



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, 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 Festival 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.
5. **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 not 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 Board of Directors by a two-thirds vote. 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.

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. Board Directors 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. 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.