

Topeka Pride, Inc. (Topeka Pride) Bylaws

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Preamble

OUR MISSION AND VISION

Mission

1. A volunteer-based organization, Topeka Pride, Inc. produces annual events that celebrate the diverse LGBTQ and Ally communities.

Topeka Pride recognizes and respects all different sexual orientations and identities and understands that the acronym LGBTQ does not represent all identities and orientations. Where LGBTQ is used for the purpose of these bylaws, it is with the intent that these bylaws are inclusive and supportive of all orientations and identities.

Our Vision

We have a vision for Topeka and Shawnee County where all people are accepted and affirmed, regardless of sexual orientation or gender identity/expression and are empowered to live happy and healthy lives.

Article I. Guiding Principles

- A) In carrying out its Mission, Topeka Pride, Inc. is guided by the following principles:
 - 1) All people, without exception, should have an opportunity to be represented by our organization.
 - 2) The interests and concerns of all persons are valuable and should be heard and fairly represented, including all classes, subgroups, and minorities.

- 3) Mutual benefit can be achieved by working with other organizations in the pursuit of safety, respect, dignity, and equal opportunity for all people.

Article II. Name

- A) The name of this organization shall be Topeka Pride, Inc. For the purposes of these bylaws, Topeka Pride, Inc. shall also be referred to as “Topeka Pride”.

Article III. Offices

Principal Office

- A) The Principal office of Topeka Pride, Inc. is located in Shawnee County, State of Kansas.

Change of Address

- A) The designation of the County and State of Topeka Pride, Inc. principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the change of address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: _____

Dated: _____, 20_____

New Address: _____

Dated: _____, 20_____

Other Offices

- A) Topeka Pride, Inc. may also have offices at such other places, within or without its State of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article IV. Membership Structure

- A) Topeka Pride is an organization existing to further the improvement of the lives of LGBTQ people through education, advocacy, and leadership development efforts within Topeka and Shawnee County.

- B) **Non-discrimination:** Topeka Pride does not and shall not discriminate on the basis of age, color, creed, disability, gender identity, gender expression, national origin, race, religion, sexual orientation, family status, military status, or any other protected class.
- C) Only members in good standing will be considered voting members.
- D) To be in good standing, members must submit an application for membership, and sign a statement agreeing to support the mission and goals of Topeka Pride.

Article V. Purposes

Section 1: IRC Section 501(c)(3) Purpose

- A) Topeka Pride is organized exclusively for one or more of the purposes as specified in Section **501(c)(3)** of the Internal Revenue Code, 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.

Section 2: Specific Purposes and Objectives

- A) Produce annual events that celebrate the diverse LGBTQ and Ally communities.
- B) Educate the public on subjects useful to the individual and beneficial to the community. This includes, but is not limited to, educating and raising public awareness regarding the issues facing LGBTQ people and their families. These activities will be conducted with the goal of providing education and leadership development for all persons regardless of sexual orientation or gender identity/expression.

Article VI. Organizational Structure

- A) **Statement of Principles:** Topeka Pride exists to carry out the Mission Statement set forth in the Preamble of these bylaws. In doing so, Topeka Pride will educate and develop leaders, and organize within communities and other constituencies to raise awareness of the needs of LGBTQ people, families, friends, and allies.
- B) In pursuit of Topeka Pride's stated goals, Topeka Pride will assist in developing educators and leaders in Topeka and Shawnee County.
- C) Topeka Pride recognizes that our assistance on such efforts must be undertaken in the most careful and responsible way so as to advance the image of Topeka Pride locally, regionally and nationwide, assure success, and protect the possibility of other organizing efforts in Kansas and around the country.

Article VII. Board of Directors

- A) The Board of Directors of Topeka Pride shall be the chief governing body of the organization and shall have the responsibility for initiating and implementing changes in the organizational structure. The Board of Directors will consist of four officers: President, Vice President, Secretary, and Treasurer. The remaining Members shall be Directors with voting privileges.

Section 1. Election and Term of Office

- A) The Board shall consist of not less than 5 members and not more than 11 members.
- B) One half of the Members on the Board shall be elected to one (1) year terms and half of the Board shall be elected to two (2) year terms for the first year of these bylaws. Thereafter, the terms of all Members elected to the Board of Directors shall be for two (2) years, creating staggered terms.
- C) Board Members shall be elected by majority vote of Topeka Pride members in good standing; and present at, or presenting email ballots prior to the start of, the Annual Meeting.
- D) If there is an equal number or fewer candidates for Board Membership than there are open Board positions, Topeka Pride members in good standing will have the options of voting for the candidate, against the candidate, or abstaining from voting.

Section 2. Nominating Committee

- A) A Nominating Committee shall be elected at a Topeka Pride meeting 3 months prior to the Annual Meeting.
- B) The purpose of the Nominating Committee shall be to recruit and nominate Board Members who will benefit the work of Topeka Pride.
- C) The Nominating Committee shall consist of two Board Members whose terms are not expiring, and two Topeka Pride members in good standing who are not Board Members.
- D) The Nominating Committee shall conduct the nomination process in a manner that it deems efficient and equitable and report the names and arguments for inclusion to the Board of Directors and the Executive Director not less than 14 days prior to the Annual Meeting.
- E) The process chosen must be open and in concert with the Board of Directors and the Executive Director.
- F) In nominating the candidates for Board Membership:
 - 1) The Nominating Committee shall exercise every care that all major constituencies of Topeka Pride, as self-identified (e.g. families, allies, caring individuals) have the potential for representation on the Board.

- 2) The Nominating Committee will make a good faith effort to include representatives of LGBTQ persons, allies, their families, related professionals, and concerned individuals on the Board.
- 3) The Nominating Committee shall also make every effort to select candidates for Board Membership who represent the diversity of the community including; but not limited to; age, color, creed, disability, gender identity, gender expression, national origin, race, religion, sexual orientation, family status, and military status, as well as other areas of diversity.

Section 3. Powers of the Board

- A) The Board of Directors shall have the power to propose and adopt amendments to these bylaws and to the Articles of Incorporation.
 - 1) Proposed amendments to the bylaws shall placed into consideration during a meeting, and shall be voted on at a subsequent meeting.
- B) The Board shall have the power to appoint/remove the Executive Director by vote of not less than one-half (1/2) of the full Membership of the Board.
- C) The Board shall have other powers as provided for by these bylaws.

Section 4. Audits

- A) The Board President, Board Treasurer and Executive Director shall perform an internal audit of Topeka Pride's financial status to be completed not less than 14 days prior to the Annual Meeting,
- B) Other audits of Topeka Pride's financial health will be done, as required, by granting agencies
- C) The Board of Directors may initiate an external audit at any time by vote of not less than one-half (1/2) of the full Membership of the Board.
- D) A majority vote of the board is required to accept an audit report.

Section 5. Officers

- A) The Members of the Board of Directors of Topeka Pride shall elect the following four (4) officers: President, Vice President, Secretary, and Treasurer at the Annual Meeting.
 - 1) **Qualifications:** Any person who is a resident of Shawnee County, or works in Shawnee County, or is approved by 80% of the board; and is dedicated to the Mission Statement set forth in the Preamble of these bylaws.
 - 2) **Election and terms of office:** Officers shall be elected by the Board of Directors, at the Annual Meeting, and each officer shall hold office until they resign or are

removed or otherwise disqualified to serve, or until their successor has been elected and qualified, whichever occurs first.

- **3) Resignation:**
 - a) Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of Topeka Pride.
 - b) Any such resignation shall take effect at the date of receipt of such notice or at any later date specified within the written notice, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- **4) Vacancies:** Any vacancy caused by 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 that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall 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.
- **5) Terms of Successors:** An Officer appointed to fill a vacancy shall serve the unexpired term of the Officer's predecessor. The appointed Officer may be elected to a subsequent term as an Officer.

Duties

- **A) President:**
 - 1) The duties of the President shall include presiding at meetings of the Board, making formal statements on behalf of Topeka Pride, representing Topeka Pride, and acting as Topeka Pride's president and chief operating officer for all corporate purposes.
 - 2) The President shall, in concert with the Executive Director, appoint chairs of committees and individuals to perform special tasks.
 - 3) In the absence of the Executive Director, the President shall assume the duties of the Executive Director.
 - 3) Other duties as expressed within these bylaws.
- **B) Vice President:**
 - 1) The duties of the Vice President shall include assuming the duties and responsibilities of the President when the President is unavailable, and to perform such other duties as from time to time may be assigned by the Board of Directors.
- **C) Secretary:**
 - 1) The duties of the Secretary shall be to keep minutes of each Board meeting and to prepare and distribute copies of those minutes to the Members of the Board and the Executive Director, not less than 3 days prior to next Board meeting.

- 2) The Secretary shall be the official custodian of all non-financial corporate books and records, including the original or a copy of these bylaws as amended or otherwise altered to date.
- 3) The Secretary will assure that copies of all books and records are maintained at the principal office of Topeka Pride, or kept in the Secretary's possession.
- **D) Treasurer:**
 - 1) The duties of the Treasurer shall include acting as the chief financial officer for all corporate purposes; maintaining a system of accounts for all monies received or disbursed by Topeka Pride; and acting as the custodian for all financial books and records of Topeka Pride.
 - 2) The Treasurer shall have charge and custody of, and be responsible for, all funds of Topeka Pride, and shall deposit all such funds in the name of Topeka Pride in such banks as shall be selected by the Board of Directors.
 - 3) The Treasurer shall exhibit at all reasonable times the books of the account and financial records to any Director of Topeka Pride, or to his or her agent or attorney, on request.
 - 4) The Treasurer shall render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and/or an account of the financial condition of Topeka Pride.
 - 5) The Treasurer shall be available to, and work with, the Executive Director for the disbursement/collection of funds for services/materials, as needed, and as subject to the state of Topeka Pride's financial condition.
 - 6) The Treasurer shall provide a monthly financial statement to the Board of Directors and the Executive Director

Section 6. Directors

- **A) Powers of Directors:** Directors may act on behalf of Topeka Pride only when specifically authorized by these bylaws or by the Board of Directors.
- **B) Resignation of Director:** A Director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall take effect upon receipt of the written notice by the Board of Directors.
- **C) Recall of Director:** Upon written petition by at least one-third (1/3) of the Members of the full Board of Directors, a vote of confidence shall be held for the Board Member of the corporation specified by the petition. If the Board demonstrates its lack of confidence in said Board Member by failing to provide one-half (1/2) vote in favor of said Board Member; that Board Member shall be considered recalled, and the Board position shall be declared vacant.

- **D) Appointment of Successor:** A Director appointed to fill a vacancy shall serve the unexpired term of the Director's predecessor. The appointed Director may be elected to a subsequent term as a Director.
- **E) Non-liability of Directors:** The directors shall not be personally liable for the debts, liabilities, or other obligations of Topeka Pride.
- **F) Indemnification By Corporation of Directors and Officers:** The Directors and Officers of Topeka Pride shall be indemnified by Topeka Pride to the fullest extent permissible under the laws of the State of Kansas.
- **G) 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 Topeka Pride (including a director, officer, employee or other agent of Topeka Pride) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provision of law.

Section 7. Meetings

- **A) The Board shall meet in Shawnee County, Kansas, at locations as designated by the Board of Directors.**
 - 1) The date, time, and specific location of each meeting shall be determined by the Executive Director.
 - 2) The Executive Director shall provide for notice of meetings to be posted on the Topeka Pride website and Facebook Page not less than 7 days prior to the meeting.
- **B) The President of the Board, by concurring majority vote of the Board of Directors, may convene the Board in executive session to resolve such items as individual personnel issues, pending litigation involving Topeka Pride, etc.**
- **C) Agenda:**
 - 1) The Executive Director shall create the agenda for all meetings.
 - 2) Items shall be placed on the agenda as requested by any Member of the Board of Directors.
 - 3) Topeka Pride members in good standing, and wishing to place an item on the agenda, shall request the addition of said item by contacting any Board Member.
 - 4) Topeka Pride members in good standing, and in attendance at the meeting, may request the addition of an item during New Business.

- 5) The Board Secretary shall distribute the agenda for meetings to all Members of the Board of Directors; and shall provide for the posting of the meeting agenda on the Topeka Pride website and Facebook Page not less than 5 days prior to the meeting.
- D) **Quorum:** At least one half (1/2) of the current Members of the Board shall constitute a quorum for doing business.
- E) **Discussion:** Discussion of each matter contained in the agenda shall be open, and to the extent possible, not subject to formal rules of procedure; provided that the President may regulate discussion by recognizing people to speak and by limiting time allowed for discussion.
- F) **Action:** All actions shall be taken by the Board through the following procedures:
 - 1) Proposal of a precisely worded resolution by a Board Member. To the extent possible, such resolutions shall be prepared in writing in advance by the Board Member proposing it; in all other cases, the Secretary shall formulate the precise wording of the resolution.
 - 2) The motion/resolution shall be seconded.
 - 3) If there is no second, the motion dies
 - 4) Discussion of the motion/resolution.
 - 5) A vote shall be taken by a method at the discretion of the President.
 - 6) A motion shall pass if it receives a simple majority of the persons voting for or against. (Does not count those abstaining).
- G) **Board Action without a Meeting:** Any action required and permitted to be taken by the Board at a meeting may be taken without a meeting if a majority of the full Membership of the Board gives their consent by mail, electronic communication, phone, or fax.
- H) **Annual Meeting:** Topeka Pride will meet annually to discuss Topeka Pride's plans and goals for the coming year and for the election of Board Members.
- I) **Special Meetings:**
 - 1) At the request of 3 or more Members of the Board of Directors the President shall cause a special meeting to be called.
 - 2) The Executive Director shall provide for notice of special meetings to be posted on the Topeka Pride website and Facebook Page as soon as possible after such meeting is called.
 - 3) No business other than that specified in the notice may be transacted at such special meeting without the unanimous consent of all Board Members present at such meeting.

- 4) The Executive Director shall distribute the agenda for special meetings to all Members of the Board of Directors; and shall provide for the posting of the meeting agenda on the Topeka Pride website and Facebook Page as soon as possible after such meeting is called.
- J) **Topeka Pride Members:** Board of Directors meetings shall be open to the public (with the exception of Executive Session).

Article VIII. Staffing

Staffing Authority of the Board of Directors

- A) **Executive Director:** Topeka Pride Board of Directors may appoint an Executive Director.
 - 1) The Executive Director shall perform the duties assigned herein.
 - a) Manage the day-to-day business of Topeka Pride.
 - b) Create a strategic plan for Topeka Pride.
 - c) Provide, and/or utilize Topeka Pride members and volunteers, as needed, in the provision of:
 - i) The recruiting and training of volunteers as needed to carry out the strategic plan
 - ii) The organizing, scheduling, setting-up, and soliciting of opportunities for Topeka Pride workshops, conference, trainings, and other activities.
 - iii) Monthly reports to the Topeka Pride Board of Directors and Topeka Pride membership regarding the status of the execution of the strategic plan.
 - iv) Additional reporting and support for the Topeka Pride Board of Directors and/or Topeka Pride membership, as needed.
 - v) Arrange for the maintenance and upkeep of the Topeka Pride website and Facebook Page, including, but not limited to, the posting of minutes, agendas, nominees, references, workshops, trainings, endorsements, financial reports, and other information/announcements, as needed.
 - vi) The posting of meeting notices and agendas as provided for within these bylaws.
 - vii) The procurement of grants and other funding.
 - 2) Other duties as outlined and/or specified in these bylaws.
 - B) **Additional Staff:**
 - 1) Topeka Pride may, from time to time, be in a position to hire staff. As conditions change, the Board of Directors may do so as it sees fit.

- 2) General responsibilities for such staff members shall be fixed in an employment contract specifying the nature of the employment, such contract making clear that the staff person serves at the pleasure of the Board of Directors and specifying conditions of employment and termination.

Article IX. Execution of Instruments, Deposits, and Funds

- **A) Execution of Instruments:**
 - 1) Execution and delivery of any instrument in the name of and/or on behalf of Topeka Pride, shall require the signature of the: 1. Treasurer, and 2. Executive Director or other Member of the Board of Directors.
 - 2) Unless so authorized, no officer, agent, or employee shall have any power or authority to bind Topeka Pride by any contract or engagement, or to pledge its credit, or to render it liable monetarily for any purpose or in any amount.
- **B) 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 Topeka Pride shall be signed by the 1. Treasurer, and 2. Executive Director or other Member of the Board of Directors.
- **C) Deposits:** All funds of Topeka Pride shall be deposited from time to time to the credit of Topeka Pride in such banks, trust companies, or other depositories as the Board of Directors may select.
- **D) Gifts:** The Board of Directors may accept, on behalf of Topeka Pride; any contribution, gift, bequest, or device for the non-profit purposes of Topeka Pride.

Article X. Corporate Records, Reports and Seal

Maintenance of Corporate Records

- **A) Topeka Pride shall keep in the Secretary's possession:** Minutes of all meetings of Directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, notice given, and the names of those present and the proceedings thereof. A copy of Topeka Pride's articles of incorporation and bylaws as amended to date, which shall be open to inspection by members of Topeka Pride at all reasonable times.
- **B) Corporate Seal:** The Board of Directors may adopt, use, and at will alter a corporate seal. Such seal shall be kept at the principal office of Topeka Pride. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

- **C) 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 Topeka Pride and shall have such other rights to inspect the books, records, and properties of Topeka Pride as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.
- **D) Right to Copy and Make Extracts:** Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.
- **E) Periodic Report:** The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this State, to be so prepared and delivered within the time limits set by law.

Article XII. IRS 501(c)(3) Tax Exemption Provisions

- **A) Limitations on Activities:** No substantial part of the activities of Topeka Pride shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and Topeka Pride shall 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.
- **B)** Notwithstanding any other provisions of these bylaws, Topeka Pride shall not carry on any activities not permitted (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- **C) Prohibition Against Private Inurement:** No part of the net earnings for Topeka Pride shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that Topeka Pride shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of Topeka Pride.
- **D) Distribution of Assets:** Upon the dissolution of Topeka Pride, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to one or more exempt organizations dedicated to educating the public about LGBTQ issues and rights that are also organizations within the meaning of Section 501(c)(3) of the Internal Revenue code.

Article XIII. Conflict of Interest

Section 1: Purpose

- A) The purpose of the conflict of interest policy is to protect this tax exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Topeka Pride or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- A) **Interested Person:** Any director, principal officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B) **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1) An ownership or investment interest in any entity with which Topeka Pride has a transaction or arrangement,
 - 2) A compensation arrangement with Topeka Pride or with any entity or individual with which Topeka Pride has a transaction or arrangement, or
 - 3) Potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Topeka Pride is negotiating a transaction or arrangement.
 - 4) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - 5) A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

Section 3: Procedures

- A) **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering proposed transaction or arrangement.

- **B) Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- **C) Procedures for Addressing the Conflict of Interest:**
 - 1) An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 2) The President of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board of Directors or committee shall determine whether Topeka Pride can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - 3) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Topeka Pride's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- **D) Violations of the Conflicts of Interest Policy**
 - 1) If the Board of Directors or committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.
 - 2) If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings

- **A) The minutes of the Board or Directors and all committees with Board delegated powers shall contain:**
 - 1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest,
 - 2) The nature of the financial interest, any action taken to determine whether a conflict of interest was present,

- 3) The Board of Directors' or committee's decision as to whether a conflict of interest was present,
- 4) The Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
- 5) The names of the persons who were present for discussions and votes relating to the transaction or arrangement,
- 6) The content of the discussion, including any alternatives to the proposed transaction or arrangement,
- 7) A record of any votes taken in connection with the proceedings.

Section 5: Compensation

- A) A voting Member of the Board or Directors who receives compensation, directly or indirectly, from Topeka Pride for services is precluded from voting on matters pertaining to that Member's compensation.
- B) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation directly or indirectly, from Topeka Pride for services is precluded from voting on matters pertaining to that member's compensation.
- C) Voting Members of the Board or Directors and committee members as described in A & B above, are not prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements

- A) Members of the Board of Directors, the Executive Director, members of a committee with Board or Directors delegated powers, and representatives of Topeka Pride shall annually sign a statement which affirms such person:
 - 1) Has received, read, understands, and has agreed to comply with the conflicts of interest policy.
 - 2) Understands Topeka Pride is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
 - 3) Enters into a covenant with Topeka Pride to:
 - a) Abide by all Local, State and Federal laws
 - b) Abstain from actions and activities that are in conflict with the purposes outlined in the Topeka Pride Mission Statement
 - c) Abstain from actions and activities that are detrimental to the standing and dignity of Topeka Pride, affiliated organizations, or Topeka Pride members.

- d) Work in the spirit of cooperation and respect towards Topeka Pride members, affiliated organizations, and all organizations/individuals receiving any services from Topeka Pride.

Section 7: Periodic Reviews

- A) To ensure Topeka Pride operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - 1) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
 - 2) Whether partnerships, joint ventures, and arrangements with management organizations conform to Topeka Pride's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in excess benefit transaction.

Article XIV. Amending the Bylaws

Amendments to the Bylaws of Topeka Pride, Inc.

- A) The bylaws of Topeka Pride may be amended by action of the Board of Directors. The Board of Directors shall have the power to amend these bylaws, by a two-thirds majority vote of all Members of the Board, provided that proposed amendments to the bylaws are placed into consideration during one meeting, and voted on at a subsequent meeting. The waiting period until the subsequent meeting may be waived when such changes are approved by an 80% supermajority vote of the full board membership.