

BYLAWS

of

SAN FRANCISCO LESBIAN, GAY, BISEXUAL, TRANSGENDER PRIDE CELEBRATION COMMITTEE, INC.

ARTICLE I OFFICES

The principal office for the transaction of business for the Corporation shall be located in the City and County of San Francisco, California.

ARTICLE 2 FISCAL YEAR

The fiscal year of the Corporation shall run from October 1 through September 30.

ARTICLE 3 MEMBERSHIP

Section 1. Classification of Members. This corporation shall have one class of members with voting rights as specified in these Bylaws. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. The Board of Directors may, by resolution, establish one or more categories of non voting associates who may be referred to as "members", and provide for their rights and obligations (including the obligation to pay dues); however, the terms "member" and "membership" as used in these Bylaws, shall refer only to voting members.

Section 2. Qualifications for Membership. Membership shall be open to any individual who (1) is of legal age to enter into a binding contract; and (2) subscribes to the purposes of the Corporation; and (3) informs the Corporation of their legal name and address.

Section 3. Admittance of Members. Any application for membership must be made in writing and may be submitted to the Board of Directors at any time. The Board or a person or committee authorized by the Board will review each application and, if appropriate, certify that the applicant meets the qualifications for membership in accordance with Section 1 and 2 above. Membership shall commence upon such certification and upon payment of any required dues.

Section 4. Membership Dues. Each member must pay to this Corporation, within the time and on the conditions set by the Board, dues and fees in amounts to be fixed from time to time by the Board. Such dues and fees shall be equal for all members of this Corporation. The Board may determine the conditions under which any payment of dues shall be refundable.

Section 5. Assessment. Membership in this Corporation shall not be assessable.

Section 6. Good Standing. Those members who have paid the required dues and fees, if any, and who are not suspended, shall be members in good standing of this Corporation.

Section 7. Membership Roster. This Corporation shall keep a membership roster containing the name of each member and the last address provided to this corporation by the member for

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purposes of notice. The roster shall indicate whether a member is in good standing from time to time.

Section 8. Nonliability of Members. No member of this Corporation shall be personally liable for the debts, liabilities, or obligations of this Corporation.

Section 9. Transferability of Memberships. Membership in this Corporation, or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

Section 10. Termination of Membership. Membership in the Corporation shall continue until terminated as provided in this Section, or until the member dies, or resigns in writing delivered to the Secretary or President of this Corporation. No such resignation shall relieve the resigning member of any financial obligations of such member to this Corporation.

A. Basis for Termination. Membership in the Corporation shall terminate upon the occurrence of any of the following events or conditions.

- i. Expiration.** If a membership is issued for a period of time, such membership shall terminate when such period of time has elapsed, unless such member elects to renew the membership.
- ii. Failure to Qualify.** On a good faith finding by the Board of Directors, made in accordance with this Section, that a member no longer meets the qualifications set forth in Article 3 Sections 1 and 2, such member's membership in this corporation shall terminate.
- iii. Interests of Corporation.** On a good faith finding by the Board of Directors, made in accordance with this Section, that continued participation by the member in this Corporation as a member is not in the best interests of this Corporation, such member's membership in this Corporation shall terminate.

B. Termination Procedures. In the case of proposed termination of a membership under subsection A ii or iii above, the following procedures shall apply.

- i. Notice.** This Corporation shall send a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place of the hearing described in the next subsection. Such notice shall be sent at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing, by first class or registered mail, to the last address provided by the member to the Corporation for purposes of notice.
- ii. Hearing.** The member shall be given an opportunity to respond, either orally or in writing, not less than five days before the effective date of the proposed termination, to the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective immediately on the proposed date of termination.
- iii. Determination.** Following the hearing date, the Board (or the person or committee authorized by the Board to decide whether the proposed termination will take place) shall decide whether or not the member should in fact be terminated, suspended, or sanctioned in some other way. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all

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membership rights of such member on the Corporation shall cease on the effective date of the termination stated in the notice given pursuant to Section B. i. above.

iv. Refund. The Board may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues already paid. Any refund shall be prorated to return only the accrued balance remaining for the period of the dues payment.

ARTICLE 4

MEMBERSHIP RIGHTS

Section 1. Voting Rights. Subject to these Bylaws and this Corporation's other policies and procedures, members of this Corporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of directors;
- (b) the removal of directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law;
- (c) any amendment to these Bylaws, and all amendments to the Articles of Incorporation of this Corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;
- (d) the disposition of all or substantially all of the assets of this Corporation;
- (e) any merger of this Corporation;
- (f) any dissolution of this Corporation; and
- (g) any other matters that may be presented to members to vote, pursuant to this Corporation's Articles, Bylaws, or action by the Board of Directors, or by operation of law.

Section 2. Inspection Rights.

A. Articles and Bylaws. This Corporation shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of this Corporation, which shall be open to inspection by members at all reasonable times. If this Corporation has no principal office in California, the Secretary shall furnish such copies to any member on written request therefor.

B. Accounting Records; Minutes. On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this Corporation and the minutes of the proceedings of the members, the Board, or any Board or Advisory Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.

C. Membership Records. The right of members to have access to membership records of this Corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

Section 3. Other Rights. In addition to the rights described in these Bylaws, members of this Corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5

MEMBER MEETINGS AND VOTING

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Section 1. Member Voting. Each member in good standing shall have one vote on each matter on which members are entitled to vote. Unless modified by resolution of the Board of Directors under Section 5 B, C, or D, the member must have qualified for membership 60 days prior to any meeting at which voting rights shall be exercised.

Section 2. Annual Member Meetings. An annual meeting of the membership will be held at a date, place, and time determined by the Board of Directors, for the purpose of electing directors and transacting such business as may come before the meeting.

Section 3. Regular Meetings. Regular meetings shall take place on the dates and times set by annual calendar, recommended by the Board and ratified by the membership at its annual meeting.

Section 4. Special Meetings.

A. Who May Call. Special meetings of the members may be called (1) by the Board of the Directors or the President, or (2) on the written request of five percent of the membership.

B. Procedures For Calling Special Meetings Requested by Members. If a special meeting is called by members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted, either personally or by registered mail or by facsimile transmission, to the President any Vice President, or the Secretary of this Corporation. The requested meeting will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors or the President.

Section 5. Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

A. Notice of Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to notice for that members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall not be less than ten, nor more than ninety, days before the date of that meeting.

B. Voting at Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall not be more than 60 days before the date of the meeting.

C. Voting by Written Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall not be more than 60 days before the day on which the first written ballot is mailed or solicited.

D. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the

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resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlement, the record date shall not be more than sixty days before the date of such other action.

Section 6. Time and Manner of Notice of Meetings. The Secretary shall give notice of each members meeting to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. The notice shall be delivered to the last address provided by the member to this corporation (for purposes of notice, either personally or by telegram, telephone, facsimile transmission, or first-class, registered, or certified mail) not less than ten nor more than ninety days before the date of such meeting, or by other mail not less than twenty nor more than ninety days before the date of such meeting.

Section 7. Contents of Notice. The notice shall state the place, date, and time of the meeting and (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or (b) In the case of the annual meeting, the names of all those who are nominees for director as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the members; but any proper matter may be presented at the annual meeting for such action.

Section 8. Notice of Certain Actions Required. Unless the vote of the membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend this Corporation's Articles of Incorporation, or (d) to voluntarily dissolve this Corporation.

Section 9. Member Quorum. One third of the memberships then in effect or a number equal to a quorum of the Board of Directors presently in office, shall constitute a quorum of the members. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

Section 10. Act of the Members. Every decision or act made or done by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws require a greater number.

Section 11. Manner of Voting.

A. Voting at Meetings. Voting at meetings may be by show of hands or by secret ballot, provided that any election of directors, and any other vote designated by the chair of the meeting, at their discretion, or requested by ten percent of the voting power present at the meeting, shall be conducted by secret ballot.

B. Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the members.

C. Cumulative Voting Prohibited. Cumulative voting shall be prohibited.

D. Action by Written Ballot Without a Meeting.

i. General. Any action required or permitted to be taken by members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.

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ii. **Content of Written Ballots.** Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

iii. **Time for Return of Ballots.** All written ballots shall provide a reasonable time within which to return them to this Corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

iv. **Requirements for Valid Action.** Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

v. **Solicitation Rules.** Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

vi. **Revocation of Written Ballots.** If a member who has cast a written ballot desires to change his or her vote, the member may do so provided he or she so notifies the Secretary of this Corporation in writing prior to close of the balloting period and casts a new ballot within the balloting period.

E. **Election Ballots.** Any ballot used in the election of directors shall set forth the names of the candidates who have been properly nominated.

Section 12. Waiver of Notice or Consent by Members.

A. **General.** Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting signs (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 8 of this Article, in which case the waiver of notice must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

B. **Effect of Attendance at Meeting.** Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 8 of this Article, if that objection is expressly made at the meeting.

Section 13. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members at a meeting, may be taken without a meeting if all members shall individually or collectively consent in writing to the action. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes.

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Procedures For Dealing With The Receipt & Processing Of Membership Application Forms

1. Availability

1.1 There shall always be a supply of at least 30 membership applications at reception. This

supply shall be monitored and replenished as needed by the assigned staff member.

1.2 Requests for membership applications, whether received by telephone, email, post or

otherwise will be mailed to the person requesting the application form(s) by the assigned staff member within 3 business days of receiving a mailing address to which the applications may be sent.

2. Incoming Membership Applications

2.1 Membership applications received in the office, whether by personal delivery, mail or email, shall be dated stamped and initialed by the assigned staff member and then photocopied/printed. The copy shall be placed in the mail box of the Secretary within 2 business days of receipt. The original shall be retained in a locked cabinet by the assigned staff member.

3. Secretary's Responsibilities

3.1 The Secretary shall regularly (at least once per week) check in with the assigned staff member and, as necessary, certify the copy applications as being approved, or not, and place these back in the mail box of the assigned staff member.

4. Record Keeping

4.1 Upon receiving an approved copy of the application, the assigned staff member shall, within 5 working days, enter the application details onto the membership database and send out a precedent welcome letter.

4.2 The Secretary and assigned staff member shall meet monthly to review the database, attend to the Secretary's signature on the original applications and discuss any issues regarding any membership records.

4.3 No amendment shall be made to any members' details (although tentative changes may appear in the "comments box") unless a member signs a membership update form and returns this to the office. Changes submitted on a membership update form may be made to the database by the assigned staff member without recourse to the Secretary.

4.4 Any deletions may only be made with the express written authority of the Secretary.

5. Storage

5.1 The original application forms, signed by the member and the Secretary shall be kept in an alphabetized file by the assigned staff member.

Note : (i) The assigned staff member as of 12.08.99 is the Executive Assistant
(ii) The above policy was approved by the Board on 12.08.99

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Membership Renewal Procedures

1. Annual Renewal Date

- 1.1 All memberships of the Corporation will be renewable on November 12 each year.
- 1.2 Any member who has joined at any time in the preceding year will be subject to renewal on November 12 notwithstanding the fact that they may have just recently joined.

2. Procedure

- 2.1 Renewal Notices will be available beginning at the Annual General Meeting.
- 2.2 Any member who has not renewed by October 1 will be mailed a renewal notice by first class post by the assigned staff member at least 28 days prior to November 12.
- 2.3 The renewal notice will require the member in question to sign the renewal notice and either return it in person or mail it to the SF Pride office by way of an accompanying SASE.

3. Renewal/Expiration

- 3.1 Signed notices returned to the SF Pride office by November 12 will qualify for renewal.
- 3.2 There will be a 28 day grace period following November 12 during which signed renewals will be accepted with the proviso that voting rights for the member in question will be suspended during the period November 12 until the renewal notice is received.
- 3.3 Members who do not return their signed renewal to the office by December 10 will lapse and their membership in the Corporation will cease as of November 12. Any member whose membership ceases as aforesaid may re-apply for membership at any time but will be subject to the 60 day associate member period.

- Notes :**
- (i) The assigned staff member as of 12.08.99 is the Executive Assistant
 - (ii) The above policy was approved by the Board on 12.08.99