

Proposed amended By Laws

ARTICLE I – Name and Purpose

Section 1. The name of the organization shall be *Woodstock Pride, Inc.*, doing business as *Heart of North Georgia Pride*.

Section 2. The corporation is organized exclusively for charitable and educational purposes as described in the Articles of Incorporation.

ARTICLE II – Offices

The principal office shall be located in Cherokee County, Georgia. The corporation may have other offices as the Board of Directors determines.

ARTICLE III – Membership

Section 1. *Eligibility*: Membership is open to any person who supports the mission and values of the organization.

Section 2. *Dues*: The Board may establish dues, but membership shall not be denied for inability to pay.

Section 3. *Rights*: Members may attend meetings and volunteer but shall not have voting rights unless specifically granted by the Board.

ARTICLE IV – Board of Directors

Section 1. *Authority*: The Board of Directors is the governing body of the organization and is responsible for overall policy, direction, and fiscal oversight.

Section 2. *Composition*: The Board shall consist of not fewer than 3 and not more than 15 directors.

Section 3. *Terms*: Directors shall serve staggered 2-year terms and may be re-elected.

Section 4. *Meetings*: The Board shall meet at least quarterly. Special meetings may be called by the President or any two directors.

Section 5. *Quorum*: A majority of directors then in office constitutes a quorum.

Section 6. *Voting*: Each director shall have one vote. Proxy voting is not permitted.

Section 7. *Removal*: A director may be removed for cause by a two-thirds vote of the Board.

Section 8. *Vacancies*: Vacancies may be filled by majority vote of the remaining directors.

ARTICLE V – Officers

Section 1. *Officers*: The officers shall be a President, Vice President, Secretary, and Treasurer.

Section 2. *Election*: Officers shall be elected annually by the Board from among its members.

Section 3. *Duties*:

- **President**: Serves as chief executive officer, presides at meetings, and represents the organization publicly.
- **Vice President**: Assists the President and acts in their absence.

- **Secretary:** Keeps records, minutes, and correspondence.
- **Treasurer:** Manages financial records, prepares budgets, and reports on financial status.

ARTICLE VI – Executive Director

Section 1. Position and Appointment

The Board of Directors may appoint an **Executive Director** who shall serve at the pleasure of the Board. The Executive Director shall be an **unpaid, volunteer position** unless otherwise authorized by the Board.

Section 2. Duties

The Executive Director is responsible for implementing the policies and strategic goals established by the Board of Directors, managing the organization’s day-to-day operations, and coordinating volunteers and committees to ensure effective execution of programs and events.

Section 3. Authority

The Executive Director shall act as the principal administrative officer of the organization and shall have authority to carry out the duties and responsibilities delegated by the Board. The Executive Director may sign documents on behalf of the organization as authorized by the Board but **does not have independent voting rights** on the Board unless separately elected as a Director.

Section 4. Accountability

The Executive Director reports directly to the Board of Directors and shall provide regular updates, reports, and recommendations to the Board. The Board retains full authority over governance, budgeting, and policy matters.

Section 5. Removal

The Executive Director may be removed from office by a majority vote of the Board of Directors at any time, with or without cause.

ARTICLE VII – Committees

The Board may establish committees as needed, such as Fundraising, Events, Education, or Community Outreach. The President shall appoint committee chairs, subject to Board approval.

ARTICLE VIII – Finances

Section 1. *Fiscal Year:* The fiscal year shall be January 1 to December 31.

Section 2. *Checks and Contracts:* All checks or contracts must be signed by two authorized officers.

Section 3. *Records:* Accurate financial records shall be maintained and available for inspection.

ARTICLE IX – Conflict of Interest

Any director, officer, or committee member with a financial interest in a matter before the Board must disclose the conflict and abstain from discussion and voting on that issue.

ARTICLE X – Indemnification

To the fullest extent permitted by law, the corporation shall indemnify any person made a party to a proceeding because they are or were a director, officer, employee, or agent of the corporation.

ARTICLE XI – Non-Discrimination Policy

Woodstock Pride, Inc. shall not discriminate based on race, color, religion, national origin, sex, gender identity or expression, sexual orientation, age, or disability in any of its policies, programs, or activities.

ARTICLE XII – Amendments

These Bylaws may be amended by a quorum vote of majority by the Board of Directors at any regular or special meeting, provided that notice of the proposed amendment has been given to each director at least seven days prior.

ARTICLE XIII – Section 508(e) Compliance Provisions

Section 1. Private Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, Executive Director, members, 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 these Bylaws.

Section 2. Political Activity

The corporation 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.

Section 3. Legislative Activity

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as permitted under Section 501(h) of the Internal Revenue Code, if applicable.

Section 4. Compliance With Exempt Purposes

Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on 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 law.

Section 5. Dissolution

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 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 a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes.