships within this class shall have voting rights within the organization.
 - b. Corporate, Supporter and all other memberships -- Such memberships within this class shall NOT have voting rights within the organization.
2. Individual and Partner Memberships
 - a. The Board of Directors can set any type of memberships for living persons as it sees fit.
 - b. Such memberships for those living persons, either individually or in partnership with others, shall have one vote per person at any general meeting.
 - c. The Board of Directors may promulgate any such rules as needed for this type of membership.
3. Corporate, Supporter and all other memberships
 - a. The Board of Directors has the authority to set any other membership classes as it sees fit.
 - b. The membership classes that fall under this subheading shall have NO voting rights with regards to the organization.

- c. The Board of Directors may activate or terminate any such memberships in its sole discretion, with no legal effect upon the organization.

Section 2 – Qualifications for Individual and Partner Memberships

The voting class membership of SEATTLE OUT AND PROUD shall be comprised of any individual or human partnership that agrees with the stated purpose of the organization and may be assisting with the planning or production of SEATTLE OUT AND PROUD events. Unless stated otherwise in these bylaws, any such member may serve in any capacity on any committee of SEATTLE OUT AND PROUD, as well as be elected/appointed to the Board of Directors.

Section 3 – Voting Privileges

1. As noted above, only those members whose membership arose out of out Article V, Section 1, Subsection 2 shall have voting privileges within the organization.
2. Each individual person shall be entitled to one vote on any given matter.
3. No proxy voting shall be allowed.
4. Persons with partner memberships must be present and accounted for to vote.
5. Any voting disputes shall be decided initially by the Secretary. An appeal of the Secretary's decision is allowable to the Board of Directors, whose decision shall be final.

ARTICLE VI – MEETINGS

Section 1 – Annual General Meeting

1. There shall be at least one meeting annually, to be set at time and place determined by the Secretary.
 - a. The Secretary shall make notice of any such meeting
 - b. Such notice shall be made public, with publication thereof being sufficient notice.
 - c. Current members shall be notified by email, telephone or mailing to the last known address. Inability to contact any member does not incur liability upon the organization.
 - d. The Secretary shall conform with all state laws concerning such general meetings.

- e. Any such annual meeting shall be held on a day in the month of August, unless otherwise necessary.
2. The purpose of the Annual General Meeting is:
 - a. The election of the Board of Directors
 - b. Any other such business as dictated
3. Members eligible to vote must have been members of the organization no less than 30 days prior to the meeting.
4. Quorum shall consist of:
 - a. 60% plus one person of the membership as set out in section 3 of this Section AND
 - b. At least two (2) officers of the organization, one of whom must be the Secretary.

Section 2 – Special Meetings of the General Membership

1. Special meetings of the General Membership may be called:
 - a. By a 2/3 vote of the Board of Directors, having met quorum for that meeting.
 - b. By a ¾ vote of the number of members present at the prior Annual General Meeting
2. Such special meetings must give no less than 7 days notice
3. Quorum shall consist of
 - a. No less than 66% of the members present at the last Annual General Meeting AND
 - b. No less than 50% of the members of the Board of Directors, being present.
4. Special meetings must take place within 21 days of the voting procedure in part 1 of this section, unless a regularly scheduled Annual General Meeting is scheduled within that time.

Section 3 – Presiding Officer

1. The President shall preside over any such meeting unless they or their office is a topic to be discussed. Under such scenario, the Vice-President shall preside, and in their absence, the Treasurer.
2. In an event of a ruling of the Presiding Officer that is disputed, a majority of 75% of those present and voting shall serve to override the Presiding Officer's decision.

Section 4 – Voting

1. Voting shall be viva voce (by voice). In the discretion of the presiding officer, voting may take place by either:
 - a. A show of hands, OR
 - b. Balloting
2. The Board of Directors may approve any other voting methods.
3. Under no circumstance shall proxy voting be allowed.

ARTICLE VII – ADMINISTRATIVE PROVISIONS

Section 1 – Records

1. SEATTLE OUT AND PROUD shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of meetings of membership, the Board of Directors and any other such meetings as the Board of Directors shall dictate; records of the name and address of each member and Director and any other such records as may be necessary or advisable.
2. All public records shall be made available for inspection, to the extent required by state and federal law.

Section 2 – Bonds and Insurance Devices

1. The Treasurer shall ensure appropriate insurances are kept in place for the organization and for the Board of Directors in a corporate capacity.
2. The Treasurer, Secretary, Vice President, and President of the organization shall be bonded, with such costs to be borne by the organization.

ARTICLE VIII – FINANCES

Section 1 – Appropriation of Funds.

1. SEATTLE OUT AND PROUD shall be empowered to accept, deposit and acknowledge any and all donations, fees and other monies or in kind donations.
2. SEATTLE OUT AND PROUD shall be empowered to raise funds in any such manner as approved by the Board of Directors within the scope allowed under Section 501 of the Internal Revenue Code.

Section 2 – Administration of Funds

1. SEATTLE OUT AND PROUD shall maintain appropriate bank accounts.
2. A disbursement procedure shall be promulgated by the Board of Directors, to which the Treasurer's agreement must be in the affirmative.
3. The Treasurer shall develop policies and procedures for the proper handling of all funds.
4. The Treasurer shall be the final authorization in the disbursement of funds, but in their absence, another officer may disburse funds as needed and within budgetary guidelines.

ARTICLE IX – AMENDMENTS

Section 1 – Amendment

1. Amendments and alterations to these bylaws may be made:
 - a. Upon 2/3 vote of the Board of Directors, quorum having been met;
 - OR
 - b. Upon 3/4 vote of the General Membership, with 50% of the Board of Directors present and voting.
2. Proposed amendments must be in writing and proposed by a voting member.
 - a. Another voting member must second any such amendment.

- b. Only secondary amendments to the primary amendment shall be allowed; all further amendments will be considered out of order.
 - i. Any such amendments must be germane to the primary amendment in question.
 - ii. Any amendment must set out its date of ratification; if no such date is set then the amendment becomes ratified immediately upon adoption.

Section 2 – Implementation

1. These bylaws shall become effective upon passage. Any members of SEATTLE OUT AND PROUD that were members of SEATTLE OUT AND PROUD 10 days prior to passage shall continue on as members of SEATTLE OUT AND PROUD under these new bylaws.

ARTICLE X – DISSOLUTION OF THE ORGANIZATION

Section 1 – Method of Dissolution

1. Dissolution of the organization may occur:
 - a. At a regularly scheduled General Meeting; **and**
 - b. Upon motion of a voting member at such meeting; **and**
 - c. Upon the seconding of that motion by 2 additional voting members at such meeting; **and**
 - d. Upon a $\frac{3}{4}$ vote of all members present at that meeting voting in the affirmative; **and**
 - e. Upon ratification of such vote, the scheduling of a Special General Meeting at a time no less than 8 days after the ratification of the vote; **and**
 - f. At such meeting quorum shall consist of a number of no less than 80% of the persons present at the prior meeting; **and**
 - g. A motion to dissolve must be made by a voting member and seconded by 2 voting members; **and**
 - h. A 90% vote in the affirmative must be made to ratify the motion and dissolve the entity.

Section 2 – 501(c) 3 compliance and method of wrap-up

1. Any such dissolution shall be made in compliance with provisions of Section 501(c) 3 of the Internal Revenue Code in effect at that time.

2. The Board of Directors shall use the funds of the organization to liquidate all outstanding corporate debts. It will keep only those records as required by law and destroy all other records. Any such property left over shall be distributed within requirements of Section 501(c)(3) of the Internal Revenue Code, with preference to any such property going to a designated 501(c)(3) organization that benefits the LGBT community.

ARTICLE XI – INDEMNIFICATION

1. All officers or any other persons acting on behalf of the corporation, upon authorization to so operate, shall be indemnified by the corporation for all reasonable expenses and liabilities, including attorney fees, reasonably incurred or imposed upon such person in connection with any proceeding to which such person may be made a party, or in which the person may become involved, by reason of being or having been an Officer, member of a Committee, or agent of the Corporation, or any settlement thereof, whether or not such person is an Officer, member of a committee or agent of the Corporation at the time such expenses are incurred, EXCEPT in such cases where:
 - a. Such person is adjudged guilty of willful misfeasance or other related statutory law in the performance of such duties;
 - b. Such person operates outside civil or criminal law and is aware such action is unlawful.

PROVIDED, that in the event of settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

Revisions:

- 1/15/2006 – Article 1, Section 1: Updated to reflect new Mission & Purpose Statement.