

BY-LAWS OF THE PRIDE FESTIVAL OF CENTRAL PA, A NOT-FOR-PROFIT ORGANIZATION

These By-Laws are effective this 20th day of October 2015.

ARTICLE I – ORGANIZATION

1. The name of the organization shall be Pride Festival of Central PA.
2. The organization may at its pleasure by a vote of the Executive Board change its name.
3. The Pride Festival of Central PA will be 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. In order to facilitate that status, the Pride Festival of Central PA has become a special project of The Foundation for Enhancing Communities, hereinafter referred to as TFEC.

ARTICLE II – MISSION STATEMENT & GOALS

1. The following is the Mission Statement for which the Pride Festival of Central PA has been organized:
 - a. To increase positive visibility of the Lesbian, Gay, Bisexual and Transgender (LGBT) community of Central Pennsylvania by providing opportunities to express and celebrate diverse perspectives, emphasizing acceptance of all individuals regardless of sexual orientation, gender identity or gender expression.
2. The goals of the Pride Festival of Central PA are to:
 - a. Promote awareness of and showcase organizations available to the LGBT community;
 - b. Provide a safe environment for people of the LGBT community to celebrate their diversity;
 - c. Support local economic growth by attracting individuals to Central Pennsylvania;
 - d. Raise funds for charitable contributions to LGBT organizations.



ARTICLE III – NON DISCRIMINATION POLICY

1. In all of its activities, efforts, policies, and in the composition of committees, the Pride Festival of Central PA shall have as a central aspiration the achievement of equity through active recruitment of members of underrepresented groups. The Pride Festival of Central PA shall not discriminate with regard to age, ethnicity, race, color, sex, creed, national or cultural origin, religious affiliation or background, sexual orientation, gender identification or expression, disability, weight, height, appearance, marital status, or health status.

ARTICLE IV – PARTICIPATION

1. Those who wish to participate in events sponsored by this organization must adhere to the goals expressed in Article II and the principles of non-discrimination specified in Article III above.
2. Furthermore, no vendor or attendee shall have the right to express a contrasting or contradictory message to that of the event organizers. The Pride Festival of Central PA shall refuse all vendor and parade applications of, and shall deny event entry to, individuals or groups that they deem to hold beliefs contrary to those expressed in these by-laws.

ARTICLE V – EXECUTIVE BOARD

1. The control and management of the affairs and business of this organization shall be managed by a Executive Board, hereinafter called "Board," consisting of seven (7) members: President, Executive Vice President, Vice President of Communications, Vice President of Entertainment, Vice President of Operations, Vice President of Fundraising and Sponsorships, and Vice President of Volunteer Resources.
 - a. The Board shall have a minimum of five (5) members, but no more than seven (7) members.
 - b. Each member of the Board is considered an Executive Officer of the Pride Festival of Central PA.
 - c. The President of the organization by virtue of his/her office shall be Chairman/Chairwoman of the Board.
2. It shall be the duty of all Board members to work towards the achievement of the Mission Statement and Goals within the restrictions of these by-laws.
3. Nominations shall be held each year for the members of the Board. The current Board members shall nominate new Board members during the first regular meeting in the month following the Pride Festival.



- a. To be eligible for Board membership, nominees must:
 - i. Be age eighteen (18) years or older.
 - ii. Must have served at least two (2) consecutive years in some capacity as a volunteer and or on a committee of the Pride Festival of Central PA. This rule may be waived with the endorsement and sponsorship of two current non-related Board members.
 - 1. Non-related Board members are people who are not in a committed relationship with someone else on the Board and or who do not cohabitate.
 - 2. Endorsement and sponsorship must occur prior to the application being submitted. Applications without the signed endorsement and sponsorship of the current non-related Board members will be considered incomplete, thus being rejected.
 - b. In addition to the above stated requirements new members to the Board must:
 - i. Submit an application form with a current résumé attached, which should include work history, education, and relevant experience and
 - ii. Participate in an interview with the current Board members.
 - 1. At the conclusion of all interviews and an appropriate amount of deliberation, as determined by the Executive Vice President, in consultation with the President the Board will vote.
 - c. Nominees are selected to join the Board by a majority vote of current Pride Festival of Central PA Executive Board members who are physically present at the meeting where the vote takes place.
- 4. All Board positions have a term of three (3) years. At the conclusion of a three (3) year term, an existing Board member may be voted back on the Board for a subsequent three (3) year term, without having to reapply or submit to the application process.
 - 5. A Board member may be removed when sufficient cause exists for such removal. The Board may declare a vacancy or clear a position by a Board member making a motion to vacate said position:
 - a. In the event of death, extreme illness, or resignation.
 - b. If a Board member has three (3) or more unexcused absences from Board meetings / sessions and or otherwise fails to establish interest.



- i. An absence is unexcused when the President and or Executive Vice President have not been notified by writing or voice two hours prior to the commencement of a meeting.
 - c. If a board member has accumulated one (1) written warning and one (1) written reprimand. Following receipt of a written reprimand, the next offense will result in discharge from the Board.
 - i. A written warning is composed by the President to a member of the Board, explaining that his or her job performance has been unsatisfactory. It must provide specific details about the problem (including examples, dates, names, and witnesses, where available) and explain the consequences of continuing violations or infractions.
 - ii. A written reprimand is a formal disciplinary letter issued by the President to a Board member after having already received a written warning. The reprimand details and cites the specific wrongful actions of the person and the punishment that can be expected. The reprimand will include the statement: "Failure to exhibit immediate and continuing improvement will provide cause for removal from the Board without further notice."
 - iii. A written warning or reprimand may be administered to the Board member by e-mail, letter or memorandum and can be hand delivered, e-mailed or sent by certified mail. If sent by certified mail, be sure to place the certified number on the letter.
 - d. If the Board member commits malfeasance, illegal acts, or otherwise jeopardizes the interests of the Pride Festival of Central PA.
 - e. If a Board member fails to be present the Thursday prior to the Pride Festival through the Sunday after the Pride Festival, they shall be discharged from the Board without notice or any action taken by the Board. The President has the authority at his/her discretion when extenuating circumstances exist to override this policy.
- 6. A position will be declared vacant or cleared by a majority vote of the Board members physically present where the vote takes place.
- 7. In the event of a vacancy on the Board, the Board will make recommendations for a replacement to the President. The President at his/her discretion will make an appointmen



ARTICLE VI – OFFICERS

1. The officers of the organization shall be as follows, in order of precedence:
 - a. President.
 - b. Executive Vice President
 - c. Vice President of Operations
 - d. Vice President of Communications
 - e. Vice President of Entertainment
 - f. Vice President of Fundraising and Sponsorships
 - g. Vice President of Volunteer Resources

2. President:
 - a. Shall by virtue of his/her office be Chairman/Chairwoman of the Board and serves as the principal Executive officer of the organization, administering, directing and supervising all affairs of the organization.
 - b. Shall see all books, reports and certificates required by law are properly kept or filed.
 - i. Responsible for ensuring and maintaining that the organization is meeting and satisfying requirements of 501(c)(3) status.
 - c. Shall render a monthly report of the finances of the organization as provided by TFEC.
 - d. Shall act as the approver on all checks disbursed by TFEC.
 - e. Shall have the responsibility, care and custody of all monies belonging to the organization until they are turned over to TFEC for deposit.
 - f. Shall ensure Central PA Pride business and activities are carried out in accordance with the by-laws.
 - g. Shall be the authorized agent of the organization to sign certificates, contracts and other agreements as approved by the Board.
 - h. Shall be the official spokesperson for the organization and tend to all matters and inquiries from the press and media.
 - i. Shall preside at and organize all meetings.
 - j. Shall approve all committees, temporary or permanent.
 - k. May appoint individuals to assist in fulfilling the programs or objectives of the Board without amendment to the by-laws.



- l. Shall promote and attend at least 8 or 75%, whichever number is greater, all organizational sanctioned activities, fundraisers and events as approved by the Board.
- m. Shall be available the Wednesday evening prior to the Festival through the Sunday evening after the Festival for Festival grounds set-up, operations and tear down.
- n. Shall have such powers as may be reasonably construed as belonging to the chief Executive of any organization.

3. Executive Vice President:

- a. The Executive Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting President of the organization with all the rights, privileges and powers as if he/she had been the duly elected President.
- b. Shall be responsible for recording and maintaining the organization's by-laws, insuring the by-laws are current and applicable.
- c. Shall insure that the organization's by-laws are distributed to each Board member and made available to the public.
- d. Shall be responsible for the organizations Board and committee application, nominating and election process.
- e. Shall be responsible for keeping the list of current Board members and their term expiration dates.
- f. Shall be designated as a Festival Emergency Response Team Lead and is responsible with the Vice President of Operations for the Festival Emergency Response Plan.
- g. Shall report to the President immediate concerns or questions that cannot wait until the next meeting.
- h. Shall work consistently and jointly with all Board and committee members to ensure success of cross over activities/functions involving any committees and its members under their direction and those of another Board member.
- i. Shall be responsible for reporting out monthly the activities and progress of all committees under their direction to the full Board.
- j. Shall promote and attend at least 8 or 75%, whichever number is greater, all organizational sanctioned activities, fundraisers and events as approved by the Board.
- k. Shall be available the Wednesday evening prior to the Festival through the Sunday evening after the Festival for Festival grounds set-up, operations and tear down.



I. Shall be given additional responsibilities at the direction of the President.

4. Vice President of Operations

- a. Shall be the principal person responsible for Festival and parade logistics and the principal person responsible for organizing and managing the exhibitors and vendors at the Festival.
- b. Shall be the main point of contact for the City of Harrisburg or the municipality that the Festival and parade are held in.
- c. Shall be the person responsible for contacting and negotiating contracts with vendors that supply items and or services for the Festival and parade.
- d. Shall be responsible for receiving and organizing all vendor applications, updating and maintaining vendor application forms.
- e. Shall determine vendor placement and communicate with all vendors, as needed, prior to and during the Festival.
- f. Shall be the chief person responsible for the layout and marking of the Festival grounds.
- g. Shall oversee and direct the affairs of a parade if the Board has decided a parade will occur.
- h. Shall be the chief person responsible for the all logistics concerning a parade to include but not limited to:
 - i. Design of a parade route,
 - ii. Securing the proper permits,
 - iii. Selection of the Grand Marshall
 - iv. The lining up of the parade, and
 - v. Step off and clean up.
- i. Shall report to the President and or Executive Vice President immediate concerns or questions that cannot wait until the next meeting.
- j. Shall work consistently and jointly with all Board and committee members to ensure success of cross over activities/functions involving any committees and its members under their direction and those of another Board member.
- k. Shall be responsible for reporting out monthly the activities and progress of all committees under their direction to the full Board.



- l. Shall promote and attend at least 8 or 75%, whichever number is greater, all organizational sanctioned activities, fundraisers and events as approved by the Board.
- m. Shall be available the Wednesday evening prior to the Festival through the Sunday evening after the Festival for Festival grounds set-up, operations and tear down.
- n. Shall be given additional responsibilities as required at the direction of the President and or Executive Vice President.

5. Vice President of Communications

- a. Shall keep the minutes and records of the organization at all meetings and sessions.
- b. Shall be the official custodian of the records of this organization.
- c. Shall submit to the Executive Board any communications, which shall be addressed to him/her as Vice President of Communications or Secretary of the organization.
- d. Shall be responsible for internal and external communications, public relations campaigns and community relations. All communications and campaigns are to be approved by the President and or his/her designee.
- e. Shall be responsible for and the management of the organization's website and social media as well as monthly newsletters and other communications products.
- f. Shall oversee and direct the affairs of a Community Outreach and Street Team committees, ensuring their activities and responsibilities are progressing and met in a timely manner.
- g. Shall report to the President and or Executive Vice President immediate concerns or questions that cannot wait until the next meeting.
- h. Shall work consistently and jointly with all Board and committee members to ensure success of cross over activities/functions involving any committees and its members under their direction and those of another Board member.
- i. Shall be responsible for reporting out monthly the activities and progress of all committees under their direction to the full Board.
- j. Shall promote and attend at least 8 or 75%, whichever number is greater, all organizational sanctioned activities, fundraisers and events as approved by the Board.
- k. Shall be available the Wednesday evening prior to the Festival through the Sunday evening after the Festival for Festival grounds set-up, operations and tear down.
- l. Shall be given additional responsibilities as required at the direction of the President and or Executive Vice President.



6. Vice President of Entertainment

- a. Shall be the principal person responsible for organizing and managing the entertainment and activities that occur during the Festival to include but not limited to music/bands, comedians, performers, and drag queens/kings.
- b. Shall oversee the selection process for the Festival's headliner, Master of Ceremonies (MC) and other entertainment, bringing committee recommendations to the full Board for a vote and approval.
- c. Shall be responsible for organizing other non-performance activities at the Festival including but not limited to the Family Zone and,
- d. Shall oversee and direct the affairs of the Entertainment / Activities and Drag Performers & Pageant committees, ensuring their activities and responsibilities are progressing and met in a timely manner.
- e. Shall report to the President and or Executive Vice President with immediate concerns or questions that cannot wait until the next meeting.
- f. Shall work consistently and jointly with all Board and committee members to ensure success of cross over activities/functions involving any committees and its members under their direction and those of another Board member.
- g. Shall be responsible for reporting out monthly the activities and progress of all committees under their direction to the full Board.
- h. Shall promote and attend at least 8 or 75%, whichever number is greater, all organizational sanctioned activities, fundraisers and events as approved by the Board.
- i. Shall be available the Wednesday evening prior to the Festival through the Sunday evening after the Festival for Festival grounds set-up, operations and tear down.
- j. Shall be given additional responsibilities as required at the direction of the President and or Executive Vice President.

7. Vice President of Fundraising and Sponsorships

- a. Shall be the principal person responsible for all sponsorship and fundraising activities, having the direct oversight of the Fundraising and Sponsorship Committee.
- b. Shall be responsible for receiving and organizing all sponsorship applications, updating and maintaining sponsorship application forms.
- c. Shall be responsible for the planning and execution of all fundraising events and opportunities of the organization.



- d. Shall report to the President and or Executive Vice President with immediate concerns or questions that cannot wait until the next meeting.
- e. Shall work consistently and jointly with all Board and committee members to ensure success of cross over activities/functions involving any committees and its members under their direction and those of another Board member.
- f. Shall be responsible for reporting out monthly the activities and progress of all committees under their direction to the full Board.
- g. Shall promote and attend at least 8 or 75%, whichever number is greater, all organizational sanctioned activities, fundraisers and events as approved by the Board.
- h. Shall be available the Wednesday evening prior to the Festival through the Sunday evening after the Festival for Festival grounds set-up, operations and tear down.
- i. Shall be given additional responsibilities as required at the direction of the President and or Executive Vice President.

8. Vice President of Volunteer Resources

- a. Shall be the principal person responsible for recruitment and retention of all volunteers for all organizational events, activities and needs.
- b. Shall be responsible for keeping a volunteer listing that is current and up to date.
- c. Shall be responsible for soliciting help from the volunteers to help with fundraising events, the Festival and other events as needed.
- d. Shall sit on many of the other committees and assist those committees in obtaining volunteers and work to get active as much as the community as possible.
- e. Shall organize and coordinate a volunteer appreciation event yearly in the following months after the Festival.
- f. Shall report to the President and or Executive Vice President with immediate concerns or questions that cannot wait until the next meeting.
- g. Shall work consistently and jointly with all Board and committee members to ensure success of cross over activities/functions involving any committees and its members under their direction and those of another Board member.
- h. Shall be responsible for reporting out monthly the activities and progress of all committees under their direction to the full Board.
- i. Shall promote and attend at least 8 or 75%, whichever number is greater, all organizational sanctioned activities, fundraisers and events as approved by the Board.



- j. Shall be available the Wednesday evening prior to the Festival through the Sunday evening after the Festival for Festival grounds set-up, operations and tear down.
- k. Shall be given additional responsibilities as required at the direction of the President and or Executive Vice President.

ARTICLE VII – COMMITTEES

1. A committee is a group of people who advise and support the Officers and Executive Board of the Pride Festival of Central PA. They have been and are established by the organization to serve in an advisory capacity, to give advice and provide recommendations, bring ideas forward and work to implement the decisions of the Vice Presidents under which they serve and or the Executive Board.
 - a. Standing committees are committees listed in these bylaws and are considered a permanent part of the organization. The standing committee has certain functions to perform that are essential to the harmonious operation of the organization.
 - b. Special committees are temporary committees and are created to perform a specific task and are then dissolved when the task is completed and the final report or action has been completed.
2. All committees of this organization listed in these by-laws or not, shall have limited authority and scope as determined by the President, the Board member who oversees the committee and or the Board. Committees do not have any formal legal responsibilities and have no authority to make or vote on any decisions on behalf of the Officers or Board, expend funds or decide on any organizational matters.
3. All standing committees of this organization shall have a charter document renewed each year after the Festival by the Board member who oversees the committee or his/her designee, that outlines the purpose, that year's objectives, responsibilities and meeting details.
4. The President shall appoint all Special committees of this organization (those not listed in these bylaws) and their term of office shall be for a period of one year or less if sooner terminated by the action of the Executive Board.
 - a. All Special committees of this organization shall have an appointment letter signed out by the President that outlines and describes the committee's purpose, objectives and responsibilities.
5. All committees of this organization listed in these by-laws or not, shall be chaired by the Executive Board member who oversees the committee or at their discretion, he/she may nominate a chairperson, to be voted on and approved by the full Board.
 - a. To be eligible nominees must be age eighteen (18) years or older.



- b. It is the duty of all committee chairs to work towards the achievement of the mission statement and goals within the restrictions of the organization's bylaws.
 - c. The process of selecting and nominating a chairperson shall operate in the same manner and fashion as is used in the selection and nomination of Board members.
 - d. All committee chair positions have a term of one (1) year or less if sooner terminated by the action of the Board. At the conclusion of a one (1) year term, an existing committee chair may be voted back for a subsequent one (1) year term on the existing committee or a different one without having to reapply or submit to the application process.
6. The Executive Board member or Chairperson may make and provide additional committee rules and guidance, as they deem appropriate to be approved by the President. Those rules and guidance shall not conflict with the organization's by-laws, which supersede all other direction.
7. The permanent "Standing" committees shall be:
- a. Fundraising & Sponsorship
 - i. The Fundraising and Sponsorship Committee is vital to the life and financial well-being of the organization by, building relationships and raising money to meet the organization's special and ongoing needs. This committee is responsible for creating and leading the organization's overall fundraising strategy, which includes fundraising (monetary and in kind donations) as well as attracting and retaining corporate sponsorships.
 - b. Community Outreach
 - i. Plans and carries out meaningful community service projects by projecting the organizations mission while increasing member involvement, seeking to strengthen the Pride Festival of Central PA's connection to the community in which we live and work.
 - c. Street Team
 - i. Committee responsible for promoting Pride Festival of Central PA's events, activities and fundraisers through standard and innovative advertising techniques. Street team members generate and distribute fliers, share information on social media, and chalk sidewalks to get people excited about the many great events and activities going on throughout the year.



d. Entertainment & Activities

- i. Responsible for the research, planning and organization of all potential Entertainment and activities that occur at the Festival.

ARTICLE VIII – MEETINGS

1. The regular public meeting of the Pride Festival of Central PA shall be held on the third Tuesday of the month except if such day is a legal holiday and or in the interests of the organization the President at his/her discretion decides to move the meeting then and in that event, the Executive Board shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.
2. The regular public monthly meetings of the Pride Festival of Central PA shall be held at St. Michael's Lutheran Church, 118 State Street, Harrisburg, PA 17101.
3. The presence of not less than four (4) people shall constitute a quorum and shall be necessary to conduct the business of the Pride Festival of Central PA.
4. A quorum of the Board must be present for all meetings and consists of at least four (4) members.
5. Closed Executive working sessions may be held for the good of the order and business of the organization as determined by the President.
6. The Board may make such rules and regulations covering its closed working session meetings as it may in its discretion determine necessary.
7. During any interim between meetings of the full Board, the President and the Executive Vice President shall conduct the business of the Board.
 - a. The President shall provide a full and complete report of any activities during the interim between meetings of the Board at the next Board meeting or session following the interval.
8. The President may call special meetings of the Pride Festival of Central PA when he/she deems it for the best interest of the organization. Notices of such meetings shall be posted on the Pride Festival of Central PA website and via social media outlets at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.
9. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.



10. Board members are expected to be physically present at each Board meeting or session and shall miss no more than three (3) meetings, excused or unexcused, in a calendar year.

ARTICLE IX – VOTING

1. The Board shall endeavor to reach a consensus in all decision-making. In the event that the Board cannot reach consensus, action may be taken by a simple majority vote.
2. At all meetings, except for the election of officers and chairpersons and the removal of a board member or committee chair, all votes shall be by voice. For election of or removal of officers or committee chairs, paper ballots will be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
3. Each member shall have one vote and such voting may not be done by proxy.
4. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers.
5. At all votes by ballot the chairperson of such meeting shall, prior to the commencement of balloting, appoint a person who shall act as "Inspector of Election" and who shall, at the conclusion of such balloting, certify in writing to the President the results and the certified copy shall be physically affixed to the minutes of that meeting.
6. No inspector of election shall be personally interested in the question voted upon.

ARTICLE X – ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Officers.
4. Old and Unfinished Business.
5. New Business.
6. Adjournments.



ARTICLE XI – COMPENSATION/EXPENSE REIMBURSEMENT

1. No elected or appointed Officer, Committee Chair or Board member nor any member of the organization be compensated for any services rendered to the organization.
2. Reimbursement for reasonable direct costs, not to exceed \$150.00 per occurrence, specifically associated with Board operations and activities shall be provided to any person who incurs the costs.
3. Reimbursement shall be requested in writing on an organization-provided form and shall provide requester name, dollar amount, date(s) that expenses were incurred and an explanation of the expense(s) if not obvious.
4. Each person who is not an elected Officer or other Board member shall obtain approval from the President in advance of incurring any expenses for which reimbursement will be requested.
5. Anyone requesting reimbursement shall submit a receipt(s)

ARTICLE XII – DISSOLUTION OF FUNDS/ASSETS UPON DISSOLUTION OF THE ORGANIZATION

1. If the dissolution of Pride Festival of Central PA is deemed necessary, all existing debts shall be paid and the remaining assets shall be disposed of by transferring them to one or more organizations which are non-profit, charitable, and whose purposes are consistent with those of the Pride Festival of Central PA.
2. The organizations to which the assets are to be transferred are to be selected by a simple majority vote of Board members.
3. No assets may revert to any individual members of the Pride Festival of Central PA or to any other individual.

ARTICLE XIII – LIMITED LIABILITY OF OFFICERS/EXECUTIVE BOARD

1. No Board member shall be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Board member has breached or failed to perform duties of his or her office or position under Section 8363 of the Director's Liability Act (relating to standard of care and justifiable reliance) and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.



2. The provision of this section shall not apply to the responsibility or liability of a Board member pursuant to any criminal statute or the liability of a Board member for the payment of taxes pursuant to local, state or federal law.

ARTICLE XIV – AMENDMENTS / MODIFICATIONS

1. These by-laws may be altered, amended, repealed or added to by an affirmative vote by a simple majority of the Board members present at the meeting.
2. Such modifications must be proposed and presented to the President at a meeting. The President shall provide a notice of the proposed amendments to the Board members, along with a notice of election on the proposed amendment(s).
3. The vote for approval shall occur at the first Board meeting scheduled to occur after the notice of the proposed amendments to the Board.



PRIDE FESTIVAL OF CENTRAL PA ORGANIZATION CHART

