THE ATLANTA PRIDE COMMITTEE, INC.
1530 DEKALB AVE NE, STE A
ATLANTA, GA 30307

BYLAWS
OF
THE ATLANTA PRIDE COMMITTEE, INC.

ARTICLE I: ORGANIZATION AND PURPOSE

Section 1. Name and Charter

The name of this organization shall be The Atlanta Pride Committee, Inc., hereinafter referred to as "APC." The APC is a non-profit corporation organized under the laws of the State of Georgia exclusively for charitable, educational, and social purposes. It may hold property and hold title to property.

Section 2. Location

The principal office of the APC shall be located within the metropolitan Atlanta area, state of Georgia.

Section 3. Tax-Exempt Status

The APC is a non-profit corporation organized for the following exclusively charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as "the Code"); to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, literary, and educational purposes, to foster national or international amateur sports competition (within the limitations of Sections 501(c)(3) and 501() of the Code), to prevent cruelty to children or animals, to conduct and sponsor educational and instructional activities, to make grants and awards to individuals or organizations for charitable, educational, scientific, literary, or cultural purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of Section 501(c)(3) of the Code.

Section 4. Purpose

Atlanta Pride, a 501(c)(3) organization, cultivates a vibrant and inclusive community for LGBTQ+ people in the Southeast by amplifying diverse voices, fostering meaningful connections, and celebrating the rich cultural expressions that unite and uplift our community.

Section 5. Vision

Atlanta Pride envisions a thriving LGBTQ+ community where every identity is valued, our history is celebrated, and our diverse voices fuel an equitable, safe, and liberated future.

Section 6. Values

- **Diversity** - We value our community's strength, visibility, and diversity across intersectional identities, honoring the unique experiences and contributions of every individual.
- **History** - We honor the legacy of activists and community members who paved the way, celebrating their stories and building connections between past, present, and future generations.
- **Inclusivity** - We provide welcoming and accessible spaces to support the LGBTQ+ community, prioritizing events, resources, and programs that ensure community members feel included, safe, and accepted.
- **Transparency** - We operate with openness, honesty, and accountability, fostering a culture of trust within our organization, among our supporters and partners, and throughout the broader community.

Section 7. Non-Discrimination Policy

In all of its activities, efforts, policies, and in the composition of Committees, the APC shall have as a central aspiration the achievement of gender and racial parity through active recruitment. The APC shall not discriminate regarding age, race, sex, creed, national or cultural origin, religious affiliation, sexual orientation, gender identification, physical ability, veteran status, genetic information, native language, marital status, citizenship, pregnancy, health status, or any other protected class.

Section 8. Organization

1. **The APC Board of Directors** is the supreme authority of the APC, and the government and management of the affairs of the organization shall be vested in its Board of Directors. All the powers, duties, and functions of the organization conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise shall be exercised, performed, or controlled by or under the authority of the APC's Board of Directors. The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the organization; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the organization as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws.

2. **The APC Executive Committee,** which are the Officers of the organization, shall have responsibility for the management and policies of the APC. The Executive Committee may act on behalf of the Board of Directors and perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

3. **The APC Nominating & Review Committee** shall be responsible for selecting candidates for Board membership to be voted on by the Board of Directors.

4. **The APC Membership Committee** shall be responsible for reviewing and accepting or rejecting applications for membership in the APC.

5. **The APC Programming Committee,** along with any sub-committees, whose structure and volunteers shall be appointed and directed by the Executive Director or their designee, shall have responsibility for the logistical planning and implementation of all APC events.

6. **The APC Staff,** which includes the Executive Director and additional staff as required, shall provide direction, leadership, and administrative support to the APC.

Section 9. Records, Minutes, and Books

The APC shall keep correct and complete books and records of account, keep minutes of the proceedings of the Board of Directors and of Committees having any of the authority of the Board of Directors, and keep at its registered or principal office a record of the names, addresses, and telephone numbers of the Board of Directors.

Section 10. Contracts, Checks, Deposits, and Gifts

1. **Contracts** – The Board of Directors may authorize any Officer or Officers, Executive Director, agent or agents of the non-profit corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the APC. Such authority must be in writing and may be general or confined to specific instances.

2. **Checks, Drafts, Notes, Etc.** – All checks, drafts, or other orders for the payment of money, notes issued in the name of the APC shall be signed by such Officer or Officers, Executive Director, or agent(s) of the APC and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Director and countersigned by the Chair of the Board of Directors.

3. **Deposits** – All funds of the APC shall be deposited from time to time to the credit of the APC in such banks, trust companies, or other depositories as the Board of Directors may select.

4. **Gifts** – The Board of Directors may accept on behalf of the APC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the APC.

Section 11. Fiscal Year

The fiscal year of the APC shall be determined by the Board of Directors. The default fiscal year will be the calendar year ending on December 31.

Section 12. Governing Instruments

The APC shall be governed by its Articles of Incorporation and its Bylaws. These Bylaws shall become effective upon passage and adoption by the Membership. All meetings of the APC will be conducted using modified Robert's Rules of Order.

The organization shall adopt and comply with an IRS-approved Conflict of Interest Policy as well as federally mandated Whistleblower, Document Retention, and Destruction Policies. The organization may also adopt a Code of Conduct and other policies to assist with the governance and the IRS required disclosure and transparency requirements.

Section 13. Definition of Membership

Membership in the organization, regarding eligibility to attend and vote upon matters presented at the Annual Meeting or any Special Meeting called on behalf of the APC, shall require submission of an application for membership. The applications shall be reviewed and approved or rejected by the Membership Committee. In order to qualify for membership and remain a member in good standing, applicants and current members must volunteer at an official APC event or events a minimum of thirty (30) hours annually and shall pay annual dues in the amount of twenty dollars ($20.00). Applicants or current Members who cannot meet one of these requirements may submit an appeal to the Chair of the Membership Committee or the Chair of the Volunteer Committee for a waiver of the requirement that presents a hardship. If the Chair of the Membership Committee and Chair of the Volunteer Committee jointly determine that a waiver is appropriate, they will notify the Board of Directors and Executive Director. Members may resign membership by submitting a written resignation to the Board of Directors. A Member may be removed from membership in the APC for a violation of the APC Code of Conduct provided that written notice has been mailed, emailed, or delivered to such member's last known mailing or residence address or email address at least seven (7) days prior to any APC membership removal action. Membership removal procedures shall be described in the APC Policies & Procedures manual. APC Staff are not considered members of the organization and do not have voting privileges. All Members must annually agree to and abide by the APC Confidentiality and Conflict of Interest policies.

ARTICLE II: DIRECTORS

Section 1. Board of Directors

The Board of Directors is the supreme authority of the APC, and the government and management of the affairs of the organization shall be vested in its Board of Directors. All the powers, duties, and functions of the organization conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise shall be exercised, performed, or controlled by or under the authority of the APC's Board of Directors.

The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the organization; shall determine its policies or changes therein; shall actively prosecute its purposes and objectives; and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the organization as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws.

Such rules, policies, and procedures shall be known and designated as the APC Policies & Procedures. The Board of Directors shall be responsible for creating and implementing such

staffing arrangements as required to provide for the conduct of APC business and may delegate authority and responsibility to Executive and other Committees.

Section 2. Composition

The APC shall be governed by a Board of Directors comprised of at least (7) seven and no more than thirteen (13) Directors, at the discretion of the Nominating Committee and Board of Directors and wherein alignment with the qualifications and desired Board makeup as stated in the Policies and Procedures. Additionally, the Programming Committee shall annually elect a Board Liaison to attend Board meetings in a non-voting capacity. The Programming Committee Board Liaison shall represent the interests and concerns of the Programming Committee before the Board. Board Directors and the Programming Committee Board Liaison shall serve without compensation. The Board of Directors shall, as much as possible, reflect the diversity within Atlanta's lesbian, gay, bisexual, transgender, and queer (LGBTQ+) community. Board members and the Programming Committee Board Liaison must be Members in good standing of the organization as defined in Article 1 Section 13. The Executive Director, legal counsel, and any additional Staff shall serve in an ex-officio capacity on the Board of Directors but shall have no vote.

Section 3. Terms of Office

Directors shall serve for a term of two (2) years and such terms shall be established on a staggered basis. The number of consecutive terms for which an individual is eligible for election shall be limited to three (3) terms. A Director shall become eligible for election to the Board of Directors again after a period of two (2) years has elapsed. The APC shall hold elections for Board Directors prior to the Annual Meeting, which shall occur in the fourth (4th) quarter of the calendar year. New Board Directors appointed after the Board election shall begin their terms at the next Board meeting held after such appointment and shall serve until the expiration of the term such person shall have been elected or appointed to fill.

1. **Officers**

   The first Board meeting after annual elections shall occur before December 31st of the same year, and at such meeting, the Board of Directors shall elect the Officers. The Officers shall be the Chair, the Vice-Chair, Treasurer, and the Secretary. Additional Officer positions may be created as deemed necessary and approved annually by a majority of the Board of Directors. They shall be elected by a simple majority of Directors then in office and shall serve in their offices until the first Board meeting after annual elections.

   Directors shall appear in person or virtually to vote for or ~~to~~ be elected as an Officer. Votes are not subject to proxy. The Board of Directors shall vote on each designated Officer position by written ballot, or by majority agreement during virtual meetings, a hand count vote if requested by any current Board Director. In the event of a tie, additional ballots shall occur until a majority is achieved.

   In the event of voluntary resignation or involuntary removal of any officer, the Board of Directors shall convene at the earliest possible time, no later than the next Board meeting, to vote, consistent with the above procedure, to fill such Officer's vacancy to serve during the balance of the remaining unexpired term.

Section 4. Elections and Appointments to the Board of Directors

Annual elections for the Board of Directors shall take place at a regular or special meeting of the Board of Directors that shall occur no more than thirty (30) days prior to the Annual Meeting of the APC. Nominees for positions on the Board of Directors shall be presented by the Nominating & Review Committee to be voted upon by the Board of Directors. The majority of Directors present shall determine the vote.

Requirements for eligibility to be considered for Board Election or Appointment shall be as follows: Prospective new members to the Board of Directors may be invited to interview with the Nominating and Review Committee through direct application to the APC or through nomination by a current Board Director, Programming Committee Chair/Co-Chair, or Staff member. The prospective Board Director will be required to make a written application, provide a current separate resume, and shall be interviewed by the Nominating and Review Committee. The Nominating and Review Committee shall make a recommendation, or to recommend that such prospective Board Director be appointed in order to fill an unexpired open Board position.

Directors shall reside in the state of Georgia and shall remain legal residents thereof for the duration of their elected or appointed term.

Nominees shall appear in person or virtually at such meeting in order to be placed on the Annual Ballot and shall be voted on by the full Board of Directors. Votes shall be made in person or, by majority agreement during virtual meeting, a hand count vote and not subject to proxy. All incumbent Directors and Nominees shall be placed on a single ballot and shall be elected by simple majority; thus, the highest vote recipients shall fill the seats up for election. In the event there are fewer candidates than open Board seats, the prospective Board Director must receive a minimum of fifty percent (50%) of the total votes cast to be elected. In the event of tie, the participants involved in the tie shall be subject to a second vote by the electorate by separate ballot.

The Board shall make a good faith effort to submit to the Nominating and Review Committee qualified candidates to fill all seats necessary to meet the minimum number of Directors required by these Bylaws.

Incumbent members of the Board of Directors shall be subject to the reapplication procedure in order to run for their incumbent position.

Section 5. Vacancies

Any vacancy in the Board arising at any time and from any cause may be filled at any meeting of the Board by a two-thirds (2/3) vote of the Directors then in office. Each Director so elected shall hold office until their successor has been elected and has qualified or until their earlier death, resignation, retirement, removal, disqualification, or expiration of their term.

Section 6. Meetings

The Board shall meet on a regular basis with such meetings to be scheduled by the Board of Directors, unless a majority of the Board shall agree otherwise. Special meetings of the Board of Directors may be called at any time by the Chair or Vice-Chair or by any two Directors.

1. **Notice**

   All Directors shall be given at least five (5) days notice of Board meetings. Directors must be given at least two (2) days notice of Special Meetings. Notice may be given, personally, by mail, telephone, email, or fax and shall be deemed given when executed by the sender. The business to be addressed need not be specified in the notice except where the meetings for the removal or election of a Director, the removal or election of an Officer, the amending of these Bylaws, or the amending of the Articles of Incorporation.

2. **Attendance**

   Directors shall make a good faith effort to attend all Board meetings possible. Any Director missing three (3) meetings without being previously excused by the Chair of the Board shall be removed as a Director on the Board of Directors of the APC.

3. **Waiver**

   Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a Director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section 7. Quorum

A quorum for the transaction of any business shall be defined as a majority of the Directors then in office. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the Directors present at the meeting. Every Director shall have one (1) vote.

Section 8. Committees

The Board of Directors shall establish and maintain the following committees:

- The Executive Committee will be comprised of the following voting members: Chair, Vice-Chair, Treasurer, and Secretary of the Board of Directors, as well as any additional Officer positions created annually by the Board of Directors. The Executive Director, legal counsel, and any additional Staff shall serve in an ex-officio capacity on the Executive Committee. The Executive Committee may act on behalf of the Board of Directors and perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

- The Nominating and Review Committee: Members are appointed by the Chair of the Board of Directors.

- The Membership Committee: The Vice-Chair of the Board of Directors shall be the Chair of the Membership Committee, and the Volunteer Committee Chair shall serve on the

Membership Committee. The Board of Directors and the Programming Committee shall each appoint a member to the Membership Committee.

- Finance Committee: The Treasurer shall be the Chair of the Finance Committee, working alongside the Executive Director and a minimum of one (1) additional Board Director appointed by the Chair of the Board of Directors to review the annual financial audit and to formulate and recommend an annual budget to the Board of Directors for approval prior to the start of the fiscal year.

The Board may establish and dissolve ad hoc Committees by a majority vote of the Board of Directors, and Committee Members are appointed by the Chair of the Board of Directors.

Section 9. Actions by 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 consent in writing setting forth the action so taken, or to be taken, is signed or virtually agreed upon by a majority of all the Directors and the agreed upon action is filed with the Secretary.

Section 10. Virtual and Hybrid Meetings
Members of the Board or any Committee thereof may participate in any meeting of the Board or any Committee thereof by means of virtual meetings or similar communication method by means of which all persons participating in the meeting can send and receive instantaneous communication with each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 11. Inspection of Books and Records

Every Board Director shall have absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the APC. This inspection by a Board Director may be made in person or by an agent or attorney, with the right to copy and make extracts of documents.

Section 12. Compensation

The Directors of the APC shall receive no compensation for their services as Directors. By resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel, and other expenses may be allowed for attending and returning from any meeting of the Board or for attending and returning from any meeting of the Executive or any other Committees or in connection with the affairs of the APC. A Director may not serve on the Staff of the APC.

Section 13. Insurance and Indemnification

The Board shall, if obtainable, elect to secure insurance against any and all claims and liabilities to which such Board Director may become subject by reason of their having heretofore or hereafter been a member of the Board of Directors of the APC.

Any present or former Director or Officer of the APC shall be indemnified by the corporation against all reasonable costs, expenses, and counsel fees paid or incurred in connection with

any action, suit, or proceeding to which any such person or their legal representative may be made a party by reason of their being or having been a Director or Officer except in relation to matters as to which they shall be found guilty of negligence or misconduct in respect to the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

Section 14. Removal

The Board of Directors, a quorum being present, may by a two-thirds (2/3) vote remove a Director from the Board either for or without cause, provided that written notice has been mailed, emailed, or delivered to such Director's last known mailing or residence address or email address at least seven (7) days prior to any Board meeting on which such Director's removal shall be voted upon. Any such Director shall be afforded an opportunity to be heard at the meeting upon which such Director's removal shall be voted.

Section 15. Leave of Absence

In the event a Director shall be temporarily unable to fulfill their duties as a member of the Board of Directors, such Director may apply in writing to the Executive Committee for a leave of absence for cause. The Executive Committee may approve a leave of absence of not more than three (3) months. The Executive Committee shall determine whether to grant a leave of absence and the term of any leave of absence by majority vote. The Executive Director shall not be eligible to vote on such matter. In the event such Director is granted a leave of absence, such Director shall remain a member of the Board of Directors for a period not to exceed three (3) months, provided that during the period of any such leave of absence, such Director shall not be entitled to vote on any matter presented to the Board of Directors and such Director's seat shall not be considered when determining whether a quorum exists for voting purposes. Any Director on a leave of absence may apply in writing to the Executive Committee for an extension of their leave of absence for cause for a term of not more than three (3) additional months. Whether to grant a leave of absence or an extension of any leave of absence, and the term of any leave of absence, shall be determined by the Executive Committee in its sole discretion considering the circumstances of such application and the best interests of APC and the Board of Directors. In the event a leave of absence is granted or a leave of absence is extended, the Director seeking such leave shall submit a letter of resignation effective upon the last date of their leave of absence or the last date of any extension of such leave of absence. Unless such Director shall have obtained an extension of their leave of absence, such resignation shall be accepted by the Board of Directors if such Director fails to return to full active status at the next regularly scheduled Board meeting following the expiration of any leave of absence. No Director shall be granted a cumulative leave of absence of more than six (6) months. Any leave of absence shall be issued in writing by the Executive Committee.

Section 16. Financial Reporting

The Board of Directors of the APC shall publish a financial report of the Annual Pride Festival as part of the annual financial statements. Financial statements shall be prepared within one (1) month of the fiscal year end.

ARTICLE III: OFFICERS AND STAFF

Section 1. Officers

The Board of Directors shall elect the Officers of the APC. The Officers shall be the Chair of the Board, Vice-Chair, Treasurer, and Secretary of the Board of Directors. Additional Officer positions may be created as deemed necessary and approved annually by a majority of the Board of Directors. Such election shall be as directed by Article II, Section 3.1.

1. **Chair of the Board**

   The Chair of the Board shall, subject to the control of the Board of Directors, have specific responsibilities as stated by the Board of Directors and as may be outlined by the Policy & Procedure manual.

   The Chair of the Board shall:
   - Preside at all meetings of the APC Board of Directors and Executive Committee.
   - Appoint the Chairs of any standing or ad hoc Committees.
   - Represent the APC in meetings with community groups and organizations.
   - Perform such duties as may be assigned by the Board of Directors.
   - Serve as the primary supervisor of the Executive Director, conduct periodic reviews of the Executive Director at a minimum interval of once per calendar year, prescribed by, in consultation, and with the Board of Directors approval.
   - In the absence of an Executive Director, all duties and authorities granted to the Executive Director shall transfer in total to the Chair of the Board of Directors.

2. **Vice-Chair**

   The Vice-Chair shall, subject to the control of the Board of Directors, have specific responsibilities as stated by the Board of Directors and as may be outlined by the Policy and Procedure manual.

   Vice-Chair shall:
   - Assist the Chair in the performance of their duties.
   - Act on behalf of the Chair in their absence.
   - Chair the APC Membership Committee.
   - Perform such duties as may be assigned by the Board of Directors.
   - Assume the position of Chair in the event the Chair is unable or unwilling to perform the duties of the office. In the event there is an absence of an Executive Director and Chair of the Board, all duties and authorities granted to the Executive Director shall transfer in total to the Vice-Chair of the Board of Directors.

3. **Treasurer**

   The Treasurer shall, subject to the control of the Board of Directors, have responsibility for the financial records, work~~ing~~ with the financial staff person, and specific responsibilities as stated by the Board of Directors and as may be outlined by the Policy and Procedure manual.

   The Treasurer shall:
   - Have official custody of the corporate funds and securities of the APC.

- Review on a regular basis the full and accurate account of receipts and disbursements of the APC maintained by the APC's staff.
- Review the record of deposits of all monies and other valuables in the name and to the credit of the APC into depositories designated by the Board of Directors.
- Review the authorization of all disbursements of the funds of the APC as ordered by the Board of Directors.
- Review financial statements prepared by the APC's staff each month or such other intervals as the Board of Directors shall direct.

4. **Secretary**

The Secretary shall, subject to the control of the Board of Directors, have responsibility for keeping minutes of meetings of the Board of Directors, maintaining the records of the APC, and such other specific responsibilities as designated by the Board of Directors or as may be outlined by the Policy and Procedure manual.

The Secretary shall:

- Attend all meetings of the Board of Directors and record, or cause to be recorded, all attendance, votes, actions, and the minutes of all proceedings in a book to be kept for that purpose.
- Perform, or cause to be performed, like duties for the Executive Committee and other Committees when required.
- Maintain such records of the APC, such as the Bylaws, Committee rosters, Policy and Procedures Manual, Board of Directors Ethics Package, etc.

Section 2. Compensation

No Officer shall, for any reason, be entitled to receive any salary or compensation for the performance of their duties, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation for the APC for duties other than that of Director.

Section 3. Debt Limit

No Officer and/or Staff shall be authorized to incur debts on behalf of the APC without prior approval of a majority of the Board of Directors.

Section 4. Staff

The staff positions shall be the Executive Director and other staff as determined necessary and reasonable by the Board of Directors. The Executive Director may name additional staff positions with the approval of the Board of Directors.

The Executive Director shall have the power to employ full or part-time personnel as deemed necessary by the Board of Directors to support the functions, mission, and purpose of the APC. In the absence of an Executive Director, all duties and authorities granted to the Executive Director shall transfer in total to the Chair of the Board of Directors.

1. **Executive Director**

The Executive Director shall:

- Provide direction, leadership, and administrative support to the Board of Directors and the APC Staff.
- Ensure all Staff are following the terms outlined in the Staff Policies and Procedures Manual.
- Be responsible for the day-to-day operations necessary to achieve the goals set by the Board of Directors and its agents.
- Report to the Chair of the Board of Directors.
- Follow all job responsibilities as outlined in the Policy and Procedures manual.

ARTICLE IV. MEETING SCHEDULE

Section 1. Annual Meeting

The Annual Meeting shall be designated as the "APC Annual Meeting" and shall include a financial report and overview of the previous fiscal year. Notice of the date and time of the APC Annual Meeting shall be given not less than thirty (30) days and not more than sixty (60) days prior to the meeting date. Such notice shall include a description of the matters to be discussed. The Annual Meeting is open to the general public to attend. The Annual Meeting will be conducted by the Chair of the Board of Directors and the Executive Director.

1. **Special Meetings**

   Special Meetings of the APC may be called by not less than one-third (1/3) of the members of the Board of Directors. The APC shall notify the APC Membership of the place, date, and time of any Special Meeting not less than ten (10) days nor more than sixty (60) days before any such meeting day. Notice of a Special Meeting shall include a description of the matter or matters for which such meeting is called.

2. **Virtual Meetings**

   As the APC Membership may in its sole discretion deem necessary and proper, the APC Annual Meeting for a given year or Special Meeting as called by the Board of Directors may be held virtually. Whenever the APC Annual Meeting or a Special Meeting is held virtually, APC Members and Entrant or New Board Directors may participate in the APC Annual Meeting or Special Meeting by means of virtual meetings or similar communication method by means of which all persons participating in the meeting can send and receive instantaneous communication with each other, and such participation in a meeting shall constitute presence in person at such meeting

ARTICLE V: PROGRAMMING COMMITTEE MEMBERSHIP

Any person desiring to be considered for appointment as a Chair/Co-Chair with the APC Programming Committee shall submit a resume and make written application to the APC Executive Director. If such positions are open, the Executive Director shall consider the relevant applicants for such positions and determine which applicants shall be invited to interview with the Executive Director.

Appointments shall be for one (1) year terms, and may be renewed annually. All such appointments shall be at the discretion of the Executive Director and may be terminated at the discretion of the Executive Director.

Programming Committee Chairs/Co-Chairs shall not be eligible for membership on the Board of Directors while serving as a Programming Committee Chair/Co-Chair (with the exception of the Programming Committee Board Liaison). Board Directors shall not be eligible to serve as a Programming Committee Chair/Co-Chair while serving on the Board of Directors.

A report of the approved appointments to the Programming Committee will be provided to the Board of Directors by the Executive Director after each appointment.

ARTICLE VI: AMENDMENTS

Section 1. Articles

The Articles of Incorporation may be altered, amended, or added to by the affirmative vote of not less than two-thirds (2/3) of the Board of Directors.

Section 2. Bylaws

These Bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than two-thirds (2/3) of the APC Membership present at any Annual Meeting or Special Meeting. The APC shall notify the APC Membership of the place, date, and time of any meeting that will affect the Bylaws of the APC no less than thirty (30) nor more than sixty (60) days before the date of such meeting. Notice of such meeting shall include a description of the Bylaw by Article, Section, and Number to be voted upon. Such vote shall be made by persons present in-person or virtually and shall not be subject to vote by proxy.

ARTICLE VII: DISSOLUTION

Section 1. Dissolution

Upon the dissolution of the APC, the assets of the APC shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

Adoption of Bylaws

These Amended and Restated Bylaws were approved by a majority of the voting members of the Atlanta Pride Committee, Inc. and became effective on December 15, 2024.

(Revised and Passed September 24, 2001; No changes September 23, 2002; Revised and Passed October 2, 2004; No changes October 1, 2005; No changes October 2006; No changes October 2007; Revised January 2010 to reflect grammatical consistencies and addition of staff job descriptions; Revised April 24, 2011 and approved August 06, 2011; Revised September 9, 2011 and approved December 11, 2011; Revised January 05, 2013; Revised September 29, 2018; Revised September 28, 2019; Revised September 26, 2020; Revised September 25, 2021; Revised December 17, 2023; Revised December 15, 2024)

APPROVED:
THE ATLANTA PRIDE COMMITTEE, INC.

By: _____

Brian Desarro, Secretary, Board of Directors

[CORPORATE SEAL]