

As Amended:
February 8, 2016,
July 17, 2017,
July 9, 2018, &
August 13, 2018

BYLAWS for Sandhills PRIDE

Article I: Name & Purpose

Section 1. **Name.** Sandhills Pride shall be an incorporated³ 501c3 nonprofit association under the laws of the State of North Carolina.

Section 2. **Purpose.** Sandhills Pride is created exclusively for charitable purposes. The mission and objectives of this association are:

Mission: To provide a support network and educational advocacy group dedicated to increasing awareness and acceptance of the lesbian, gay, bisexual, and transgender (“LGBT”) community in the Sandhills region of North Carolina.

Objectives:

- To provide a support network for the LGBT community and its allies
- To serve as an educational service and resource to individuals within the LGBT community and to their allies
- To advocate within the Sandhills for increased awareness and acceptance of the LGBT community

While Sandhills Pride currently operates as an incorporated³ nonprofit under the Law of the State of North Carolina, under section 501(c) of the Internal Revenue Code, and Chapter 55A of the General Statutes of the State of North Carolina. Sandhills Pride may from time to time expand or alter its purpose provided, however, that all purposes remain within applicable state and federal laws.

Section 3. **Office.** The principal office of Sandhills Pride is located in Pinehurst, North Carolina. Sandhills Pride may relocate this office as designated by the Board of Directors.

Article II: Dedication of Assets

Section 1. **Dedication of Assets.** The properties and assets of this unincorporated nonprofit association are irrevocably dedicated to LGBT support and educational advocacy purposes. No part of the net earnings, properties, or assets of Sandhills Pride on dissolution or otherwise, shall inure to the benefit of any private individual, or any director or officer of Sandhills Pride, except that the Board of Directors shall be reimbursed for reasonable actual expenses made on behalf of or in service to Sandhills Pride and according to the policies authorized by the Board of Directors.

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Section 2. **Dissolution.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such 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 Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.²

Article III: Members

Section 1. **Members.** Sandhills Pride shall have no members.

Article IV: Board of Directors

Section 1. **General Powers.** The property, business, and affairs of Sandhills Pride shall be overseen by the Board of Directors in accordance with these Bylaws and the purposes of Sandhills Pride. The Board is responsible for the overall policy and direction of Sandhills Pride, as well as overseeing and participating in its day to day operations. Specific powers of the Board of Directors may include but are not limited to:

- A) Define the mission, goals, objectives, and activities of Sandhills Pride, and assigning priorities among the goals, objectives, and activities when needed;
- B) Create and approve Sandhills Pride's budget;
- C) Raise the financial resources required to meet Sandhills Pride's goals and objectives, and establishing general fundraising policies;
- D) Actively plan and participate in the activities of Sandhills Pride; and
- E) Periodically review and evaluate Sandhills Pride's performance and its goals, objectives, and activities.

Section 2. **Number.** The number of Directors shall be no less than three (3) or more than fifteen (15)^{1&5} until changed by amendment of the Bylaws or Board Resolution amending this section.

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The exact number of directors shall be fixed from time to time by the Board of Directors within the limits specified by this section.

Section 3. **Qualifications.** Each Director shall be an individual of at least eighteen (18) years of age who is a resident of North Carolina and who has never been convicted of a felony, been convicted of a misdemeanor involving fraud or bad faith, or been found liable in a civil action involving fraud or bad faith. Each Director shall demonstrate a commitment to carry out the purposes of Sandhills Pride and to participate actively in its activities and leadership. Directors shall demonstrate the necessary skills to make informed, well-balanced decisions regarding the impact and economic viability of Sandhills Pride's activities.

Section 4. **Election and Term of Office.** Except for the initial Directors, the members of the Board of Directors shall be elected by the Board by majority vote. Each Director shall hold office for a term of two years or until the Director's resignation, death, disqualification, or removal from office. Terms of office shall follow a staggered rotation.

Section 5. **Attendance.** Directors are expected to attend Board meetings, and to provide written notice of necessary absences. A Director shall be removed if the Director is absent without notification from more than 20% of regular Board meetings over any period of fifteen (15) months.⁶

Section 6. **Removal.** Any Director may be removed from office with or without cause by a majority vote of the Board at any regular or special meeting; provided that the Director to be removed has been notified in writing with no less than one (1) week notice. No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 7. **Vacancies.** A vacancy may be filled by a majority of the remaining Directors, even if less than a quorum, or by the sole remaining Director. A vacancy created by an increase in the authorized number of Directors shall be filled by the Board of Directors.

Section 8. **Resignation.** A Director may resign at any time by giving notice to the Chair of the Board, any officer of the Board, or the Board of Directors of Sandhills Pride. Such resignation shall be effective immediately, unless the notice specifies a later date for the resignation to become effective.

Section 9. **Diversity.** It shall be a goal of the Directors to seek Board members that reflect the broad diversity of the population of the Sandhills.

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Section 10. **Quorum.** Half of the number of seated Directors plus one shall constitute a quorum for the transaction of business at any meeting of the Directors.

Section 11. **Voting.** The act of a majority of Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors. A “majority” is defined as half plus one of the Directors present and voting a meeting at which a quorum is present. A Director who is present at a meeting of the Board at which an action on any Sandhills Pride matter is taken shall be presumed to have assented to the action taken unless that Director’s contrary vote is recorded or the Director’s dissent is otherwise entered in the Minutes of the meeting, or unless the Director shall file a written dissent to such action with any office of the Board of Directors or shall forward such dissent by certified mail to any office of the Board within forty-eight (48) hours of adjournment of the meeting. Such right to dissent shall not apply to Directors who voted in favor of such action.

Section 12. **Annual Meetings.** The annual meeting of the Board of Directors shall be held in February, or in a month designated from time to time by the Directors, for the purpose of electing Directors and Officers of the Association and the transaction of other business.

Section 13. **Regular Meetings.** Regular meetings of the Board of Directors may be held at such times and places as are fixed by the Board of Directors. The Board shall not meet less than once per quarter. Such regular meetings, if held on an agreed-upon schedule, may be held without prior written notice. Any Director may participate in a meeting, and any meeting, whether regular or special, may be held by conference telephone call or other means of conference communication (e.g., online), as long as all Directors participating in the meeting can communicate with one another, and all such Directors shall be deemed to be present in person at such meetings.

Section 14. **Special Meetings.** Special meetings of the Board of Directors may be convened for any purpose by the Chair of the Board or any two (2) Directors. The person or persons who call such a special meeting shall fix the time and place for such meeting, and shall give notice of not less than seventy-two (72) hours, by any usual means of communication.

Section 15. **Notice and Waiver of Notice.** Any Director may waive notice of any meeting. Attendance at a meeting shall constitute a waiver of notice, except where a Director attends for the expressed purpose of objecting to the transaction of any business because the meeting has not been legally convened.

Section 16. **Fees and Compensation.** No Director will receive any compensation for the Director’s services as a Director but may receive reimbursement for actual disbursements for reasonable amounts expended on behalf of or in service to Sandhills Pride.

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Article V: Committees

Section 1. **Formation.** The Directors may create committees that shall have and may exercise the powers conferred upon it or authorized by the resolution creating it, but may not otherwise act on behalf of Sandhills Pride. Each Director shall sit on at least one committee, and may sit on as many committees as each Director chooses. Individuals who are not Directors may lead committee(s) if the Directors elect such individuals by majority vote.

Section 2. **Executive Committee.** The Board shall create an Executive Committee that shall be composed of the Chair, the Vice-Chair, Treasurer, and the Secretary. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between regular meetings of the Board, subject to the direction and control of the Board of Directors. Notice of the time and place of an Executive committee meeting shall be given to each member of the Committee at least three (3) days before the meeting, unless the member who are not so notified waive such notice.

Section 3. **Voting.** Each action undertaken by a committee that requires a vote must be approved by the majority of the members of the committee.

Section 4. **Limitations.** No committee may ever:

- A) Approve any action that by state or local law requires the vote of at least a majority of the quorum of the full Board of Directors;
- B) Elect Directors or fill vacancies on the Board of directors or in any committee that has the authority of the Board;
- C) Amend or repeal the Bylaws, or any Resolution of the Board of Directors, or adopt new bylaws;
- D) Approve or revoke any voluntary dissolution Sandhills Pride, bankruptcy or reorganization, or sale, lease, or exchange of all or substantially all of the property and assets of Sandhills Pride;
- E) Approve any self-dealing transaction except as provided herein;
- F) With the exception of the Executive Committee, establish any other committees or appoint individuals to serve on committees; and
- G) Up to \$250 a quarter, with the exception of the Executive Committee, bind the Association in a contract or other agreement or expend any funds of the Association without the express authority of the Board of Directors.

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Article VI: Officers

Section 1. **Officers.** The Officers of Sandhills Pride shall consist of a Chair of the Board of Directors, Vice-Chair, Secretary, and Treasurer, and additional subordinate Officers as the Board of Directors may direct. Any two or more offices may be held by the same person, but no Officer shall have more than one vote on any matter.

Section 2. **Election.** The Board of Directors may elect Officers from the directors of the Board of Directors. Each Officer will serve for one year, automatically renewed, until the Director's resignation, removal, disqualification, death, or the election of the Officer's successor. The Board may elect Officer(s) at any regular meeting if necessary to fill an office that has been vacated.

Section 3. **Removal.** Any Officer may be removed from office (but remain on the Board of Directors) with or without cause by vote of a two-thirds (2/3) majority of the Board.

Section 4. **Chair.** The Board of Directors shall have a Chair whose duties and responsibilities will include, but are not limited to:

- A) Chair the Annual Meeting, regular meetings, and special meetings of the Board of Directors;
- B) Serve as a liaison among the Board and its committees;
- C) Maintain relationships as needed with foundations supporting Sandhills Pride and other potential funding sources;
- D) Facilitate and coordinate the Board's discharge of its responsibilities as set forth in the Bylaws and other Board Resolutions;
- E) Perform such other duties and responsibilities as directed by law, by the Association's Bylaws, or by the Board.

Section 5. **Vice-Chair.** The Vice-Chair shall have the powers and duties of the Chair in the event of the Chair's absence, disability, or refusal to act, and such other powers and duties as the Board of Directors or the Chair may delegate.

Section 6. **Secretary.** The duties and responsibilities of the Secretary shall include, but are not limited to:

- A) Keep the minutes of all meetings of the Board of Directors and Executive Committee Meetings, including all votes and resolutions adopted, amended, or revoked, and provide copies to the Board of Directors;
- B) Keep a record of any Bylaw updates passed by the Board of Directors and keep an up-to-date copy of the Bylaw, including any amendments made during the year.

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- C) Keep a record of all proxies submitted throughout the year, and prepare all ballots for all elections.
- D) Keep a record of Directors showing the name and address of each;
- E) Maintain Sandhills Pride's mailing list and send all communications to same;
- F) Write all correspondence on behalf of Sandhills Pride;
- G) Be responsible for Sandhills Pride's post office box;
- H) Sign all instruments as may require the Secretary's signature; and
- I) Perform such other duties and responsibilities as directed by law, Sandhills Pride's Bylaws, or the Board.

Section 7. **Treasurer.** The duties and responsibilities of Treasurer shall include but are not limited to:

- A) Be responsible for the maintenance, upkeep, and safety of all of Sandhills Pride's financial records (e.g., preparation of all checks, creation of all financial records or reports, depositing of all monies, submission of all required tax documents, signing bank drafts, making cash payments as needed for Sandhills Pride's debts and expenses, and inventory control on any and all of Sandhills Pride's merchandise);
- B) Be responsible for presenting written financial reports at each regular meeting of the Board of Trustees; a copy of such shall be kept with the minutes of the meeting;
- C) Present an Annual Report to the Board of Directors, described herein, no later than sixty (60) days after the close of the fiscal year; and
- D) Perform such other duties and responsibilities as directed by law, Sandhills Pride's Bylaws, or the Board.

Section 8. **Other Officers.** The duties and responsibilities of any other Officer shall be specified by the Board of Directors.

Section 9. **Compensation.** No Officer shall receive any compensation for the Officer's service as an Officer but may receive reimbursement for actual disbursements for reasonable amounts expended on behalf of or in service to Sandhills Pride.

Article VII: Miscellaneous Provisions

Section 1. **Fiscal Year.** The fiscal year of the Association shall be the calendar year, unless otherwise determined by the Board of Directors.

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Section 2. **Amendments.** The Bylaws may be amended or repealed and new Bylaws adopted upon two-thirds (2/3) vote of the filled seats of the Board of Directors.

Section 3. **Standard of Care.** A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner the Director believes to be in the best interests of Sandhills Pride, and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances. In performing their duties, Directors shall be entitled to rely on information, opinion, reports, or statement including financial statements and other financial data, in each case prepared or presented by:

- A) One of more Officers of Sandhills Pride whom the Director believes to be reliable and competent in the matters presented;
- B) Attorneys, independent accountants, or other persons to matters that the Director believes to be within such person's professional or expert competence;
- C) A committee of the Board upon which the Director does not serve, as to matters within its designated authority that the Director believes to merit confidence, so long as the Director acts in good faith after reasonable inquiry when the need is indicated by the circumstances.

Section 5. **Self-Dealing Transactions.** Except as approved herein, neither the Board of Directors nor any individual Director shall approve a self-dealing transaction. A self-dealing transaction is one to which Sandhills Pride is a party and in which one or more Director has a material financial interest. The Board of Directors may approve a self-dealing transaction if the Board makes a reasonable investigation into other possibilities and determine that a better arrangement cannot be obtained. In addition, the Board must be given the material facts and must determine that the transaction is fair and reasonable and in the best interests of Sandhills Pride. The Board must by majority vote approve of the self-dealing transaction and the interested Director must abstain from the vote.

Article VIII: Annual Report

Section 1. **Annual Report.** The Treasurer shall present to the Board of Directors no later than sixty (60) days after the close of the fiscal year a report containing the following information in appropriate detail:

- A) The assets and liabilities of Sandhills Pride as of the end of the fiscal year;
- B) The principal changes in assets and liabilities during the fiscal year;
- C) The revenue or receipts of Sandhills Pride for the fiscal year; and
- D) The expenses and disbursement of Sandhills Pride during the fiscal year.

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Certification

These bylaws of Sandhills Pride were approved this the 10th day of February, 2014.

¹Amended by unanimous vote March 9, 2015.

² Amended by unanimous vote September 14, 2015.

³ Amended to reflect incorporated 501c3 status February 8, 2016.

⁴ Amended by unanimous vote on July 17, 2017.

⁵Amended by vote on July 9, 2018.

⁶ Amended by vote on August 13, 2018.

⁷Amended throughout to use non-gendered language by vote on August 13, 2018

Date: 8/13/18

Chair _____ Print Kevin Brewer

Vice-Chair _____ Print Christopher Brady

Secretary _____ Print Julia Latham

Treasurer Not Present _____ Print Neil Ward

Board Member _____ Print Diane Innes

Board Member Not Present _____ Print Cindy Myrick-Lyons

Board Member _____ Print Charles Oldham

Board Member _____ Print John Zopatti

Board Member _____ Print Michael Edwards

Board Member _____ Print Kevin Brewer

Board Member _____ Print Frank Roque