

## **Fairmont Pride Bylaws**

Drafted by Marshal Allen Szary on 9/10/2024

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### **Fairmont Pride Mission:**

To do our part to create a caring, accepting, just, and affirming world for LGBTQ+ people and those who love them in the North Central West Virginia (NCWV) area. The mission will be achieved through community outreach, supporting LGBTQ+ members and their families, hosting various Pride events, completing community projects, fostering collaboration with other NCWV non-profit organizations to support our mission, and using the organization to advocate for the NCWV LGBTQ+ community.

### **Nondiscrimination Statement:**

Fairmont Pride deeply values our community of volunteers and network of partner organizations that are aligned with the mission of Pride. We are committed to creating programs that inspire, educate, and commemorate our rich history while creating an environment that celebrates our diverse culture and individuals are welcomed and respected.

Pride does not discriminate on the basis of race, color, religion, age, national origin (ancestry), disability, marital status, military status, Appalachian regional origin, natural hair, source of income, level of income, education level, sexual orientation, gender identity or gender expression for any of its activities or operations. These activities include, but are not limited to, the appointment to or termination from its Board of Directors, hiring and dismissal of staff or contractors and selection of volunteers\*.

We are committed to providing an inclusive and welcoming environment for everyone.

Note: Fairmont Pride is an all-volunteer organization and does not have employees.

### **Executive Board Officers Code of Ethics:**

We, as Fairmont Pride Executive Board members, dedicate ourselves to carrying out the mission of this organization.

We will:

1. Recognize that the chief function of Fairmont Pride is to serve the best interests of our constituency.

2. Accept as a personal duty the responsibility to constantly stay informed of emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
3. Keep the community informed about issues that affect it.
4. Conduct the organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion; and with respect and personal integrity.
5. Avoid any interest or activity that conflicts with the conduct of official duties.
6. Strive for personal and professional excellence and encourage the professional development of others.

### **Expectations of Fairmont Pride Executive Board Members**

- Be dedicated to the Fairmont Pride's mission and to the vitality of the chapter.
- Ideally, no two (or more) board members in the roles of president, vice president, secretary, and treasurer, should be married, romantic partners, or related. If there are not a sufficient number of qualified and willing candidates, this may be waived by vote of the membership.
- Maintain membership in the chapter by attendance and paying the annual dues.
- Make an annual financial donation to the chapter within their personal means, in addition to annual chapter dues.
- Attend quarterly and special Executive Board meetings, read financial reports and minutes, and attend all regular meetings and functions of Fairmont Pride. It is understood that at times sickness or personal plans may conflict with scheduling, but every effort must be made to fully participate. If a board member must be absent from a meeting or event, this must be clearly communicated to other board members in a timely manner. (See "termination".)
- Maintain files in digital archives accessible to all board members.
- Avoid speaking or acting on behalf of the Fairmont Pride Board unless authorized to do so by the Board.
- Every board member should fully understand, embrace, promote, and support Fairmont Pride's mission and vision.
- Engage in effective organizational planning. The Board, as guardians of the organization, must actively participate in developing and implementing strategic plans to achieve goals.

- Secure adequate resources. A primary responsibility of the board is to ensure the organization has the necessary resources to fulfill its mission, including fundraising efforts within the community.
- Manage resources prudently. To maintain accountability and uphold tax-exempt status, the board must develop annual budgets and implement proper financial controls. This includes the completion of required annual reports to the IRS and to the state.
- Oversee and enhance programs and services. The board determines which programs align with the organization's mission and monitors their effectiveness.
- Elevate the organization's public image. Boards serve as the organization's primary link to the community, promoting its mission, accomplishments, and goals to garner support and enhance public relations.
- Uphold legal and ethical integrity. The board is responsible for ensuring compliance with legal standards and ethical norms through the establishment of relevant policies and adherence to bylaws and articles of incorporation.
- Recruit and onboard new board members, and evaluate board performance. Boards must articulate their needs for diverse skills and experiences, orient new members, and regularly assess their own performance to identify areas for improvement. \*Supporting resources: IRS - Governance and Related Topics - 501(c)(3) Organizations; National Council of Nonprofits - Governance & Leadership Board/Officer

## **Job Descriptions**

### President

- Create the agendas for monthly public meetings, special business meetings, and Executive Board meetings (with input from the full board) and distribute the agenda 24 hours prior to the meetings.
- Preside at all Public Meetings, Special Business Meetings, and meetings of the Executive Board
- Along with other members of the Board, provide oversight of the treasurer's activities to ensure accuracy, transparency, and compliance with financial policies and procedures.
- Review and approve financial reports, including but not limited to annual Form 990 filings and other required reports, to verify their accuracy and completeness.
- Handles official correspondence or delegates the handling thereof.
- Develops chapter budget in cooperation with the Treasurer and the other board members.
- Facilitates planning and program development along with the other board members.

- Evaluate current Support, Education, and Advocacy programs along with the other board members.
- Represent or designate others to represent Fairmont Pride before external groups as necessary.
- Sign all documents authorized by the Executive Board
- Lead the chapter's effort to involve and build alliances with people of color, people of diverse faiths, all members of the LGBTQ+ community, all age groups, and people from all socio-economic levels.
- Perform such other duties that from time to time may be assigned by the Board

#### Vice President

- Presides over meetings when the President is absent
- Chairs the Nomination Committee when electing new board members
- Leads chapter's membership recruitment efforts
- Works closely with the President
- Perform such other duties that from time to time may be assigned by the Board or requested by the President

#### Secretary

- Manages the digital record of all official documents on a cloud-based storage platform, selected by the Board, including but not limited to the following:
  - Membership Roster with contact information
  - Minutes of all meetings of the Board
  - Minutes of the general membership
  - Attendance records for all Public meetings and Board meetings
- Provides minutes of the Public meetings and Board meetings to Board members
- Send notices and post announcements for all meetings of the general membership.
- Maintains a mailing list for fundraising and invitations (i.e., conferences)
- Writes thank-you notes to donors and speakers
- Perform such other duties that from time to time may be assigned by the Board or President

#### Treasurer

- Handles all financial affairs of the chapter
  - Collects and photocopies donations and membership checks
  - Makes deposits
  - Reconciles checking and savings accounts
- Maintains financial records, receipts, and disbursements of funds on a cloud-based storage platform, selected by the Board, including but not limited to the below
  - Monthly financial reports for the board
  - A list of donors which is provided to the secretary for the mailing lists
  - Expense and income data to the board to develop the annual budget
  - Documentation for all expenses disbursed
  - Annual financial reports at the end of the fiscal year
- Provides records to the Executive Board upon request
- Submits a financial report at each Board meeting
- Prepares an annual financial statement for the Annual General Membership Meeting
- Files all required government reports
  - Files required nonprofit forms with the Pennsylvania Secretary of State's office
  - Files the 990-N form with the Internal Revenue Service
- Reports memberships and remits dues and provides financial end-of-year information to the Board as requested

## **Financials**

### Financial Management

**Budget Development:** It is the responsibility of the President and Treasurer to develop an annual budget for presentation to the Board.

**Check Signing:** The Board President or Treasurer are authorized to sign checks. Two signatures will be required for checks and withdrawals. The Treasurer may sign checks solely, with the written approval from the President.

**Expenses and Expense Reimbursement:** The Executive Board authorizes expenditures by approving an annual budget. The Executive Board must approve expenses not outlined in the budget. In the event a board member must be reimbursed for an authorized expense, a receipt must be provided and the Treasurer is responsible for appropriate documentation of the reimbursement. Discretionary spending reimbursements may be made up to the amount of \$100 by approval of a board member.

## Fundraising

An annual fundraising campaign will be held in conjunction with the membership drive. Board members are expected to be involved in fundraising.

## **Annual Responsibilities**

Starting October 1st of every year, the chapter will start wrapping up the previous fiscal year and complete our annual responsibilities. This includes submitting a 990-N e-postcard or 990-EZ to the IRS by Feb 15, completing all required state filings, updating membership. Below is a list of who will complete these tasks:

IRS Reporting – Treasurer  
State Reporting – Treasurer  
Membership Updates – Secretary  
Dues Reminders – Treasurer

During our September board meeting, we will discuss the upcoming annual responsibilities and assign tasks to each board member (noted above). We will have monthly check-ins with those assigned to a task to assess their progress. Once all tasks are complete, we will make a note in our meeting minutes for that month. During our October board meeting, we will discuss the strategic priorities for the coming year. This includes determining our main goals, assessing the health of our chapter, and strengthening the connection to our work.

## **Board Policies**

### Continuity

Should a member of the Board be unable to continue their duties or chooses to resign from the position, an interim replacement may be selected by a vote of the Executive Board. In the event the President steps down, the Vice President will become Interim President. This position may only be held until the next general election, or at a special business meeting determined by the President.

### Confidentiality Policy

It is the policy of Fairmont Pride that Board members may not disclose or make accessible confidential information belonging to or obtained through their affiliation with Fairmont Pride to any person including relatives, friends, and associates, other than to persons who have a legitimate need for such information and to whom Fairmont Pride has authorized disclosure. Board members shall use confidential information solely for the purpose of performing services as a Board member for Fairmont Pride. This policy is not intended to prevent disclosure where disclosure is required by law.

### Conflict of Interest Policy

Board members have the legal duty of loyalty, that is, putting the interests of Fairmont Pride above their personal interests. A conflict of interest is one in which a Board member is in a position to influence a decision that may result in a personal gain for themselves or for a relative as a result of Fairmont Pride's business dealings. Any potential conflict of interest should be

disclosed by the Board member annually using the Conflict of Interest Disclosure statement, which will be signed annually by each board member.

#### Voting Measures

The President will be responsible to oversee all voting measures. The Board will determine if a vote should be majority rule or unanimous. If a motion results in a tie, the motion is lost.

#### Elections and Term Limits

Board Members are elected for a two year term. Elections will be held yearly during the regular September Public Meeting. If for any reason the September meeting must be postponed, the election must occur prior to the new calendar year beginning. Any member can run for office, presuming they meet all ethical considerations outlined in this document. Nominations for office can be made verbally in a public meeting or via writing to the President. Elections will be held annually, rotating slates between President and Treasurer one year and Vice President and Secretary the following year.

#### Whistleblower Policies

At Fairmont Pride, we value transparency and accountability. If someone witnesses any instances of improper conduct, such as waste, fraud, financial impropriety, or abuse, we encourage them to speak up and they have a duty to do so. An individual can make a confidential and anonymous report to the chapter Board President via email, phone, mail, or in person. All reports will be taken seriously and thoroughly investigated. Individuals accused of wrongdoing will have the opportunity to respond to the allegations. Even if the matter is found not to constitute misconduct, the individual making the report will not be retaliated against. Following the investigation, the President will: provide the person filing a report with a summary of the findings; take appropriate steps to deal with the issue addressed, including making operational or personnel changes, or justify why corrections are not necessary. All actions taken under this policy will be kept confidential. Should the accusation be levied against the President, the accusation shall be made to the other Board members.

#### Executive Board Quarterly Meetings

The Executive Board will meet quarterly at a time and place beneficial for all officers. At the quarterly meeting, the Executive Board will discuss chapter business, vision, and strategy.

#### Removal of a Board Member

Board members may step down at any time in the event they are no longer able to execute their duties in accordance to the bylaws of Fairmont Pride. Board members may be removed from office by a unanimous vote from the remaining Executive Board and confirmed by a majority vote from the membership. Removal from office can occur for the following reasons:

1. The officer has been convicted in a criminal court of law.
2. The officer has conducted themselves in a manner unbecoming of the position, this includes violation of the membership bylaws.
3. The officer has been unfaithful to the office and has been absent for at least two Executive Board Quarterly Meetings and/or has been absent for at least five General Meetings without cause.
4. The officer has had substantial allegations of mistrust in their personal or professional life.

5. The officer has misused funds or resources belonging to Fairmont Pride.
6. The officer has misrepresented themselves or the membership, resulting in negative perceptions or mistrust from the membership or public at large.

### Dissolution

At recommendation from the Executive Board and by unanimous vote from all present members at a regularly scheduled public meeting, Fairmont Pride may dissolve the organization. At such time, the Treasurer will make all required notifications to the appropriate state and federal entities to terminate non-profit status. Any remaining monetary funds or physical resources owned by Fairmont Pride will be donated to a charity or other nonprofit organization voted on by the membership.

### Name Change

At recommendation from the Executive Board and by unanimous vote from all present members at a regularly scheduled public meeting, Fairmont Pride may rename the organization. At such time, the Treasurer will make all required notifications to the appropriate state and federal entities to complete the process. Any remaining monetary funds or physical resources owned by Fairmont Pride will be transferred to the newly renamed organization.

### **Membership**

To become a member of Fairmont Pride, individuals must pay the annual dues of \$30. At the vote and discretion of the board, local dues may be waived in the event a member is unable to pay the local due. To remain a member, individuals must pay the dues each year. Membership expires for all individuals on January 1st of each year. Only members may vote on chapter business.

Minors (individuals under the age of 18) may join Fairmont Pride as a Junior Member for a reduced annual due of \$20. Junior Members are unable to hold board positions or lead committees. Junior members must have a parent or guardian present with them at meetings unless approved by the board. A parent or guardian must approve the minor joining the organization.

At the payment of dues, the President will call to vote to the Executive Board to accept or decline the membership. A majority in favor will finalize membership. Should a membership be declined, a refund will be provided by the Treasurer.

Termination and/or declination of membership may occur in the event the Executive Board determines the member has acted in a way that is unbecoming. Should the member act against the mission or policies outlined herein, their membership may be suspended or revoked. In these instances, refunds of dues will not be provided.

### **Bookkeeping**

The Secretary is responsible for maintaining all records digitally on a virtual space accessible by the Executive Board. The Treasurer is responsible for maintaining all financial records in the same virtual space. Fairmont Pride will keep complete books and records of accounts and minutes of the proceedings of the Executive Board for a minimum of seven (7) years.



### **Restatement or Amendment for 501(c)(3) Status Approval**

Said corporation 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 corresponding section of any future federal tax code. No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.