BYLAWS FOR

THE EL PASO SUN CITY PRIDE, INC. (EPSCP)

Bylaws of the Corporation originally adopted September 15, 2009 ***Amended February 4, 2021***

# ARTICLE I - IDENTIFICATION

Section 1: Name.

The name of the Organization founded in June of 2007 shall be El Paso Sun City Pride, Inc., herein to be known as EPSCP.

# Section 2: Principal Mailing Address.

The principal mailing address of EPSCP is 2503 Copper Ave, El Paso, Texas 79930.

# ARTICLE II – OBJECTIVES AND PURPOSES

Section 1: Organization.

1. EPSCP shall operate exclusively for non-profit purposes within the provisions of the Section 501(c)(4) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(4) of the Internal Revenue Service.

# Section 2: Objective – Nature of Business

1. EPSCP was created by members of the El Paso lesbian, gay bisexual, and transgender community (LGBTQ+) for charitable, educational and social purposes. The primary objective of this corporation shall be to:
   1. To educate the public to the needs and issues affecting the LGBTQ+ community.

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* 1. To provide educational outreach to persons directly or indirectly involved in the LGBTQ+ community.
  2. To increase awareness of civil and equal rights impacting the LGBTQ+ community.
  3. To advocate and facilitate the exchange ideas and resources between various non-profit Texas LGBTQ+ related organizations.
  4. To promote a positive image of the LGBTQ+ community and EPSCP through educational and public forums, organized social and recreational activities, and social media platforms both related directly with EPSCP and personal of those who sit as board or committee member of EPSCP.
  5. To provide inclusive and diverse representation within the LGBTQ+ community.
  6. To recognize and celebrate the substantial achievements in our community.

# Section 3: Additional Objective and Purposes

1. The Board of Directors may, on such occasions as they deem necessary, declare additional objectives by a majority of the vote of the Board of Directors.
2. The Board of Directors may not approve such objectives as would violate in Section 2.1.v.

# ARTICLE III – MEMBERSHIP

If any member shall fail to attend three successive regular meetings without notice of the EPSCP, the name of such member shall be forwarded by the Secretary to the Board of Directors, which shall review the participation record of said Director to determine whether said member shall be voted to continue as an active member of the EPSCP Board of Directors. The Board of Directors will hold a vote for any official removal – If voted out, this decision will take place immediately. Any vacancies occurring in the office of an elected member between annual meetings shall be filled by nomination from another board member and a subsequent vote.

The assignment of each position is subject to election by the majority vote of those members present at a regular or special meeting. Any member may resign at any time by giving notice to a member of the Board of Directors; and the acceptance of a resignation shall be necessary to make it effective. A member unable to attend in person may attend by teleconference or other electronic device only if each meeting participant is able to communicate with all other meeting participants.

No person may be nominated or elected on to the EPSCP Board of Directors if they already serve as a Founder or Board of Director for any other profit or non- profit organization.

# ARTICLE IV – MEETINGS

Section 1: Annual Meeting.

1. An annual meeting of the members for the election of the Board of Directors and transaction of other business to come before the membership shall be held each year in the last weekend in July or within 30 days of this date. Time shall be by the current board and communicated as noted in section 3 of the article.

# Section 2: Meetings.

1. Board of Directors meetings:

At least (1) meeting of the Board of Directors shall be held per month. These meetings may also refer to as a General Meetings or Regular Meetings.

1. Special meetings:

Special meetings of the Board of Directors may be called at any time upon proper notice by the President, a majority of the filled positions of the Board of Directors, or by written petition of at least fifty percent (50%) of the current membership of EPSCP who shall so notify the Secretary stating the reason for such a meeting.

1. Electronic meetings:

Any meetings may be held by telephone, video apparatus, other similar communication equipment, so long as all participants can hear one another. All participating directors shall be considered present during such meetings and have voting rights.

# Section 3: Notice.

1. Written notice of the location, date and time of any membership meeting and the reason for any special membership meeting shall be sent by email, Facebook post on the official board member page or text message to all the board members last known email/cell number not less than seven (7) days in advance of the meeting. The finalizing and announcement shall be the responsibility of the EPSCP President. Where the President is unable to finalize and/or announce, this responsibility shall continue to fall sequentially down the chain of leadership (Vice President, Secretary, Treasurer).

# Section 4: Quorum and Voting.

1. At all meetings, whether special or annual, the director present in person or by proxy shall constitute a quorum. However, if a matter to be voted on at an annual meeting is not described in the meeting notice, a quorum of at least one-third (1/3) of the members eligible to vote on the matter is required.
2. Any matter placed before the membership for voting, except as otherwise provided in these by-laws, shall be carried if approved by majority vote of the members present in person or proxy. All proxy representatives must be announced via text AND Facebook Board page post one hour prior to a scheduled meeting.
3. Every member is entitled to one (1) vote on any matter brought before the membership.
4. At any meeting of the membership, members may participate by attending and voting in person or may vote by proxy declaring that s/he grants to another specified person the authority to vote on her/his behalf.

# ARTICLE V: BOARD OF DIRECTORS

Section 1: Functions.

1. The business, property, and affairs of EPSCP shall be managed and controlled by the Board of Directors of EPSCP which shall exercise all powers of EPSCP and take any action which is not prohibited or reserved to the membership.

# Section 2: Composition.

The Board of Directors shall act as the policy and decision-making body of this corporation and shall ensure that its affairs are properly managed and controlled.

The Board of Directors shall consist of three tiers:

1. Executive Board
2. General Board
3. Advisory Board

The Board of Directors shall consist of at least nine (9) or more persons. The number of Directors may be increased or decreased within the limits prescribed herein by a majority vote of the Directors and members present at a properly called meeting of the Board.

# Section 3: Tiers.

* 1. Tier One – The Executive Board: The Board of Directors shall appoint from among its members an Executive Board which shall be subject to the direction of the organization. The Executive Board shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Board shall possess and exercise the authority of the organization in the management of the ordinary business affairs of EPSCP to ensure the success of the organization and to maintain the goals and objectives established in these by-laws.
  2. Tier Two – The General Board of Directors: The General Board of Directors shall include, but are not limited to, Sponsorship, Festival, Parade, Public Relations & Marketing, Fundraising & Special Events, Entertainment, Volunteer, Community Outreach, and other positions the organization may deem necessary to properly execute the activities that affect the purpose of EPSCP.
  3. Tier Three – The Advisory Board: To advise and steer all boards as needed to ensure successful outcomes of projects and/or goals of the organization. This shall be decided by the first two tiers when deemed appropriate. The Advisory Board shall have no voting powers.

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# Section 4: Duties of the Board of Directors

1. To exercise all the powers of the Corporation and to supervise and control its business affairs, subject only to the limitations and restrictions provided by the law, the Articles of Incorporation and these bylaws.
2. To authorize the execution of contracts and other agreements necessary to the efficient conduct of the business of the Corporation and to authorize any and all expenditures of the Corporation.
3. To approve the fiscal budget, supervise receipts and expenditures and to set up proper procedures for collecting, safekeeping and accounting of all funds of the Corporation.
4. To incur indebtedness in the name of the Corporation for such sums of money as are necessary for the current operations and any sums for major project of the Corporation.
5. To call Special Meetings of the Corporation provided such meetings shall be given to all Board members.
6. To approve all committee recommendations before implementation.
7. To exercise such other powers and perform such other duties as may be prescribed elsewhere in these bylaws, the Articles of Corporation, State and Federal Laws, or other approved documents defining duties and responsibilities of this Corporation.
8. Review agenda items and supporting materials 24 hours prior to board and committee meetings.
9. To take financial interest in the success of the Organization by giving and/or getting a minimum of $500.00 annually – seed money.

# Section 5: Vacancies.

1. At any meeting of the Board of Directors, Directors may participate by attending and voting in person; by attending via telephone and electronic means or by proxy. To vote by proxy, a Director must deliver to the Secretary of EPSCP a signed written statement or an email/text message declaring the s/he grants to another specified person the authority to vote on his/her behalf 24 HOURS prior to the start of the meeting.
2. A majority of the filled Board positions will constitute a quorum, but in no case shall be less than one-third (1/3) of the total number of Director positions then established pursuant to these bylaws. No business will be transacted, or Board decisions made without a quorum, but the Board may choose to discuss matters before the Board in the absence of a quorum.
3. At all meetings of the Board of Directors, except as otherwise specifically required by these by-laws, all matters shall be decided by a vote of the majority of the Board of Directors present at the meeting at which quorum isassembled.

# Section 9: Board Member Resignation, Termination or Removal.

1. Resignation:
   1. Any director may resign by giving written notice to the Board of Directors.
   2. Resignation becomes effective when specified in the letter of resignation unless the Board of Directors has cause to reject the resignation.
   3. Any Director may withdraw his/her resignation and resume his/her position if done prior to the effective date as stated on the letter. After the effective date, he/she may be appointed or elected on the board later.
2. Termination and Removal:
   1. Any Director whose actions are judged by a majority of the Board of Directors to be detrimental to EPSCP may be terminated and/or suspended upon recommendation by the Board of Directors and by a two-thirds (2/3) of those members present and voting at a regularly called meeting of the membership.
   2. Any Director may be removed from office by a two-thirds (2/3) vote of all the Directors present and constituting a quorum at a regular meeting or a special meeting called for that purpose. Such removal shall be for just cause, which could include, but is not limited to:
      1. Three (3) consecutive absences from duly held meetings without notice of the Board.
      2. Consistent failure to discharge the duties of the office.
      3. Failure to follow the Code of Ethics and Personal Conduct Ethics (Article XIV), and/or financial irregularities.
   3. Any Director whose removal is proposed shall be entitled to written notice by the Secretary specifying the proposed removal and cause therefore at least ten (10) days prior to any meeting of the Board at which such removal shall be considered.
   4. Any Director may be removed, with or without cause, at a meeting of members called expressly for that purpose by a vote of the majority of the members then entitled to vote at an election of Directors.
   5. If any Director shall fail to attend three successive regular meetings of the Board, the name of such Director shall be presented to the Secretary, who shall review the participation record of said Director to determine whether said Director shall remain a member of the Board. Any vacancies occurring in the office of an elected Director between annual meetings shall be filled by recommendation of the Board of Directors, subject to election by the majority vote of those Directors present at a regular or special meeting. Any Director may resign at any time by giving notice to the Secretary of the Corporation; and the acceptance of the resignation shall be necessary to make it effective.

# Section 10: Informal Action by Directors.

1. Any action that requires immediate action may be taken without an actual meeting being held. If prior to such action a written consent to such actions is obtained from a majority of Directors or members of such committees as the case may be and such consent, orally, written, faxed or electronic, is filed with the minutes of the proceedings of the Board or committee.

# Section 11: Qualification of Board Members.

1. Eligibility for a position on the Board of Directors shall not be limited based on race, religion, gender, gender identity and/or expression, sexual orientation, disability, marital or veteran status.
2. To be eligible for Board membership an individual:
   1. Must be a team player with an outgoing personality and have a strong work ethic
   2. Must be dependable, reliable, responsible and MUST have the time and effort to commit to required officer duties for the duration of the fiscal year
   3. Must have strong PRIDE or similar organizational skills that pertain to board member duties (background experience will vary upon position)
   4. Must be in compliance with EPSCP goals and objectives
   5. Must be able to organize and oversee a committee of at least five (5) to assist with duties and tasks required of the specific director
   6. Must be a member of EPSCP for at least one (1) year to be considered for an Executive Board Position
   7. Must be at least twenty-one (21) years of age
   8. Must be able to make important, independent and reasonable decisions on

moment’s notice to ensure the success of EPSCP

* 1. Must have reliable means of communication (cell phone, phone, email, etc.)
  2. Must be available upon request (emergency & special meetings, etc.)
  3. Must meet meeting attendance policies as stated in Section 9.2

# Section 12: Duties of the Officers. (To be completed after bylaws are voted

into effect)

1. President:
   1. Shall preside at all meetings of the membership and the Board of Directors of EPSCP, shall act as spokesperson for EPSCP, and shall have such other responsibilities not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors.
2. Vice-President:
   1. Shall possess the responsibilities and discharge the duties of the President

in the event of the President’s absence or disability and shall have such other responsibilities and duties not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors.

1. Secretary:
   1. Shall have the general responsibilities usually vested in the office of Secretary of an organization, shall keep DETAILED AND ACCURATE minutes of all meetings of the Board of Directors and the membership, forward these minutes WITHIN SEVENTY-TWO (72) HOURS to the board of directors, shall authenticate the records of EPSCP and shall have such other responsibilities not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors, including the duty to:
      1. Keep corporate records
      2. Provide proper notices in accordance with these bylaws
      3. Ensure that a proper list of members is maintained
      4. Keep up to date and maintain the EPSCP website
2. Treasurer:
   1. Shall have the responsibilities vested in the office of Treasurer of an organization, including the responsibility for all funds and securities for EPSCP, and shall have other responsibilities not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors, including the duty to:
      1. Oversee the financial management of EPSCP.
      2. Provide for the payment of all bills and obligations of EPSCP as directed by the Board in a timely manner not to exceed seventy-two (72) hours request.
      3. Keep a complete and correct account of all monies received and disbursed by EPSCP.
      4. Provide financial completed statement of EPSCP account(s) to the Board at least quarterly or as requested by the Board.
      5. File all tax or information returns, forms or other filings required by federal, state or local governmental agencies or authorities.
      6. Obtain an audit of the financial records as requested or required by the Board from time to time.
      7. Shall properly prepare all monetary obligations for all finalized contracts made on behalf of EPSCP no later than seventy-two (72) hours prior to the event start time. All closing financial responsibilities and reports shall be finalized no later than seventy-two (72) hours after the event date.

# ARITICLE VI – COMMITTEES

Section 1: General Board Duties.

1. Individual Boards members shall, with the approval of the Board of Directors, establish special committees that include, but are not limited to, Sponsorship, Festival, Parade, Public Relations & Marketing, Fundraising & Special Events, Entertainment, Volunteer, Community Outreach, and other positions the Board of Directors may deem necessary to properly carry on the activities and affect the purpose of EPSCP.
2. Description of Duties: To be determined, described and amended upon the completion of annual elections.
   1. Sponsorship Director:
   2. Festival Director:
   3. Parade Director:
   4. Public Relations & Marketing Director:
   5. Fundraising & Special Events Director:
   6. Entertainment Director
   7. Volunteer Director:
   8. Community Outreach Director:

# Section 2: Scholarship Committee

1. The board shall, each year, appoint a scholarship committee no later than 15 March of each fiscal year. The committee shall be made up of at least 1 EPSCP board member and no less than 2 community members who are not EPSCP board members or any immediate relatives of any member. The Scholarship Committee shall create the scholarship criteria not already directed in the EPSCP board bylaws. They shall meet to create the scholarship application, create any scholarship rules or requirements not already described in the EPSCP bylaws, promote the scholarship to qualified applicants, collect all applications, and evaluate all applications to select scholarship winner(s). The committee shall recommend to the board the scholarship recipient(s) and the recipient’s qualifications for scholarship - for a full board vote no later than 1 June. The committee shall be dissolved each year, no later than June15.

# ARTICLE VII – FINANCIAL AFFAIRS

Section 1: Contracts.

1. No member of EPSCP shall be authorized to make any contracts, written or verbal, for or on behalf of EPSCP; nor shall any member be authorized to obligate EPSCP to perform under any contract or to pay any sum of money.
2. All contracts shall require the approval of the Board of Directors and shall be accepted and executed by the Board of Directors and attested by the Treasurer, unless otherwise authorized by the Board.
3. All contracts MUST BE WRITTEN and APPROVED by the Board of Directors.

# Section 2: Checks.

1. Checks, check request forms, notes, drafts, and other demands for money shall be signed by two of the following Officers of the Corporation: Treasurer, Secretary and the elected Board of Director. The Board of Directors may, at their discretion, charge additional Officers with the responsibility to sign such items.
2. The Treasurer must always maintain control of the check book, and MAY NOT release such funds as are available according to the records of accounting.
3. The Treasurer may only release such funds as have been duly approved in a budget by the Board of Directors. Un-budgeted or over-budgeted expenses must be expressly approved by a majority of the Board of Directors.
4. In the absence of the Treasurer, inability of the Treasurer to act, refusal for the Treasurer to act, or at the direction of the Board of Directors, the Secretary and the elected Board of Director may disperse funds upon the affirmative vote of the Board of Directors.
5. One Debit Card shall be overseen by the Treasurer. Secretary will hold on to the debit card and will have access to the pin.

All transactions will be filed and signed by card holder on a request form and submitted to the Treasurer for review by the Board of Directors no later than seventy-two (72) hours after the transaction is made. A tracking form will hold record of when the debit card shall be used and for what transaction. If there is not a form to back the transaction, the cardholder will be responsible to refund the total amount of such transaction back to EPSCP. If the transaction is found to be used for personal use, charges will be filed with local and federal law enforcement officials and pressed to fullest extent of the law.

# Section 3: Funds.

1. All funds of EPSCP shall be deposited in the name of El Paso Sun City Pride in such banks, trust companies or other depositories as the Board of Directorsmat select. All funds of EPSCP shall be deposited in proper accounts within forty- eight (48) hours of receipt of cash, check or money order.

# Section 4: Gifts/ Political Campaigning.

1. The Board of Directors may accept on behalf of EPSCP any contribution, gift, bequest or device for any purpose of EPSCP. No substantial part of the activities of EPSCP shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and EPSCP shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

# Section 5: Compensation.

1. The Board of Directors shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement for actual and necessary expense incurred in the performance of their regular duties, as approved by the Board of Directors.
2. Personal expenses will not be reimbursed per the provisions set forth in section 501 (c)(4) of the Internal Revenue Code.

# Section 6: Dissolution.

1. Upon dissolution of EPSCP, assets shall be distributed for one or more purposes within the meaning of 501(c)(4) of the Internal revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government for a public purpose.

# Section 7: Scholarship Recipient(s) – Minimum qualifications

1. Any recipient of an EPSCP scholarship must self-identify as LGBTQIA; reside within El Paso County, Texas or Dona Ana County, New Mexico; plan to start school the semester following the scholarship award; and attending or planning to attend either El Paso Community College, Dona Ana Community College, New Mexico State University, or The University of Texas at El Paso. Each fiscal years’ scholarship committee may add additional qualification and requirements as the committee sees fit

# ARTICLE VIII – FISCAL YEAR

Section 1: Fiscal Year.

1. The fiscal year of the Corporation shall be the calendar year (starting in September of each year).

# ARTICLE IX – AMENDMENTS

Section 1: Amendments.

These bylaws may be altered, amended, or repealed and new bylaws adopted by two-thirds (2/3) vote of the Board of Directors present at a meeting called for that purpose, a quorum assembled. Notice of any meeting to consider bylaw revision, including the proposed changes with explanations, must be given in accordance with Article IV- Section 3.

1. A copy of the updated bylaws will be posted on the corporation website within 30 days of approval.
2. Directors may request a full printed copy of the bylaws at any time. If

applicable, a reasonable fee for photocopying and mailing may be assessed by the Board of Directors to fulfil said request. The request must be fulfilled within fourteen (14) says of the request receipt.

# ARTICLE X – CORPORATE SPONSORSHIP AND OTHER FUNDING

Section 1: Corporate Sponsorship.

1. Upon approval from the Board of Directors, Corporate Sponsorship may be offered to the organization(s) that provide monetary support or goods and services to EPSCP.
2. The Board of Directors shall determine the cost and benefits of each Corporate Sponsor and may, at their discretion, create categories or levels for Corporate Sponsorship.
3. Corporate Sponsors shall receive such benefits and privileges as specified in the contract approved by the Board of Directors.
4. Funds raised through Corporate Sponsorship shall be committed to the general fund. At the discretion of the Board of Directors, a Sponsor may request that the contribution be earmarked for a certain purpose.

# Section 2: Donations.

1. Upon approval from the Board of Directors, individuals and organizations may donate funds or goods and services to EPSCP.
2. Upon receipt of such donations, EPSCP will issue a letter of thanks including the

value of the donation and the Corporation’s 501(c)(4) identification.

1. Funds raised through donations shall be committed to the general fund. At discretion of the Board of Directors, a Sponsor may request that the contribution be earmarked for a certain purpose.

# ARTICLE XI – INDEMNIFICATION

Section 1: Indemnification.

1. To the extent not inconsistent with the laws of the State of Texas, every person (and the heirs, estate, administrators and personal representative of such person) who is or was a Director, Officer or paid Staff Member of EPSCP shall be indemnified by EPSCP as provided in the Nonprofit Corporation Act codes applicable in the State of Texas.

# ARTICLE XII – PROHIBITED ACTIVITIES

Section 1: Prohibited Activities.

Not withstanding any other provision of these bylaws, no Board Member or Officer of EPSCP shall take any action or carry on any activity by or on behalf of EPSCP not permitted to be taken or carried on by an organization described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

# ARTICLE XIII – CODE OF ETHICS & PERSONAL CONDUCT ETHICS

Section 1: Personal Conduct.

1. The purpose of the Board of Directors is to decide through the democratic process the direction and policy of El Paso Sun City Pride, Inc. no organization or community can act effectively without unity of purpose (Nor can such organization be held responsible for their management is the direction of the majority is ignored). Therefore, it is incumbent of each member of the Board to guarantee the decisions of EPSCP will be followed and the same respect that we give to the minority will be given to the majority. No member will use opinions and views to publicly control and therefore attempting to undermine or individually control the actions of the Board. EPSCP will help to promote unity in the LGBTQI+ communities only if all on the Board follow these guidelinesand educate by example of behavior that keeps the Board working well together. While keeping the inner working of EPSCP with the organization, we can create an example of a healthy environment of mutual respect foreach other and to the LGBTQI+ communities. There are two primary rights and responsibilities the Board must guarantee and protect in its inner workings.
2. The Board must ensure:
   1. That the direction and management of the majority is carried out.
   2. To ensure the views and opinions of the minority are heard before decisions are made. It is imperative that the Board guarantee that each member can voice their views without fear that any Board member(s) will privately or publicly expose those views, so destroying the safe space which the Board can function. That is why discussion inboard meetings, personal opinions and communication between Board members (personal, email, letter, or telephone and SOCIAL MEDIA) relating to Board business and opinion of that business or behavior contained therein, must remain private and only the majority sanctioned statements be revealed to any member of the public/media for publication. By this method, all will be able to express their views honestly. All communities at a Board Meeting will be heard and only.

the resulting Board decisions will be dispersed to the public and/or media. Many Boards have strong discussion in and out of Board Meetings, by respecting the confidentiality of all, this will allow EPSCP to keep diverse, passionate, and committed people in our midst. Visitors to our meetings are asked to promise confidentiality to any part of the meeting they witness unless it is a public meeting. This will be managed by dealing with that part of the meeting that pertains to their business and dealing with other Board business after they have withdrawn.

# ARTICLE XIV – ADOPTION AND CERTIFICATION

Section 1: Adoption.

We the undersigned, being all the initial directors or incorporators of EPSCP, consent to, and hereby adopt the foregoing bylaws, consisting of these preceding pages, as the Bylaws of the El Paso Sun City Pride Organization, Incorporated.

# Section 2: Board of Directors; Names and Signatures