

Mountain Star Pride, Inc.

Bylaws & Mission Statement

SEPTEMBER 2023

**INITIAL BYLAWS JULY 20, 2023
AMENDED AUGUST 30, 2023
AMENDED SEPTEMBER 5, 2023**

SECTION I: NAME

The name of the organization shall be Mountain Star Pride, Inc. Herein after referred to as 'Mountain Star Pride'.

SECTION II: PURPOSE

Subsection 2-1 Mission, Vision and Value Statement

MISSION

To support, empower and bring joy to all members of the El Paso LGBTQIA+ community and its neighboring cities.

VISION

Through pride festivities, community events, fundraisers, and educational initiatives, we thrive to strengthen the presence of the LGBTQIA+ community and foster an environment of acceptance and unity.

VALUE

Mountain Star Pride encourages the LGBTQIA+ citizens and their allies of El Paso TX, our neighboring cities and beyond to celebrate pride in themselves, their community, and their shared cultural history.

Subsection 2-2 Guiding Principles

The guiding principles of Mountain Star Pride are as follows:

To continuously produce events throughout the community that fosters a sense of community, encourages LGBTQIA+ citizens to live openly and with pride, and educates the public of our shared cultural heritage.

To encourage fellowship and support among participating businesses, professionals, individuals, and charitable pursuits in the LGBTQIA+ and allied communities.

To oppose prejudice in society at large and within the LGBTQIA+ and allied communities on the basis of sexual orientation and gender identity.

To foster communication, tolerance, and mutual support among LGBTQIA+ persons and the allied communities.

To provide reasonable and sufficient outreach to the LGBTQIA+ and allied communities about the organization itself, its purposes and intents, and all events and activities sponsored by it

To create a welcoming and accepting organization, through being positive role models for our LGBTQIA+ and allied communities.

To provide financial support to other LGBTQIA+ oriented non-profit organizations in the local area through the making of grants made possible by the proceeds from each year's event.

SECTION III: ORGANIZATION

Mountain Star Pride is an organization that is run by an appointed board of directors, as set out in these Bylaws. The organization does have general members known as members of the Committee at Large which has voting rights as Board of Director members. The organization collects an initial membership fee which is utilized for, but not limited to, providing business cards, cover necessary meeting expenses, apparel, and goods necessary for the board member's position. The organization shall operate as an incorporation registered as Mountain Star Pride, INC. Although Mountain Star Pride is a non-profit organization, where our 501(c)3 designation and tax-exempt status is approved by the IRS and designation in the State of Texas.

SECTION IV: MEETINGS

The most current edition of Roberts Rules of Order shall be the parliamentary authority whenever applicable. A motion may be passed by any member of the Board of Directors, with first motion and second motion passed by any member of the Board of Directors respectively.

Subsection 4-1 Regular Board Meetings

- a. For the purpose of conducting the regular business of the organization, the board shall meet at a minimum once a month at a location to be determined in advance and communicated to the board and members at least 24 hours prior to the meeting of the board. Should special circumstances arise requiring the board to adjust the meeting schedule or location, notification, to members and board members should be done with as much notice as possible.

- b. Reasonable efforts must be made to hold regular board meetings at a time and place that all board members can attend. Any board member may attend a regular meeting by telephone or video conference and may participate in the meeting as though physically present and shall be included in the quorum count.

Subsection 4-2 Special Board Meetings and Action of Directors without A Meeting

- a. Special meetings of the board can be called by the President, Vice President, or Secretary of the board of Mountain Star Pride, or by a petition of three (3) of its directors.

- b. Notification of special meetings to all board members may be done by text, email, electronic communication tools (Facebook Board of Directors page), or telephone.

- c. If a special meeting is held, reasonable efforts must be made to hold such meeting at time and place that the board members can attend. A board member may attend a special meeting by telephone or videoconference and participate in the meeting as though physically present. At a special meeting, a motion may be decided by a majority vote of the quorum present.

- d. Upon determination that a matter requires the attention and vote of the board prior to the next regularly scheduled meeting of the board, Executive Board of Directors, at his/her individual discretion, either (a) call a special meeting of the Board to discuss and vote on the matter, (b) poll the members of the board by telephone, email, electronic communication tools, videoconference and/or fax for their vote on the matter. If the Board is polled by telephone, email, electronic communication tools, videoconference, and/or by fax, reasonable efforts must be made to contact all board members for their discussion; any motions shall be decided by a majority of the total number of sitting board members.

- e. If an electronic vote is called by the Executive Board of Directors, Robert's Rules of Order shall remain in effect and all board members should respect the call for vote as if the vote were taken live. In accordance with Robert's Rules of Order, once the vote is called electronically, board members will be given appropriate time to cast their vote (normally twenty four [24] hours). During that time, neither electronic discussions, nor discussions in person or by phone regarding the vote should be conducted until after the President has given notice that all votes have been counted.

f. The Executive Board of Directors should make every consideration possible to conduct all votes brought before the board at the regularly scheduled board meetings and not to call for electronic votes that are sensitive, divisive, or vague in nature.

SECTION V: GOVERNMENT

Mountain Star Pride shall be governed by an Executive Board of Directors consisting of a minimum of five (5) individuals. Executive Board positions are to be comprised of the President, Vice President, Secretary, Treasurer and Sergeant at Arms. The board shall be the legislative body of Mountain Star Pride in addition to performing key operational and leadership roles.

Subsection 5-1 Board of Directors' Term of Office

The term of office shall be determined by position in the organization and accordance to Section VI: Appointment of Officers.

Subsection 5-2 Quorum

A majority of the sitting and present board members shall constitute a quorum.
(Example: 50% +1)

Subsection 5-3 Provisions to Fill a Vacant Board Seat

1. When determined necessary by the board, in unexpected opening of a board position, the position will be announced to the general local community via email solicitation, social media and/or local print media, at which time requests for nominations will be made.
2. The notice and announcement shall specifically identify the vacant position and explain the procedure and deadline for nomination of the position.
3. Nominations will close, and an individual will be chosen by the board from among the qualified candidates.
4. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his/her predecessor in office.

Subsection 5-4 Rights and Duties of the Directors

The term of the new board members shall commence at the beginning of the board meeting following the general meeting at which they were appointed. The term of a board member appointed by the board to fill a vacant position shall commence at the same board meeting at which the new board member is appointed. Appointment of the officers shall be the first order

of business at the July board meeting. The rights and duties of the board shall include, but not be limited to:

- a. Attendance at all regularly scheduled meetings of the board
- b. Decide the policies and actions of Mountain Star Pride and implement the objectives of the group
- c. Receive and review committee recommendations
- d. Adopt a proposed annual budget
- e. Approve all unbudgeted expenditures in excess of \$500.00 and approve all budgets for projects and special events as to be determined by the board.
- f. Obtain a minimum of two (2) bids for all expenditures to any specific vendor in excess of \$500.00, and a minimum of two (3) bids for all expenditures to any specific vendor in excess of \$1,000.00. The member who is responsible for overseeing the event or activity incurring the expense shall be responsible for obtaining the bids and submitting them to the Financial Director for review by the following meeting the expenditure request is made. However, any expenditure in excess of \$3,000.00 shall additionally require board approval.
- g. Conduct any and all business of Mountain Star Pride, unless otherwise specified by the Bylaws herein, by a majority vote of the directors present, as long as they constitute a quorum.
- h. Conduct an annual review of the financial records by an external neutral party
- i. Record the minutes of all board meetings and make same available to any interested party upon request
- j. Create and change standing and ad hoc committees
- k. Any board member can request an audit of another board member at any time

Subsection 5-5 Mountain Star Pride Appointed Directors and Their Duties

The Executive Board of Directions shall be a minimum of 5 positions. These individuals shall be appointed to the board at the July Board Meeting. The President of the board is elected by its peers through a simple majority; however, an individual cannot serve more than two [2] consecutive terms as President and either Vice-President, Treasurer, Secretary or Segreant at Arms. Individuals that wish to run for an Executive position of the board must have been on a board of for at least 1 year in the preceding 3 years.

a. Role of the President

1. Chair Board meetings
2. Provide a President's Report or Presidential Recap at each meeting
3. Accept nominations for open board positions and present same to standing board members for vote of approval/disapproval
4. Appoint and/or remove event Directors not serving on the actual board
5. Assign another board member to act as President in his or her absence (proxy)
6. Facilitates committee enlistment and leadership appointments
7. Designs the overall strategy for meeting goals
8. Helps locate and qualify potential board members
9. Facilitates board member self-reflection evaluations
10. Often serves as a spokesperson for the organization
11. All other duties as assigned by the board

b. Role of the Vice President

1. Working with top organizational leaders and board members to refine the mission statement
2. Responsible for outsourcing to ensure appropriate talent acquisition strategies are in place
3. Overseeing diversity, equity, and inclusion policy development
4. Overseeing events, volunteering, and various committees
5. Assisting with specific goals or presidential duties, as decided by the board chair
6. All other duties as assigned by the board

c. Role of the Treasurer

1. Be responsible for the receipt, deposit, and accounting of the general funds of Mountain Star Pride
2. Oversee and approve expenditures over \$500.00
3. Provide to the board at each executive meeting a financial report, including statement of revenue and expenditures
4. Propose an annual budget for review by the Board in January
5. Prepare and provide the board an end-of-the-year balance sheet and income/expense summary at the January board meeting
6. Review three bids if an expense exceeds previously approved budget or as directed by the board
7. Advising the board on how to improve budgeting for the organization
8. Oversee the financial aspects of fundraising activities
9. Provide for timely tax returns/filings
10. Provide a quarterly audit report to the Executive Board based on a fiscal year
11. All other duties as assigned by the board

d. Role of the Secretary

1. Call meetings of the board or special meetings
2. Gather agenda items from Board members prior to meetings
3. Documenting and maintaining all related correspondence associate with the organization
4. Record, maintain and manage board meetings and minutes
5. Signing important contracts and financial documents
6. Acting as a secondary signatory for nonprofit bank accounts
7. Evaluating nonprofit bylaws and other documents for legal compliance
8. Maintain a Mountain Star Pride archive
9. Maintain any manuals of policies, procedures and agreements passed by the Board
10. All other duties as assigned by the board

e. Role of the Sergeant at Arms

1. Act a non-bias mediator between Executive Board and Board of Directors
2. Enforcing and cross-checking rules of the Board
3. Take minutes at board meetings in the Secretary's absence
4. Provide assistance to new Board of Directors members
5. Be available as a liaison to third party vendors and sponsors to the organization
6. All other duties as assigned by the board

f. Role of Committee at Large

1. Provide assistance or aid on special projects wherever needed, including serving in an area director role
2. All other duties as assigned by the board

Subsection 5-6 Removal of Board Members

a. A Board member who misses three (3) regularly scheduled meetings of the Board without notice or a reasonable excuse is considered to have resigned, at the discretion of the President.

b. A Board member may be removed by a vote of two-thirds (2/3) of the Board present at a meeting for good cause and with fourteen (14) days advance notice, provided that such board member shall be granted an opportunity to appear before the board of directors in his or her own defense if desired.

c. Any board member removed under this subsection is not eligible for a board position on the Mountain Star Pride Board least two years from the date of removal.

d. Any board member removed under this subsection, and eligible to return to the board may not enter an Executive Board Position without serving a minimum one [1] full year as a Board Member.

SECTION VI: APPOINTMENT OF OFFICERS

1. Appointment of the board of directors shall be held at the July board meeting.
2. Each Executive Board member shall be elected for a term of two [2] years.
3. Each Board of Director member shall be elected for a term of one [1] year.
4. Any individual wishing to be placed in nomination may do so.
5. All nominees must have expressed their consent for nomination and must be informed of the responsibilities and duties of a member of the board.

SECTION VII: AMENDMENTS TO THESE BYLAWS

Changes and amendments to these bylaws may be approved by a two-thirds (2/3) vote of acceptance of the board members present at the board meeting when the vote is taken, provided the number of board members present represent a quorum.

SECTION VIII: CONTRACTS

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Mountain Star Pride. Such authority may be general or confined to specific instances which have received Board approval with accordance to the bylaws.

SECTION IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as trustee, Director or officer of any other corporate or association, whether for profit, or not for profit, and his representative heirs, executors and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or in which he/she is made a party by reason of being or having been such trustee, Director or Officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other

rights to which such person may be entitled under any Bylaw, agreement, vote of the Board or otherwise.

SECTION X: ACCOUNTING YEAR

The accounting year of the Association shall be the calendar year, beginning January 1 and ending December 31.

SECTION XI: DISSOLUTION

Upon dissolution of this corporation, any remaining assets will be distributed to other nonprofit organizations with similar goals and purposes, as determined by the Board.

SECTION XII: STANDARDS OF BUSINESS ETHICS

All Board members shall be required to subscribe to the Board's Code of Conduct and not limited to the following standards of ethics and conduct:

We as Board member of Mountain Star Pride., strive to recognize, promote and improve LGBTQIA + citizens and the LGBTQIA + business community and to that end, agree to be honor bound by the Standards of Business Conduct and Ethics.

A Board member will conduct business with honesty, integrity, and fairness with respect to customers, clients and employees alike.

A Board member will be accessible and accountable to customers or clients and make every reasonable effort to act for the customers' or clients' best interest and benefit.

A member will not discriminate based upon race, color, creed, religion, national origin, ethnicity, age, disability, marital status, gender, gender expression, or sexual orientation.

A Board member will be responsible at all times for truthful business practices in the promotion of Mountain Star Pride and its products or services.

A Board member will conduct business with strict adherence to the laws of the state where located and to business or professional codes existent in accordance with generally accepted business practices.

A Board member will support the ideas and goals of this organization, as well as support the LGBTQIA+ community in general, in a constructive and positive manner.

SECTION XIII: BOARD MEMBER CODE OF CONDUCT

Board members must agree to support and be bound by the following guidelines of professional conduct to assure effective and ethical decision-making and governance regarding Association business:

- a. Be deliberate in responsibility to Mountain Star Pride by preparing for board meetings and decision making, preparing necessary reports, providing updates on assigned responsibilities, and considering the need for and request any additional information in advance of board meetings.
- b. Base decisions regarding Mountain Star Pride business on all available facts in each situation, taking into consideration the views of fellow board members.
- c. Make decisions in the best interest of Mountain Star Pride as a whole and strive to keep personal bias or the views of special interest at a minimum.
- d. Agree to accept, support, and implement all decisions by the Board agreed upon by the voting process and Roberts Rules of Order.
- e. Provide an environment conducive to comprehensive analysis of issues, and assessment of benefits and risks of action or inaction, in an open dialogue between members of the Board. Encourage and support effective teamwork and community building amongst the Board and the general community.
- f. Agree not to speak or act for Mountain Star Pride unless specifically directed to do so. Agree not to present opinions about Mountain Star Pride business unless those opinions have been approved in advance by the Board or unless those opinions are clearly expressed as a personal opinion and not necessarily the views of Mountain Star Pride Inc.
- g. Agree not to discuss matters deemed confidential by the Board outside of Board meetings without the express written permission of the President.
- h. Agree to abide by Mountain Star Pride policies on conflicts of interest and strive to avoid even the appearance of such conflicts.
- i. Accept responsibility for the business of the Board and think proactively. Agree to refrain from complaining about the business of the Board without offering a potentially effective solution(s).
- j. Agree to treat colleagues respectfully and recognize that all board members contribute to the mission and guiding principles of Mountain Star Pride. Agree to use adaptive conflict resolution skills that focus on the issues, rather than personalities or individuals.

k. Agree to abide by the Bylaws of Mountain Star Pride and any and all other policies adopted by the Board.

l. Understand that any infractions made under this section of the bylaws may result in removal from board service as provided by under Subsection 5-6.

SECTION XIV: PHOTO RELEASE AGREEMENT

a. Board of Directors authorize Mountain Star Pride, Inc. to utilize and release their photos, provided that it is done for lawful purposes.

b. Board of Directors authorize Mountain Star Pride, Inc. to edit, change, copy, and make any use of all photographs of me to be used for promotional materials.

c. Board of Directors acknowledge that they will not be entitled to payment or any sort of charge for such action.

d. Board of Directors authorize the use of their photograph for, but not limited to, publication on the internet, magazines, journals, books, articles, etc., provided that it is done for lawful purposes.

e. Upon the usage of photographs, Board of Directors consent to such materials becoming the sole property of Mountain Star Pride, Inc. and that I will no longer be entitled to them, provided that it is done for lawful purposes.

f. Board of Directors release all rights to any, but not limited to, claims, rights, demands, and/or any causes of action done by themselves, their representatives, heirs or anyone else.

g. Board of Directors waive the right to any royalty or any other compensation with regard to the usage of the photos referred to in this form.

h. Photographs taken or published outside of Mountain Star Pride, Inc. by the public, non-affiliated third-party vendors and/or sponsors does not fall within the terms of this form.