



ROCKET CITY PRIDE

BYLAWS

Tennessee Valley Rocket City Pride, Incorporated

A Nonprofit Corporation

March 16, 2025 (4th Edition)

Revision History

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ARTICLE I: Name and Location

Section 1: Name

The name of this corporation shall be Tennessee Valley Rocket City Pride, Incorporated hereinafter referred to as "Rocket City Pride."

The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of the United States of America, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the same Internal Revenue Code.

Section 2: Location

A. Mailing Address

The mailing address for Rocket City Pride is:

P.O. Box 18192
Huntsville, AL 35804

B. File Storage

All documentation will be scanned and uploaded to the Google Drive. The location of all hard copies of said documentation is:

112 Mallard Cove Dr.
Madison, AL 35756

The physical location of all hard copies shall be redacted from public view and may change without amending the Bylaws, by a simple majority vote by the Board of Directors.

ARTICLE II: Mission, Vision, Values, and Principles

Section 1: Mission

The mission of Rocket City Pride, a 501(c)(3) organization, is to advance unity, visibility, and self-esteem among the LGBTIA+ community and their allies. Rocket City Pride seeks to promote a positive image in the Huntsville area and throughout the Southeastern United States through community activities and services.

Section 2: Vision

The vision of Rocket City Pride is to create an atmosphere for those that identify as a sexual or gender minority and their allies, so that we may create a more unified community within the

Huntsville area. We will work toward a partnership with organizations that benefit our community members' general well-being.

Section 3: Values

Rocket City Pride values the diversity of the Huntsville LGBTQIA+ communities and believes that the fundamental human rights to privacy and personal choices are essential to a person's happiness and well-being.

Section 4: Principles

Rocket City Pride prohibits discrimination against any person on the basis of race, religion, sex, age, national or cultural origin or ancestry, marital status, parental status, socioeconomic status, sexual orientation, gender identity or expression, political party or affiliation, disability, or health status. Rocket City Pride is committed to maintaining a community that recognizes and values the inherent worth and dignity of every person, fosters tolerance, sensitivity, understanding, and mutual respect among its members and encourages each individual to strive and reach their potential. In pursuit of its goals, Rocket City Pride seeks to develop and promote diversity, equity, and inclusion within the community. Rocket City Pride will have as a central aspiration the achievement of gender and racial parity in all its activities, efforts, policies, and the composition of committees.

ARTICLE III: Organizational Structure

Section 1: Membership

Rocket City Pride shall consist of the Executive Board, Board Members at Large, the Advisory Committee, and the standing committee members.

Section 2: Fiscal Year

The fiscal year of Rocket City Pride shall start on January 1st and end on December 31st.

Section 3: Operating Year

For the purpose of terms of office, the operating year of Rocket City Pride shall start on January 1st and end on December 31st.

ARTICLE IV: Executive Board/Board of Directors

Section 1: Authority and Composition

The Executive Board shall have all administrative, financial, and leadership functions and authority necessary to uphold and promote the mission, vision, and values of Rocket City Pride. For the purpose of these Bylaws and all other organizational documents, notices, etc., the term Board of Directors shall consist of the Executive Board and Board Members at Large. The President may also establish an Advisory Committee, as needed, and provided for within these Bylaws.

Section 2: Executive Board

The Executive Board of the organization shall consist of the President, Vice President, Secretary, and Treasurer.

Section 3: Terms of Office

The Executive Board shall serve for a minimum term of two (2) consecutive operating years. The term shall begin at the annual meeting. An appointed Executive Board Member shall only serve the remaining term of the office replaced and shall be eligible for election of an additional term(s). The President may serve no more than two (2) consecutive terms. The current President may continue in the role indefinitely only in the event there are no qualified and willing candidates.

Section 4: Elections, Vacancies, and/or Removals

The elections of the Rocket City Pride Executive Board shall be done by vote of the Board of Directors, and such elections shall occur during a regular meeting following the annual festival and parade. The vote shall be held by a secret ballot. The results and ballots will be made available at the end of the meeting and recorded in the minutes. All ballots will be collected by the Secretary at the time of the election. Potential candidates for an executive board position shall be interviewed by the current Board of Directors and by any member of the Advisory Committee, if requested by either the President or by a member of the Advisory Committee. Notice of any vacancy shall be made no less than fifteen (15) days prior to the ballot meeting. The Board of Directors shall retain the right to remove any Executive Board Member if the Executive Board Member is unable or unwilling to carry out the duties assigned to the position. Such removal shall require a 2/3 majority vote of the Board of Directors, and such vote shall be conducted in the same manner as a vote for election, except that such a vote may only take place during a special meeting of the Board of Directors. In such an event, the Board of

Directors shall have the authority to elect and/or appoint a replacement. Except for a past President or past Vice President, only a current Board Member may be appointed to the replacement President or Vice President position. Priority consideration shall be given to the Vice President and/or past President, if available, then to the current Members at Large, and then to other committee members.

Section 5: Leave of Absence

All members of the Board of Directors will be permitted up to a thirty (30)-day leave of absence during their term as approved by the President. Any leave request more than thirty (30) days will require a resignation of position. The Board Member may reapply at the next cycle of elections or if the vacancy is still present.

Section 6: Compensation

All members of the Board of Directors of Rocket City Pride shall serve on a completely voluntary basis and shall receive no compensation for their services as members. Notwithstanding the above provision, reasonable advancement or reimbursement of expenses incurred in the performance of a member's duties may be allowed, subject to the Presidents' approval.

Section 6: Compliance

All members of the Board of Directors of Rocket City Pride, Committee Members, and Volunteers shall maintain compliance with all current Policies and Procedures.

ARTICLE V: Executive Board Qualifications and Duties

Section 1: President

The President shall oversee the Rocket City Pride organization.

A. Qualifications

No person may be eligible to serve as the Rocket City Pride President without having first served a minimum of a one (1)-year term on the Board of Directors in any capacity or on a standing committee.

If there is no other person that is able and willing to take on the duties and responsibilities of the President, then the Board of Directors has the option to vote in a new member.

The President must be of the age 21 and have demonstrated on a local, regional, or national level previous leadership, organizational, and program development capabilities. Other qualifications for the position of President may be determined by resolution of the Board of Directors. The President may be required to complete a background check prior to appointment.

B. Duties

The Rocket City Pride President is responsible for the overall planning, coordination, and execution of all Rocket City Pride programs, activities, and events. The Rocket City Pride President shall preside over all meetings of the – Board of Directors. The - President shall ensure that all documentation required by law are properly maintained. The President shall be the authorized signatory on all transactions, financial or otherwise, including checks and disbursements. The President shall determine organizational policies and procedures, as needed. They will ensure the administrative and operational activities are aligned with the Rocket City Pride strategic plan. The President shall lead Rocket City Pride in the pursuit of its mission, vision, and values in compliance with these Bylaws and with any other local state, and federal laws.

The President shall be an ex-officio member of all standing committees. The President may appoint members to any committee or remove members from any committee at any time, provided that no such appointment or removal conflicts with any committee assignments given in these Bylaws. The President may also appoint a Committee Vice-Chair(s) to assist the Committee Chair in committee management.

The President shall reserve the right and privilege of making emergency decisions, when necessary, to carry out the operations of the organization, as it aligns with its mission, vision, and values, including the festival and parade. Such decisions must be reported at the next meeting of the Board of Directors or addition to the minutes and may be subject to veto by a 2/3 majority vote of the – Board of Directors.

Section 2: Vice President

The Vice President shall assist the President with overseeing the Rocket City Pride organization.

A. Qualifications

No person may be eligible to serve as the Rocket City Pride Vice President without having first served a minimum of one (1)-year term on the Board of Directors in any capacity or on a standing committee.

If there is no other person that is able and willing to take on the duties and responsibilities of the Vice President, then the Board of Directors has the option to vote in a new member.

The Vice President must be of the age of 21 and have demonstrated on a local, regional, or national level previous leadership, organizational, and program development capabilities. Other qualifications for the position of Vice President may be determined by resolution of the Board of Directors. The Vice President may be required to complete a background check prior to appointment.

B. Duties

The Vice President is responsible for assisting the President with the overall planning, coordination, and execution of all programs, activities, and events. In the event the President is unavailable, the Vice President shall preside over all meetings of the Board of Directors. The Vice President shall assist in the leading of Rocket City Pride in the pursuit of its mission, vision, and values in compliance with these Bylaws and with any other local, state, and federal laws.

Section 3: Secretary

The Secretary supports the President and Vice President in ensuring the smooth functioning of the Rocket City Pride – Board of Director meetings, keeping all error reference points, clarifying past practices and decisions, and retrieving relevant committee documentation.

A. Qualifications

Consideration for the office of Secretary may only be given to a candidate who has demonstrated knowledge in parliamentary procedures and document retention, as well as demonstrated abilities to record legibly, to transcribe and preserve the records of the organization.

B. Duties

The Secretary is responsible for recording all actions and keeping accurate records of all the proceedings of the Board of Directors meetings and disseminating the same to the respective membership. The Secretary shall keep on file all committee reports and upon receipt of the reports record them with the date received and action taken on the report if appropriate. The Secretary shall furnish committees with documents necessary for the performance of their duties as needed and have on hand at each meeting a list of all existing committees and their members. The Secretary shall maintain record book(s) in which the Bylaws, special rules of order, standing rules and minutes are entered with any amendments to these documents properly recorded and have the current record book(s) on hand at every meeting.

The Secretary shall be responsible for the accurate record keeping of all monies received for Rocket City Pride and publish a monthly report. The Secretary shall, in the absence of the Treasurer, present the financial reports to the – Board of Directors.

Section 4: Treasurer

The Treasurer will report directly to the President and will be responsible for working directly with all Committee Chairs to develop a detailed annual budget. In addition, the Treasurer will work directly with the President and any retained outside accountants, certified public accountants, or other financial agents to ensure proper compliance with applicable laws, regulations, or other financial and/or accounting needs.

A. Qualifications

Consideration for the office of Treasurer may only be given to a candidate with requisite background experience in bookkeeping or accounting, or one who has been designated or licensed as a Certified Public Accountant. The Treasurer may be required to complete a background and/or credit check prior to election.

B. Duties

By virtue of their role, the Treasurer shall:

- Be the custodian of all monies received from the Secretary
- Maintain proper books of accounts
- Provide and manage the organizational and committee budgets within the guidelines of the Board of Directors.
- Handle accounts receivable/payable
- Cash management (before, during, and after events)
- Prepare financial reports for the President for regular Board of Directors meetings, as needed.
- Complete all State and Federal tax filings annually, before April 15.
- Perform all duties incident to the office of Treasurer and such other duties as may be required by law, by these Bylaws, or those that may be assigned by the President.

ARTICLE VI: Board Members at Large

Section 1: Board Member at Large

A. Terms of Office

Board Members at Large positions shall serve for a minimum term of two (2) years and may be renewed biannually.

B. Duties and Powers

All Board Members at Large must fulfill their duties as specified in these Bylaws. Further duties for Board Members at Large may be specified in resolutions of the President; however, these Bylaws will prevail if any conflicts occur between the Bylaws and such resolutions. All Board Members at Large will participate in all Rocket City Pride programs, activities, and events unless extenuating circumstances have been relayed and are approved by the President.

All Board Members at Large may be assigned as committee chair by the President.

C. Qualifications

No person may be eligible to serve as the Rocket City Pride Board Member at Large must be the age of 21 and have demonstrated on a local, regional, or national level previous leadership, organizational, and program development capabilities. Other qualifications for the position may be determined by resolution of the current Board of Directors. The Board Member at Large may be required to complete a background check prior to appointment.

D. New Members

Any person desiring to be considered for a Board Member at Large position shall submit a resume and/or make a written application to the President. If such positions are available, the Board of Directors shall consider the relevant applicants for such positions and determine which applicants shall be invited to interview with the President and Board of Directors.

B. Existing Members

Existing members may request reappointment for the same or new position and shall be given priority in the selection process over nonmembers. Existing members shall not be required to submit a resume but shall complete an application or written request for renewal.

ARTICLE VII: Standing Committees

Section 1: Formation

These Bylaws or the Board of Directors may establish any number of standing committees and/or ad-hoc committees by resolution of the Board of Directors or President. Committee descriptions and primary activities or functions may be updated, amended, or revised as deemed necessary. Such revisions shall be made by resolution of the President and shall not require an amendment of these Bylaws.

Section 2: Standing Committees

The standing committees of Rocket City Pride shall be determined by the members, as needed. Subcommittees may be created to carry out a particular function or primary activity of the Committee and may be established by resolution of the Committee Chair or the President as

needed. The establishment of subcommittees shall not require an amendment of these Bylaws. It shall be the responsibility of each committee to meet when called to do so by the Committee Chair or by the President. Either may organize a plan of action necessary to carry out the activities assigned to such a committee, and to develop recommendations regarding how the task shall be carried out along with a financial plan of expected income and any anticipated expenses, if any.

Section 3: Committee Chairs

A. Terms of Office

Committee Chair positions shall serve for a minimum term of one (1) operating year and may be renewed annually.

B. Duties and Powers

All Committee Chairs must fulfill their duties as specified in these Bylaws. Further duties for Committee Chairs may be specified in resolutions of the President; however, these Bylaws will prevail if any conflicts occur between the Bylaws and such resolutions. It is the responsibility of the Committee Chair to establish the committee budget in coordination with the Treasurer, as well as to provide recommendations, in writing, invite questions, and accept suggestions from other members of their committee or the Board of Directors. Committee Chairs shall also assist in recruiting volunteers to serve on the committee. The Chair will present committee updates and information at each scheduled meeting of the Board of Directors. Each Chair shall accept committee member appointments as provided for in these Bylaws. Committee Chairs shall have authority to preside over committee and subcommittee meetings, establishing times and places as needed. Committee Chairs shall present minutes of committee or subcommittee meetings to the Secretary. All Committee Chairs will participate in onsite festival and parade operations and will participate in all Rocket City Pride events unless extenuating circumstances have been relayed and are approved by the President.

Section 4: Vice-Chairs

Each Committee Chair shall attempt to recruit a Vice-Chair. The primary roles of the Vice-Chair shall be to assist the Committee Chair with oversight and operations of the committee, to assist the Committee Chair and serve as secretary at regular or reoccurring committee meetings, and to represent the committee at Board of Directors meetings in the chairs' absence. Identification of a Vice-Chair may be done by the President or by the Committee Chair. Once identified, the Vice-Chair candidate will be interviewed by the President and the Committee Chair. Appointment of the Vice-Chair position shall be in accordance with the appointment and removal procedures described within these Bylaws. Appointments to Vice-Chair positions shall be for a term of one (1) operating year and may be renewed annually.

Section 5: Vacancies

Vacancies occurring during the operating year may be left vacant until successors may be appointed. In the event a committee chair position has been vacated, the Vice-Chair shall be given priority in filling the vacancy.

Section 6: Standing Committee Membership

A. New Members

Any person desiring to be considered for appointment to a committee member position shall submit a resume and/or make a written application to the Chair. If such positions are available, the Committee Chair shall consider the relevant applicants for such positions and determine which applicants shall be invited to interview with the President and Committee Chair.

B. Existing Members

Existing members may request reappointment for the same or new position and shall be given priority in the selection process over nonmembers. Existing members shall not be required to submit a resume but shall complete an application or written request for renewal.

Section 7: Advisory Committee

The President may establish an Advisory Committee, as needed. The Advisory Committee shall serve only in an advisory capacity, assisting the President and Board of Directors in the overall management of the organization.

A. Appointment

Advisor appointments shall be made by the President. The President may appoint members to the Advisory Committee and remove members from the Advisory Committee at any time, provided that no such appointment or removal conflicts with any committee assignments given in these Bylaws. Appointments and removals shall be subject to review and appeal by the Board of Directors and may be overridden by a 2/3 majority vote.

B. Term of Office

Appointment to the Advisory Committee shall be for a term of one (1) operating year-and may be renewed annually.

ARTICLE VIII: Meetings

Section 1: Annual Meeting

An annual meeting of the Rocket City Pride Board of Directors and Standing Committee memberships shall be held in the last month of the operating year. This meeting shall serve as a review of the activities and events for the concluding year. The Annual Meeting may be held in conjunction with the general planning meeting for the forthcoming year. The general planning

meeting must be completed by the end of the first quarter of each year. Notice of the annual meeting shall be made by the Secretary no less than thirty (30) days prior to the scheduled meeting. Quorum for such a meeting shall not be required.

Section 2: Regular Meetings

The Board of Directors shall meet on a regular basis with such meetings to be scheduled by the President unless a majority of the Board of Directors shall agree otherwise. They shall meet a minimum of once per month. Notice of regular or recurring meetings of the Board of Directors shall not be needed. Regular or recurring meetings shall be scheduled based on the Board of Directors availability in conjunction with the planning needs of the organization. The schedule of regular or recurring meetings shall be made available to the public upon request.

Section 3: Special Meetings

Special meetings of the Board of Directors may be called by any member of the Executive Board, or by two (2) Board Members at Large. The means of notification may consist of email, letter, telephone, or text message and shall be deemed given when mailed or when the telephone or electronic notification is sent. Notice of any special meeting must be made a minimum of forty-eight (48) hours in advance of such meeting and notification must include the date, time, and location of the meeting and shall also list all business to be conducted at such meeting. Only business included in the notice may be conducted at the special meeting. The member of the Board of Directors who calls the meeting shall be the facilitator of the meeting.

Section 4: Standing Committee Meetings

Each standing committee shall hold regular committee meetings, the time and place of which shall be decided upon by the Committee Chair or by majority vote of the committee members. The Committee Vice-Chair shall serve as Secretary of all committee meetings, provided that in their absence, the Committee Chair shall appoint another person to act as Secretary of the meeting. All committee minutes, actions, and decisions shall be submitted to the Board Secretary for recording. Each Committee Chair may also establish subcommittee meetings, at their discretion.

Section 5: Actions by the Board of Directors Without a Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting so long as the action is written and a 2/3 majority of the Board of Directors consent to such action. The consent must be in writing and shall be filed with the minutes of the Board of Directors proceedings. For purposes of this section, the term “in writing” shall include email communication.

Section 6: Place of Meetings

Meetings shall be held at such places as may be designated by the President and/or Board of Directors.

Section 7: Telecommunication Meetings

Members of the Board of Directors or any committee thereof may participate in any meeting by means of conference call or similar communication equipment, if two-way communication between the participants can occur. Such participation in the meeting shall constitute the presence of that person at such meeting.

Section 8: Attendance

All members of the Board of Directors shall make a good faith and reasonable effort to attend all applicable meetings. Advisors shall be exempt from any attendance or absence provisions. Any member requesting absence or virtual attendance from a meeting, shall notify the applicable Committee Chair or President prior to the meeting. Failure to attend three (3) scheduled meetings (specifically unexcused absences), either consecutively or non-consecutively may result in the removal of the President, Executive Board, or Board Members at Large, as provided within these Bylaws.

Section 9: Voting Rights and Privileges

A. Voting

Except for the President and Advisory Committee, each member of the Board of Directors shall be entitled to one (1) vote on all actions affecting the committee and operations of the organization. Advisors shall hold no voting privileges. All members of the Board of Directors shall be entitled to vote for purposes of electing a new President.

B. Majority Action as Board of Directors

Every act, or decision made by a 2/3 majority vote of the Board of Directors present at a meeting duly held at which a quorum is present shall be an act of the Board of Directors, unless these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors. In the event of a tie, Robert's Rules of Order will be followed.

C. Quorum

Except as otherwise provided by statute or these Bylaws, a quorum shall consist of a simple majority of the voting members of the Board of Directors. Except as otherwise provided for in these Bylaws, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion that the presiding officer may entertain at such meeting is a motion to adjourn. Quorum shall not be needed to conduct any business of any standing committee meeting.

Section 10: Meeting Conduct

Meetings of the Board of Directors shall be presided over by the President. The President and/or Vice President creates the meeting's agenda, and shall be the one to call the meeting to order. In the event of absence of the President, meetings may be conducted by the Vice President. The Secretary shall act as Secretary of all meetings of the Board of Directors, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Executive and Standing Committee meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with any provisions of law.

Section 11: Meeting Transparency

Any member of the public wishing to attend a regular meeting may request in writing, subject to - President approval. The Board of Directors may enter a private session, closed to all but the Board of Directors members, by a 2/3 majority vote.

Section 12: Records, Minutes, and Books

A. Maintenance of Organization Records

Rocket City Pride shall keep minutes of all Board of Directors Meetings, indicating the time and place of such meetings, whether regular or special, and the names of those present and the proceedings thereof. Rocket City Pride shall maintain adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Rocket City Pride shall maintain a record of its members, indicating their name, address, telephone number, email address, the member's role and/or title, and the appointment and termination date. Rocket City Pride shall maintain a copy of these Bylaws, as amended, revised, or updated to date, which shall be open to public inspection.

B. – Board of Directors Members' Inspection Rights

Every member of the Board of Directors has the absolute right at any reasonable time to inspect all physical properties, books, records, and documents of every kind belonging to Rocket City Pride.

C. Minutes of Special Meetings

Accurate minutes will be taken during special meetings of the Board of Directors and shall generally be redacted from copies of minutes made available to the general public.

D. Public Inspection

All minutes and other documents open to public inspection will be made available on the Rocket City Pride website. Any portion of the minutes may be redacted by a 2/3 majority vote of the – Board of Directors. Under no circumstances, unless required by law or allowed by a 2/3 majority vote of the Board of Directors, will the details of any sponsorship agreement or any other contract be made available to the public.

ARTICLE IX: Financial Policies and Procedures

Section 1: Seed Money Reserve

The seed money reserve is defined as a minimal amount of necessary funding to support basic operations of Rocket City Pride, specifically, funding needed in advance of the revenue-generating activities. Funding for the seed money reserve account shall come from excess revenues generated through current fiscal year operations.

Section 2: Inflation Adjustments

The seed money reserve amount shall be adjusted annually for inflation. The inflation adjustment shall be at a rate of five (5) percent per year.

Section 3: Allocation of Excess Revenues

Any excess revenues generated through current fiscal year operations and activities shall first be used to fund the following year seed money reserve account. Rocket City Pride will also establish an Emergency Operations Fund of no less than fifteen thousand dollars (\$15,000). Any excess revenues remaining after funding the seed money reserve account and the Emergency Operations Fund will then be allocated in the following manner: forty (40) percent shall remain with Rocket City Pride and may be used or allocated in a manner as determined by resolution of the Board of Directors, and sixty (60) percent shall be used to fund community grants or awards program to provide funding and/or operational support to LGBTQIA+ or allied organizations in the Huntsville area. Specific details regarding the community grants or awards program may be established by resolution of the Board of Directors.

Section 4: Budget

A tentative budget for Rocket City Pride should be submitted no later than the first meeting of the fiscal year. After the tentative budget is submitted and presented to the Board of Directors, the budget will lay on the table for thirty (30) days for final approval from the Board of Directors. Committees are expected to have an approved budget for their event prior to making expenditures that they are requesting reimbursement.

Section 5: Deposits and Withdrawals

Except as otherwise specifically determined by resolution, or otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by two (2) of the following Executive Board: the President, Vice

President, the Secretary, and/or the Treasurer. The Board of Directors may accept, on behalf of the organization, any contribution, gift, bequest, or devise for the nonprofit purpose of Rocket City Pride, but nothing herein shall be construed as permitting personal gifts to Board of Directors or Standing Committee members, or agents in connection with their work for or with Rocket City Pride. Nothing may be accepted that conflicts with Rocket City Pride's mission, vision, and values.

Any monies received and deposited for Rocket City Pride shall first be turned over to the Secretary to prepare the transmittal. The Secretary will turn over the deposit(s) and transmittal(s) to the Treasurer to deposit. All funds derived from programs, services rendered, admission and charges of events, and/or donations or sales of goods of Rocket City Pride shall be deposited to the credit of Rocket City Pride in such banks or other depositories as the President or the Board of Directors may select within five (5) business days. A copy of the transmittal, deposit slip, and a copy of the corresponding checks or cash documentation for each item should be retained by the Treasurer and Secretary. All checks received for deposit must be endorsed with the group name "FOR DEPOSIT ONLY." All checks and money orders written to Rocket City Pride and all checks written by Rocket City Pride must have a note in memo section.

Debit card purchases and/or withdrawals require prior approval/notification to the President and Treasurer or before making a purchase/transaction.

Section 6: Reimbursements

To obtain reimbursement funds, vouchers must first be submitted by the Committee Chair to the Treasurer for approval and signature. Before reimbursement of funds, the voucher must include the signature of the Committee Chair, Treasurer, and the President.

Each committee chair shall collect expenditures for each event and submit one (1) voucher with all receipts stapled to the voucher for each event. Vouchers should include the total amount being reimbursed. If reimbursement is to more than one (1) person, the Committee Chair must note on the voucher the person and the reimbursement amount. Reimbursement checks require two (2) signatures, the Treasurer and the President. If the Treasurer is being reimbursed, the reimbursement check shall be signed by the President and the Vice President or Secretary. Receipts and/or invoices must be provided for all reimbursements. Receipts must be obtained from individual proprietors for services rendered. One (1) check will be written to reimburse one (1) person for multiple receipts.

Section 7: Execution of Contracts and Instruments

The President, except as otherwise provided in these Bylaws or prevented by law, may authorize any Executive Board Member, chair, or agent of Rocket City Pride to enter into any contract, or execute and deliver any instrument in the name of and on behalf of Rocket City Pride, and such authority may be general or confined to a specific instance. Such authorization shall be in

writing, pursuant to a resolution of the President or the Board of Directors, and duly entered in the minutes. Unless so authorized, no Executive Board Member, chair, or agent shall have any power or authority to bind Rocket City Pride to any contract or engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

ARTICLE X: Miscellaneous Provisions

Section 1: Indemnification

Every person who is or has been a member of the Board of Directors and their personal representatives shall be indemnified by Rocket City Pride against all costs and expenses reasonably incurred by or imposed upon them in connection with or resulting from any action, suit, or proceeding to which they may be made a party to by reason of their being or have been a member of the Board of Directors. Exemptions include such matters as to which they shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of their duties as a member of the Board of Directors. Costs and expenses shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

Section 2: Governing Instruments

Rocket City Pride shall be governed by its Articles of Incorporation and these Bylaws, as amended, updated, or revised. These Bylaws shall become effective upon passage and adoption by the initial Board of Directors.

Section 3: Conflict of Interest

All members of the Board of Directors shall disclose any conflict of interest that may exist with regard to a vote that may be taken by the Board of Directors and shall refrain from voting in any matter where such a conflict exists. No person shall be admitted to the Board of Directors, who may have a conflict of interest with Rocket City Pride's mission, vision, and values. If an existing conflict is not disclosed, the person may be removed as provided for within these Bylaws.

Section 4: Assets and Property of Rocket City Pride

All assets and/or property, tangible or intangible, in whatever form, acquired or held by any board member by reason of board membership and/or serving as a volunteer in any capacity, shall be returned to the President or the appropriate Board Member at Large at the end of their term, removal, or resignation, whichever occurs first.

ARTICLE XI: Amendment Procedures

Section 1: Vote Required

Unless otherwise provided herein, these Bylaws may be altered, amended, repealed, or added to by a 2/3 majority vote of the Board of Directors. Such vote shall be made by persons present and shall not be subject to vote by proxy.

Section 2: Notice

Any action or vote affecting these Bylaws shall be done through a special meeting of the Rocket City Pride Board of Directors. Notice of any meeting to vote on such actions shall be given to the Board of Directors no less than thirty (30) days before the date of such meeting. Notice shall include the place, date, and time of the meeting and shall include the Bylaw article, section and/or paragraph number to be voted upon, as well as a description of any proposed changes or amendments by completion of the Bylaw Change Request Change Form (APPENDIX A).

ARTICLE XII: Dissolution or Disbandment

Section 1: Notice and Vote Required

Any action or vote to dissolve or disband Rocket City Pride shall be done through a special meeting of the Rocket City Pride Board of Directors. Notice of any meeting to vote on such actions shall be given to the Board of Directors no less than thirty (30) days before the date of such meeting. Notice shall include the place, date, and time of the meeting and shall include the purpose of such meeting. Dissolution or disbandment of Rocket City Pride shall only be accomplished by an affirmative vote of not less than eighty (80) percent of the Rocket City Pride Board of Directors.

Section 2: Distribution of Assets

Upon dissolution or disbandment of Rocket City Pride, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all of the remaining assets exclusively for the purposes of Rocket City Pride in such a manner, or to such organization(s) formed and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, as the Board of Directors shall determine, or shall be distributed to federal, state, or local governments to be used exclusively for public purposes. Any such assets not disposed of shall be disposed of by the Superior Court of Madison County in which the principal office of the organization is located, exclusively for such purposes or to such organization(s), as the court shall determine, which are formed and operated exclusively for such purposes, or to such governments for such purposes.

APPENDIX A

Bylaw Change Request Change Form

Please use this form to propose changes to Rocket City Pride Bylaws. Duplicate this form so that every proposed change is on a separate form. Please identify the specific article and section of the proposed change (i.e. Bylaw Article X, Section I)

I wish to: (Check one)

____ Change an existing Bylaw

____ Add a new Bylaw

____ Delete an existing Bylaw

Please list that Bylaw Article _____ and Sections: _____.

Currently reads:

Be amended by striking out and/or changing wording as follows:

If adopted, the new bylaw would read:

Describe what you want to do and why, in detail. (Use additional paper if needed, numbering each additional page.)

Submitted by: _____

Date: _____