

Bylaws and  
Standard Operating Procedures of  
Wichita Pride, Inc

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**Bylaws**

**Article I: Identification**

***Section 1: Name, Primary Office Location and Annual Meeting.***

1. The name of this organization shall be Wichita Pride, Inc.
2. The principal office of Wichita Pride, Inc. shall be in Sedgwick County, Kansas.
3. The annual meeting shall be held in the last week of the second month following the month of the Pride Celebration each year, at a place and time to be determined by the steering committee.

***Section 2: Mission***

1. Our mission is to celebrate diversity, commemorate our heritage and unify the sexually diverse, gender variant and allied community of Wichita, KS and the surrounding communities.

***Section 3: Not-for-Profit Status***

1. The mission, activities and policies of Wichita Pride, Inc. shall be consistent with those set forth in Section 501 (c) (3) of the Internal Revenue Code. Upon dissolution of the corporation and at the direction of the board of directors, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

**Article II: Definitions**

***Section 1: Majority***

1. A majority shall be more than 50% of any body.

***Section 2: Supermajority***

1. A supermajority shall be at least 80% of any body.

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## ***Section 3: Quorum***

1. A quorum of the board of directors shall be a majority of the currently serving members of the board.
2. A quorum of the steering committee shall be a majority of the board of directors in addition to at least 20% of the non-director steering committee members in good standing.

## ***Section 4: Proxy***

1. A proxy vote is any vote submitted in writing or electronic mail by a director or member in good standing, delivered to the secretary or acting secretary.
  - a. A proxy vote must generally state the question being voted on and the decision of the voter; or
  - b. A proxy vote may state a member in good standing who will be present at the meeting who may vote on behalf of the absent voter on any specified matters or all matters.
2. Proxy votes must be confirmed in writing or electronic mail by said secretary prior to the vote.

## ***Section 5: Absence***

1. There are two (2) forms of absences:
  - a. An absence is excused if the absentee personally notifies the secretary with cause for the absence. Notification is preferred before a meeting but will be accepted no later than the next meeting following the absence.
  - b. An absence is unexcused if no written notification is given to the secretary before the close of the next meeting.

## **Article III: Membership**

### ***Section 1: Non-discrimination***

1. Membership and participation in Wichita Pride, Inc. shall be free from discrimination on the basis of race, color, religion, age, national origin, gender, disability, sexual orientation, gender identity, political affiliation or socioeconomic status.

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## ***Section 2: Voting Membership in Good Standing Defined***

1. The membership in Wichita Pride, Inc. shall consist of steering committee membership and voting privileges granted with the following fulfilled requirements:
  - a. An application for membership must be filed with the secretary. This application will include information deemed important by the secretary for contact purposes.
  - b. Two (2) consecutive meetings must be attended. Membership will be granted at the end of the second meeting. The two (2) meeting cycle will be restarted after any absence including an excused absence.
  - c. The board of directors reserves the right to grant membership to any person with a unanimous vote.

## ***Section 3: Suspension of Voting Membership in Good Standing***

1. Membership may be suspended by a majority vote of the board of directors.
  - a. Any member in good standing may request a membership suspension from the board of directors.
  - b. Suspension of membership will have a defined length and purpose decided and outlined by the board of directors.
  - c. A suspended membership will not count toward a quorum.
  - d. Full membership may be reinstated by a majority vote of the board of directors.

## ***Section 4: Removal of Members***

1. Members may tender their written or electronic resignation at any time.
2. Members may be removed only for cause deemed appropriate by a supermajority of the board of directors. Cause includes but is not limited to:
  - a. Gross violation of bylaws.
  - b. Gross misrepresentation of the organization.
  - c. Misappropriation of funds.
  - d. Three (3) unexcused absences.

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**Article IV: Board of Directors**

***Section 1: Nominations***

1. Nominations will be held for electing members of the board of directors.
  - a. Nominations will open two (2) meetings prior to the annual meeting and close at the annual meeting before elections are held.
  - b. Only members in good standing may submit and accept nominations.
  - c. Nominations must be to a specific board position.
  - d. Nominations may be submitted from the floor at a duly called meeting and must be accepted by the nominee.

***Section 2: Board Membership***

1. The board of directors shall be comprised of five members.
2. Those officers shall be: President, Vice-President, Treasurer, Secretary and Public Relations Officer.
  - a. Five directors shall be elected by the membership from the pool of nominees from the nominations.
  - b. Election of directors shall occur at the annual meeting. Newly elected directors shall take office at the regular meeting immediately after their election.
  - c. Vacancies of board seats shall be filled for the remainder of the unexpired term by a midterm election called by a supermajority of the steering committee. If a midterm election is not called then an appointment may be made by a supermajority of the board of directors.

***Section 3: Terms of Officers***

1. The term of office for all directors shall be two years.
2. The terms of the secretary and vice-president shall expire at the annual meeting of each even-numbered year; terms of the president, treasurer and public relations officer shall expire at the annual meeting of each odd-numbered year.
3. There shall be no limit to the number of terms served by any director.

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## ***Section 4: Removal from Office***

1. A director may be removed only by a supermajority vote of the board of directors and only for:
  - a. Gross violation of bylaws.
  - b. Misrepresentation of the organization.
  - c. Acts against the mission of the organization
  - d. Two (2) unexcused absences as defined in Article II, Section 5 of these bylaws.

## ***Section 5: Executive Session***

1. A majority of the board of directors may call for an executive session at any time for any reason.
2. Executive session may be open or closed to observers at the discretion of the board.
3. Executive session may be attended by teleconference or other electronic means.

## ***Section 6: Responsibilities of the Board***

1. The board of directors shall have the sole fiduciary responsibility for all obligations, acts and agreements of Wichita Pride, Inc.
2. Any decision of the steering committee shall be subject to veto as described in Article IV, Section 7 below.
3. All contracts, permits or other written obligations must be executed and signed by one or more director(s) with approval from the board.
4. The board of directors is responsible for executing written agreements with venues prior to Wichita Pride, Inc. advertising or endorsing any events.

## ***Section 7: Veto Powers of the Board***

1. The board of directors may, in regular meeting or executive session, veto any act of the steering committee.
2. Vetoes shall be by a supermajority of the board, as defined in Article 2, Section 2 of these bylaws.
3. The steering committee shall be notified of the veto and the reason(s) for the veto at the next regular meeting.

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## **Article V: Steering Committee**

### ***Section 1: Steering Committee Membership***

1. The steering committee shall consist of all serving directors and all voting members in good standing.

### ***Section 2: Steering Committee Powers***

1. The steering committee may vote on any matter, within the mission of Wichita Pride, Inc., that arises.
2. All decisions made by the steering committee are subject to veto by the board of directors.
  - a. The steering committee may make a “motion to veto for reconsideration” on any decision that the board of directors makes. A “motion to veto for reconsideration” must pass the steering committee by a supermajority of the non-board members present.
  - b. The steering committee may not make a “motion to veto for reconsideration” a board veto.

## **Article VI: Standing Committees**

### ***Section 1: Creation of Standing Committees***

1. Standing committees may be created by a supermajority of the board of directors.
2. Standing committee chairs shall be appointed by the board of directors.

### ***Section 2: Standing Committee Powers***

1. Standing committees do not set policy.
2. Standing committees may recruit non-member volunteers to assist with committee tasks.

### ***Section 3: Standing Committee Responsibilities***

1. Standing Committees are responsible to carry out the duties specific to that committee.
2. The Chair of a standing committee will report that committee’s progress at each steering committee meeting.
3. Standing committees will be listed and their specific responsibilities will be defined in the SOP’s.

### ***Section 4: Membership in Standing Committees***

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1. Anyone may join a standing committee.

## **Article VII: Ad-Hoc Committees**

### ***Section 1: Creation of Ad-Hoc Committees***

1. Ad-Hoc committees may be created and defined by a majority vote of the board of directors or of the steering committee.
2. Ad-Hoc committees shall appoint their own chairs, subject to the board of directors' veto.

### ***Section 2: Ad-Hoc Committee Powers***

1. Ad-Hoc committees do not set policy.
2. Ad-Hoc committees shall be formed only for carrying out the activities of Wichita Pride, Inc. at the direction of the steering committee or of the board of directors.
3. Ad-Hoc committees may recruit non-member volunteers to assist with committee tasks.

### ***Section 3: Ad-Hoc Committee Responsibilities***

1. The Chair of an ad-hoc committee will report that committee's progress at each steering committee meeting.
2. Ad-Hoc committees as "short-term" entities may or may not be listed and defined in the SOP's.

### ***Section 4: Membership in Ad-Hoc Committees***

1. Anyone may join an ad-hoc committee.

## **Article VIII: Records and Bylaws**

### ***Section 1: Records Inspection by Directors***

1. Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind as well as the physical properties of the corporation.

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## ***Section 2: Maintenance and Inspection of the Bylaws***

1. The corporation shall keep at its principal office the original or a copy of the bylaws, as amended to date, which shall be open to inspection by the members during office hours or at a meeting.
2. The secretary shall, upon written request, furnish any member a copy of the bylaws, as amended to date, by the next regular meeting.
3. The secretary may correct grammatical errors that do not affect the meaning of any bylaw.

## ***Section 3: Emergency Suspension of the Bylaws***

1. Specific provisions of these bylaws may be suspended by a supermajority vote of all current members of the board of directors.
2. Suspensions must be limited to thirty (30) days.

## ***Section 4: Amendments to the Bylaws***

1. These bylaws may be amended by a supermajority vote of the board of directors or the steering committee.
2. All members in good standing must be notified no fewer than twenty-eight (28) days in advance of any vote to amend.

## **Article IX: Confidentiality**

Wichita Pride, Inc. will not sell or otherwise make individually identifiable membership information available to any other group or party without the written consent of the member.

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**Standard Operating Procedures**

These are the articles of procedural directions and definitions for the operation and organization of Wichita Pride, Inc.

**Article I: Board of Directors**

***Section 1: Board of Director Positions and Responsibilities***

1. President:
  - a. Shall preside at meetings of the Board and Steering committee.
  - b. Shall represent Wichita Pride, Inc. to the public-at-large.
2. Vice-President:
  - a. In the absence or disability of the President, the Vice-President shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
  - b. Shall be responsible for all organizational infrastructures.
3. Treasurer:
  - a. Shall keep or cause to be kept an account of all monies received and expended for the use of the Corporation.
  - b. Shall insure that all sums received are deposited in the bank or banks approved by the Board.
  - c. Shall submit a written report of all monies received, deposited, saved and expended at the Annual meeting, the first Steering Committee meeting of each month and at such other times as called for by the Board.
4. Secretary:
  - a. Shall keep or cause to be kept a Record of Minutes of all meetings and actions of the corporation, Board and Steering committee that will include:
    - i. Call to Order and Adjournment times.
    - ii. Location of Meeting.
    - iii. Attendance count with names of attendees including proxies.
    - iv. Regular or Special meeting designation.
      1. Special meetings will also designate:
        - a. Authorization for the meeting.
        - b. Notice given for the meeting.
  - b. Shall keep or cause to be kept at the principal office, as determined by resolution of the Board:
    - i. A Record of the members showing the names addresses and contact information of all members.
    - ii. Articles of Incorporation, the Bylaws (original and/or copy), the Standard Operating Procedures (original and/or copy) and all other legal forms.

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- iii. Meeting minutes prepared and copies delivered to the Board and Steering Committee members within five (5) days after the meeting. Approved minutes to be archived and copy to the Webmaster for posting on the website.
  - iv. An accurate count of all current members in good standing to establish quorum for each meeting.
  - c. Shall oversee the official correspondence.
5. Public Relations Officer:
- a. Shall be responsible for the knowledge of public relation events and arranging the President or a Board member to attend.
  - b. Shall be responsible for arranging media contacts for the President.
  - c. Shall be responsible for training of the board of Directors in media relations.
  - d. Shall be responsible for maintaining a list of media contacts that shall be available to any board member.

## ***Section 2: Board of Director Meetings***

1. Frequency and location of the Board of Director meetings are at the discretion of the Board of Directors.

## **Article II: Steering Committee**

### ***Section 1: Steering Committee Meetings***

1. Frequency and location of Steering Committee meetings shall be by consensus of the Steering Committee and/or at the discretion of the Chair.
  - a. The minimum frequency requirement shall be every other week.
  - b. Meetings may be attended electronically or via teleconference.
2. Upon rule of the Chair, meetings of the Steering Committee will be conducted in accordance with Roberts Rules of Order, current edition.

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## **Article III: Standing Committees**

### ***Section 1: Standing Committee Meetings***

1. Frequency and location of Standing Committee meetings shall be by consensus of the Standing committee members and/or at the discretion of that Standing Committee's Chair.
  - a. The minimum frequency requirement shall be every other week.
  - b. Standing committee meetings will not run coincidentally with Steering Committee meetings.
  - c. May be attended electronically or via teleconference.

### ***Section 2: Standing Committee Membership***

1. Anyone may join a Standing Committee

### ***Section 3: Standing Committee Responsibilities***

1. Information Technology
  - a. Create, maintain and update the Wichita Pride, Inc. Website and provide passwords to the board of directors and appropriate personnel.
  - b. Maintaining and updating computer systems of Wichita Pride, Inc.
  - c. Maintaining any online presence.
2. Fixed Assets (Inventory)
  - a. Maintaining a current list of all physical assets. Physical assets are merchandise and equipment (tents, tables, chairs, fencing, etc...)
  - b. Tracking via written documentation all movement of physical assets.
3. Event Coordination
  - a. Organizing and implementing events for Wichita Pride, Inc. including coordinating with venues for said events.
4. Marketing and Advertising
  - a. Developing and implementing advertising campaigns.
5. Merchandise
  - a. Developing and maintaining a merchandise inventory system.
  - b. Coordinating with the Board Treasurer for purchasing, sales and control of merchandise.
  - c. Merchandise will be inventoried on a yearly basis and summary reported at the Annual meeting.

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6. Volunteer Coordination
  - a. Developing and maintaining an ongoing rapport with volunteers.
  - b. Will coordinate volunteer resources at all WPI events.
  - c. Responsible for maintaining a current volunteer contact list.
    - i. Volunteer contact is to be on a secure WPI website page.
7. Sponsors and Grants Committee
  - a. Developing and maintaining rapport with sponsors.
  - b. Research and apply for grants.

## **Article IV: Ad-Hoc Committees**

### ***Section 1: Ad-Hoc Committee Meetings***

1. Frequency and location of Ad-Hoc Committee meetings shall by consensus of the Ad-Hoc Committee members and/or at the discretion of that Ad-Hoc's Chair.
  - a. The minimum frequency requirement shall be every other week.
  - b. Ad-Hoc Committee meetings will not run coincidentally with Steering Committee meetings and should avoid running coincidentally with Steering Committee meetings.
  - c. May be attended electronically or via teleconference.

### ***Section 2: Ad-Hoc Committee Membership***

1. Anyone may join an Ad-Hoc Committee.

### ***Section 3: Ad-Hoc Committee Responsibilities***

1. Shall be responsible for fulfilling the duties for which they were commissioned.