

# BYLAWS OF PHILADELPHIA FAMILY PRIDE

## ARTICLE 1-NAME AND PURPOSE

*Section 1 -Name:* The name of the organization is Philadelphia Family Pride. It is a nonprofit organization incorporated under the laws of the Commonwealth of Pennsylvania.

*Section 2 -Purpose:* Philadelphia Family Pride is organized exclusively for charitable and educational purposes. Philadelphia Family Pride's mission statement is:

Building community for LGBTQ parents and our children in the greater Philadelphia region through advocacy, education and family-centered events.

The objectives of this corporation are:

- To promote and sponsor educational and public relations activities designed to develop or present an awareness of the need for and value of LGBTQ parenting among the greater community.
- To create a sense of community through building relationships and staying connected.
- To provide a resource for members and the community at large in order to: enhance their ability to become parents; help them be good and effective parents; or assist them in protecting the rights and interests of their family.
- To provide a vehicle through which members can express support for the belief that loving families must be recognized, respected, protected and celebrated equally -at home, at work and at school.

## ARTICLE II -MEMBERSHIP

*Section 1 -Eligibility for membership:* Membership is open to any individual or family that supports the purpose of this organization, as noted above.

*Section 2 -Annual dues:* Annual membership dues shall be set by the Board of Directors. Memberships shall be valid on a calendar year basis only, but shall extend until January 31 of the next calendar year to provide an opportunity to renew. Continued membership is contingent upon being up-to-date on membership dues.

*Section 3 -Rights of members:* Each member household shall be eligible to appoint one voting representative to cast the member's vote in any vote of the membership held by the organization.

*Section 4 -Resignation and termination:* Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the membership. Any terminated member will be entitled to a full refund of their dues for the then current calendar year.

## ARTICLE III-MEETINGS OF MEMBERS

*Section 1 -Annual meetings:* An annual meeting of the members shall take place some time between December 25 and January 31. The specific date, time and location of the annual meeting will be designated by the board of directors. At the annual meeting the members shall elect officers and directors, receive reports on the activities of the organization and provide input on the direction of the organization for the coming year.

*Section 2 -Special meetings:* Special meetings may be called by either co-chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special election.

*Section 3 -Notice of meetings:* Printed notice of each meeting of the membership shall be given to each voting member, by email, not less than two weeks prior to the meeting. Households who were members in the previous calendar year shall also be given notice for each meeting, but *only* paid members may vote.

*Section 4 -Quorum:* The members present at any properly announced meeting will constitute a quorum.

*Section 5 -Voting:* All issues to be voted on will be decided by a simple majority of those present at the meeting in which the vote takes place.

#### ARTICLE IV -BOARD OF DIRECTORS

*Section 1 -Board role, eligibility, compensation and size:* The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. The board receives no compensation other than reasonable expenses based on established policy. Only members shall be eligible for election to the board of directors and only one person within each member family may serve on the board at any time. The board shall have sixteen directors, directly elected in the following positions:

- Co-Chair
- Co-Chair
- Secretary
- Treasurer
- Chair, Membership Committee
- Chair, Fundraising Committee
- Chair, Education and Advocacy Committee
- Chair, Event Planning Committee
- Member at Large (8)

*Section 2 -Terms :* All board members shall serve one-year terms, except for the Co-Chair, which shall be staggered terms of two years. Each board position, as specifically designated, shall have a term limit of four years, consecutive or non-consecutive.

*Section 3 -Meetings and notice:* The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice, by mail or e-mail, at least two weeks in advance.

*Section 4 -Board elections:* Directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple plurality of members present at the annual meeting.

*Section 5 -Election procedures:* The board of directors shall be responsible for nominating a slate of prospective board members representing the diverse constituency of the membership. In addition, any member can nominate a candidate to the slate of nominees. Members at Large will be elected on a single ballot and all members will be eligible to vote for eight candidates for that position.

*Section 6 -Quorum:* At least eight board members must be present for quorum to permit business transactions to take place and motions to pass.

*Section 7 -Officers and duties:* There shall be four officers of the board, consisting the two co-chairs, secretary and treasurer. Their duties are as follows:

- The co-chairs shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: co-chair, secretary, treasurer.
- The co-chairs shall chair committees on special subjects as designated by the board in addition to filling in for the other co-chair when necessary. One co-chair will also coordinate communication and leadership for the special interest groups of the organization.
- The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget and make financial information available to board members and the public.

*Section 8 -Vacancies:* In the event that a vacancy occurs on the Board of Directors, the Board of Directors shall have the right to appoint a replacement. Any replacement on the Board of Directors shall serve the remainder of the unexpired term.

*Section 9 -Resignation, termination and absences:* Resignation from the board must be in writing, by mail or e-mail, and received by the Secretary. A board member shall be terminated from the board due to excess absences, determined as more than two unexcused absences from board meetings in a year. A board member will also be terminated should their membership not be renewed. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

*Section 10 -Special meetings:* Special meetings of the board will be called upon the request of either co-chair, or one-third of the board. Notice of special meetings will be sent out by the secretary to each board meeting, by mail or e-mail, at least two weeks in advance.

*Section 1 J -Open meetings:* All meetings of the board of directors shall be open to the general membership and all members present may express their views and opinions on any subject before the board. A member will be informed of the time, place and date of scheduled or special meetings of the board upon request by that member.

## ARTICLE V -COMMITTEES

*Section 1 -Committee formation:* The board may create committees as needed, such as fundraising, public relations, education, programming, etc. Four permanent committees shall be established at inception: Membership; Fundraising and Finance; Education and Advocacy; and Event Planning.

*Section 2 -Executive Committee:* The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporate and the bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to direction and control by the full board.

## ARTICLE VI -STAFFING AND PERSONNEL POLICIES

*Section 1 -Staffing:* The board of directors will establish the need for staffing in conjunction with the execution of the strategic plan as outlined by the board, and considering the budgetary requirements and capabilities.

*Section 2 -Personnel Policies:* The board of directors will be responsible for establishing and amending any personnel policies.

## ARTICLE VII -AMENDMENTS

*Section I -Amendments:* These bylaws may be amended at regularly scheduled open meetings of the PFP board of directors by a two-thirds majority of board members present, provided that the proposed changes are sent to the membership via email seven days prior. Members have the right to object within 30 days to any changes to the bylaws. Those objections will be reviewed at the next scheduled board meeting.

## ARTICLE VIII -DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all assets of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 as said Court shall determine, which are organized and operated exclusively for such purposes.

## CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on January 29, 2017.

Gina Cline, Secretary  
1/29/17