



FINAL VERSION

Approved by the Membership: OCTOBER 6, 2018

IMPLEMENTATION PLAN (Appendix A):

<https://docs.google.com/document/d/1m4VC4q7CcwkWk4ySxRRa1BgnvRwCxUjWczQNzUlpL0g/edit?usp=sharing>

InterPride Bylaws

ARTICLE I

Name

The name of this organization shall be InterPride.

ARTICLE II

Definitions

The following terms, as used throughout these Bylaws, shall be defined as follows:

A. Abstention – Indications that a person is present but choosing not to cast their vote – as such, they do not meet the requirement of “present and voting” as defined in Paragraph M, below, nor are they included in a vote total.

B. AGI – Annual Gross Income; all income/revenue received by a member organization in a fiscal year (twelve-month accounting period) prior to the deduction of any expenses.

C. GM – General Meeting; the business portions of the World Conference, including all plenary sessions of the Membership and meetings of the Board of Directors, the Global Advisory Council, committees of the Board and their subcommittees.

D. World Conference – a gathering of the Organization’s Membership, including educational and networking opportunities and the General Meeting of the Membership.

E. Affiliation - A person holds affiliation when they are actively engaged in an ongoing basis with a member pride and that affiliation is recognized by the member pride

F. Board – The Board of Directors of InterPride, comprising elected officers (The Presidents, Vice Presidents, Secretary and Treasurer of the Organization) and four appointed liaisons by the Global Advisory Council.

G. Global Advisory Council - A body made up of representatives from the global regions that meets regularly and advises the Board on issues, needs, activities, and recommendations from all regions.

H. Global Advisory Council Representatives – The representatives appointed to serve on the Board by the Global Advisory Council, according to the rules and regulations of the Global Advisory Council.

I. In Writing – Unless otherwise specified, “in writing” shall refer to communications received either on paper or via electronic means (i.e. email).

J. LGBTI - Lesbian, Gay, Bisexual, Trans and Intersex

K. Majority Vote - a motion requiring a majority vote would pass with 51% or more voting in favor. Abstention votes adjust the overall majority for motions to be carried.

L. Officer – A member of the Board, or the Executive Director.

M. Present and Voting – Constitutes a person present in person (or electronically, as will be permitted) and casting either a “yes” or “no” vote.

N. Pride Event – A parade, march, rally, festival, arts festival, cultural activity or other event/ activity, and is at least partially open to the general public, organized for people identifying as Lesbian, Gay, Bisexual, Trans, Intersex and/or other emerging sexual identities and promoting the visibility and/or validating the existence of those persons and commemorating the Stonewall Riots and/or a similar historic event/annual/periodic event as produced by a Pride Organization, as defined in Paragraph P, below.

O. Pride Network – An organization whose membership shall principally consist of Pride Organizations. This organization may act as a Pride Platform in its relationship to InterPride.

P. Pride Organization – An organization* that produces Pride Events as one of its major purposes or activities; and

- Operates in the manner of a Non-governmental organization (NGO); and
- Any profits of the organization must benefit the LGBTQIA+ communities.

*The organization may be either registered or unregistered with their local authority.

Q. Pride Platform - Is an organization registered in a country within a region that serves as a membership organization for pride organizations in that region, and has a joint membership agreement formed with InterPride.

R. Quorum - 50% or more of those present and voting. For meetings of the board, this includes officers. For meetings of the membership, it includes all credentialed members present. For committee meetings, this includes all committee members.

S. Region – A geographic area, as defined by a duly passed resolution of the Board and Global Advisory Council, which is entitled to representation on the Board of Directors.

T. Regional Council - A group of representatives from member organizations from the region lead by regional representatives appointed by a region’s membership to the Global Advisory Council. These appointments are conducted within the region itself, under the regional council’s own rules and regulations. The Regional Council has a duty to communicate the region’s challenges, barriers, needs, risks, opportunities, and strengths to the Global Advisory Council.

U. SOGIESC - Sexual Orientation, Gender Identity and Expression, and Sex Characteristics

V. Two-Thirds Majority Vote - a motion requiring a majority vote would pass with 67% or more voting in favor. Abstention votes adjust the overall majority for motions to be carried.

ARTICLE III

Purpose

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States of America and subject thereto. The nature of the business to be conducted is to promote Lesbian, Gay, Bisexual, Transgender and Intersex Pride on an international level through:

- A. Conducting programs of an educational purpose for the intent of helping Lesbian, Gay, Bisexual, Trans and Intersex persons become more comfortable with who they are;
- B. Educating the general public towards a better and more accurate understanding of homosexuality, bisexuality, transgender identity and intersex identity;
- C. Facilitating networking and the sharing of information related to producing and promoting Pride Events and related educational events;
- D. Empowering and supporting Pride Organizations in their efforts of producing Pride Events;
- E. Advancing human rights on SOGIESC issues and supporting members' efforts in doing so; and
- F. Holding World Conferences to assist with the above purposes.

ARTICLE IV

Membership

Section 1 – Levels of Membership Defined

The organization shall have four levels of membership as herein defined:

- A. Full Membership – Full Members of the Organization shall, if in good standing, have access to all membership benefits and have full voting privileges on all matters within its purview.
- B. Associate Membership – Associate Members of the Organization shall have access to limited membership benefits and shall not have voting privileges on any matter being considered by the Membership.
- C. Affiliate Membership – Affiliate Members of the Organization shall have access to limited membership benefits and shall not have voting privileges on any matter being considered by the Membership.
- D. Provisional Membership – Provisional Members of the Organization shall have access to all membership benefits and shall not have voting privileges on any matter being considered by the Membership.

Membership Benefits available to the levels of membership listed above and those matters within Full Members' purview to act upon shall be defined by these Bylaws and other policies and procedures that may be adopted, from time to time, by the Membership, the Board, or the Global Advisory Council.

Section 2 – Admission to Full Membership

Any Pride Organization that has produced a Pride Event within a 15-month period prior to a World Conference, upon submitting a membership application and accounting for payment of their annual dues in accordance with Article IV, Section 8 of these Bylaws, shall be admitted as a Full Member of the Organization.

Section 3 – Admission to Associate Membership

Any Pride Organization that has produced a Pride Event within a 18-month period prior to a World Conference but does not meet the requirement of being an organization as defined by Article II, Paragraph P, above, upon submitting a membership application and accounting for payment of their annual dues in accordance with Article IV, Section 8 of these Bylaws, shall be admitted as an Associate Member of the Organization.

Section 4 – Admission to Affiliate Membership

Pride Networks, upon submitting a membership application and accounting for payment of their annual dues in accordance with Article IV, Section 8 of these Bylaws, shall be admitted as an Affiliate Member of the Organization.

Section 5 – Admission to Provisional Membership

Any Pride Organization that has not produced a Pride Event within an 18-month period prior to a World Conference, upon submitting a membership application and accounting for payment of their annual dues in accordance with Article IV, Section 8, of these Bylaws shall be admitted as a Provisional Member of the Organization.

Section 6 – Term of Membership

Membership at all levels shall be for a term of one calendar year (January to December), shall commence upon the acceptance of a membership application and the accounting for payment of a Member's dues and shall conclude on 31 December of a given calendar year.

Section 7 – Membership Adherence to Organization Policies and Purpose

No Pride Organization or Network shall be denied membership at any level, provided that they adhere to the policies and purposes of InterPride. Pride Organizations that fail to adhere to said policies and purposes may be denied or removed from membership upon review and a two-thirds vote of the Board, that are present and voting, on such a denial or removal. The Board may, at its discretion, choose to delegate this authority to the Global Advisory Council, by the passage of a standing rule to this effect.

Section 8 – Membership Dues – Assignment of Assessment

The Organization shall collect annual membership dues according to a method that shall be detailed in a resolution approved by the Board.

ARTICLE V

The Board

Section 1 – Composition

The Board shall consist of the following positions*:

A. Two Presidents, one male-identified or trans, or gender non-binary identified, one female-identified;

B. Seven Vice Presidents. The roles of VPs can be changed by the Board by majority vote. Roles may include:

- (4) VPs Global Outreach & Partnership Management, two of which must be non-Male Identified
- VP, Development
- VP, Accessibility, Diversity, and Inclusion
- VP, Membership Services (Required Position)

A minimum of two female-identified, and a minimum of one trans or gender non-binary identified.

Additional roles will be self-assigned by the board

C. One Secretary;

D. One Treasurer; and

E. Four Global Advisory Council Representatives. (a maximum of 1 can be from each continent)

*A minimum of 5 of these positions must be filled at all times.

Section 2 – Gender Parity

In seeking to fill these positions that are non-gender specific, the Organization shall strive to achieve the goal of gender parity, including trans and non-binary identities.

Section 3 – Organizational Representation

In seeking to fill these positions, the Organization shall strive to achieve a balance of representation from members self-identified as large, medium and small organizations.

Section 4 – Geographic Representation

In seeking to fill these positions, the Organization shall strive to achieve balanced geographic representation.

Section 5 – Powers

The Board shall have authority to take any action necessary to conduct the business of the Organization. The Board shall advise the Global Advisory Council of all actions it takes on InterPride's behalf within thirty (30) days of the said action being taken.

Section 6 - Duty to Respond

The Board must respond to all recommendations and reports received from the Global Advisory Council within sixty (60) days. Recommendations can be accepted with implementation, or noted with no implementation.

Section 7 – Multiple Positions on the Board Prohibited

A person shall only serve in one position on the Board at any given time.

Section 8 – Meetings

A. The Board will meet at least three (3) times during a GM, once prior to the first plenary session, once between the second and third plenary sessions, once after the third plenary session, as well as at any other time deemed necessary.

B. Meetings of the Board may be called by the Presidents of the Organization, by a majority vote of the Global Advisory Council, or by a quorum of the Board.

C. Meetings may take place or actions may be authorized either in person or by electronic means. Votes conducted by electronic means must receive at least a number of votes equal to quorum in order to be valid.

D. A minimum of ten (10) days notice shall be required for any meeting conducted by electronic means. A minimum of thirty (30) days notice shall be required for any meeting conducted in person.

E. Urgent decisions can be made by the Co-Presidents, and meetings can be called by the Co-Presidents with 48 hours notice.

Section 9 – Voting

A. Each member of the Board shall be entitled to a single vote.

B. Voting shall be conducted by roll-call unless unanimous consent shall exist on a given matter of business.

Section 10 – Reimbursement of Expenses

Reasonable expenses for duties fulfilled by a member of the Board shall be reimbursable if approved by a majority vote of the Board.

Section 11 – Elections – Nominations to Office

A. Nominees to the Board shall be present at the GM at which they are nominated and must also have been present at either of the two (2) immediately previous GM's.

B. Nominees must maintain affiliation (actively engaged on an ongoing basis with a member pride) with and an endorsement by a Full Member organization that details the nominee's involvement and achievements with that Pride.

C. Nominations shall be accepted from Full Member organizations no later than sixty (60) days prior to the start of the GM.

D. Individuals may only accept nomination to one office at one time.

E. Nominees must be able to serve the full term of the office.

F. If no nominations for a position are received, nominations will be reopened.

G. All re-opened nominations will be closed no less than 30 days prior to the GM.

Section 12 – Elections – Voting

A. The election of Officers shall be done by the membership of the organization.

B. Voting shall take place by signed or electronic ballot during the third plenary session of any given General meeting.

C. Should only one person stand for election for any given office, the ballot shall provide an option to hold the position vacant.

D. The Membership shall vote on the Board using the process outlined in the Bylaws, Article VII, Section 3, Subsection A.

E. Prior to the commencement of voting, the Method & Standards Committee shall appoint two (2) or more delegates to supervise the election process. These delegates must not be a member of the Board or affiliated with the member organizations from which the nominees are affiliated.

F. The nominee who receives a majority of votes cast by those present and voting shall be elected. In elections where there is only one candidate standing for election and the "vacant" selection shall receive a majority, the position shall be held vacant until such time as the Board shall appoint a replacement per Section 14 of this Article.

H. In the event of a tie, the voting process shall be repeated until the tie is broken.

I. At no time shall more than one (1) person from any given Full Member organization serve on the Board.

Section 13 – Replacement

A. A vacancy shall arise in the event of the resignation, death, incapacity or removal of an Officer.

B. Should a vacancy occur and the need for a replacement thus arise, the Board and the Global Advisory Council shall appoint a replacement from a Full Member Organization through a motion approved by a majority of those present and voting at a joint meeting of the Board and the Global Advisory Council.

Section 14 – Term of Office

A. The term of office shall commence with the final meeting of the Board at a given World Conference and shall conclude immediately prior to the final meeting of the Board at the second World Conference after their election.

B. The election of officers shall be staggered over two GMs at a 50% ratio

C. No Officer shall serve more than two (2) consecutive elected terms on the Board

D. All Board Position are elected for 4-year terms.

E. A confidential vote of affirmation by the membership will take place half-way (90 days before the GM) into their 4-year terms.

Section 15 - Duties & Responsibilities

A. The duties and responsibilities of each officer and director of the Board will be defined in a Standing Rule of the Organization.

Section 16 – Meetings

A. A meeting of the Board may be called by four (4) of its members.

B. Meetings may take place or actions may be authorized either in person or by electronic means. Votes conducted by electronic means must receive at least a number of votes equal to quorum in order to be valid.

C. A minimum of seventy-two (72) hour hours' notice shall be required for any meeting conducted by electronic means. A minimum of thirty (30) days' notice shall be required for any meeting conducted in person.

Section 17 – Removal of Officers or Directors

An Officer or Director shall be removed when one or more of the following conditions shall have occurred:

A. A Conviction for a criminal offense or felony regarding matters of theft and/or financial probity;

B. A Conviction for a criminal offense or felony not regarding matters of theft and/or financial probity, provided that the Board shall have the option to override such removal or restriction by a two-thirds vote of those present and voting within thirty (30) days of Board notification of said conviction. Current and historical criminal convictions related to the criminalization of consensual same-sex relations, or gender identity and expression will be exempted;

C. Without cause, with a two-thirds majority vote of the board. A confidential investigation will be conducted by the board in partnership with the Global Advisory Council. All investigations for removals without cause will be held in camera.

ARTICLE VI

Regions

Section 1 – Establishment and Reorganization of Regions

The area of geographical participation within the Organization shall be the world and the world shall be divided into Regions. The Regions defined by the Board prior to the adoption of these Bylaws shall remain in effect until amended or replaced by the Global Advisory Council. The regional organization may be amended by a majority vote of all Full members within any affected regions with the approval of the Global Advisory Council.

Section 2 – Regional Organization

The Regions of the Organization, through an action of at least three (3) of their Full Member organizations, shall define how regional business shall be conducted and the Region is organized. Policies to this effect shall be registered by the Region with the Secretary of the Organization for reference purposes. The Board and the Global Advisory Council shall, from time to time, establish guidelines for the minimum standards that these regional policies must adhere to.

Section 3 – Board Authority to Administer Underrepresented Regions

The Board shall administer any Region with fewer than three (3) Full Member Organizations, with the Vice President of Global Outreach or other Officer assigned to liaise with that Region serving as the Board's primary agent in developing and executing such policies as it may choose to implement. This administrative authority shall include the power for the Board to appoint Regional Directors, which may be accomplished through a motion approved by a majority of those present and voting at a meeting of the Board of Directors.

ARTICLE VII

Global Advisory Council

Section 1 - Structure

The Global Advisory Council will have two representatives appointed by their regional pride platform or the InterPride members of the region they represent. For Regions with more than 50 member organizations, the region may appoint a third representative on the Global Advisory Council.

Section 2 - Regional Councils

Each region will have the right to form a council to coordinate activities, outreach, and communications within the region. A council can be a regional pride platform.

Section 3 - Global Advisory Council Representatives on the Board

The Global Advisory Council will appoint four Representatives to serve on the board. Representatives can serve on the Board for a maximum of two terms

Section 4 - Authority and Limitation

A. The Global Advisory Council has the authority to gather information, produce reports, and present recommendations to the board.

B. The Global Advisory Council has the authority to:

- i. Approve regional boundaries
- ii. Approve the creation of a new region in partnership with the Board
- iii. Review the organization's annual budget and work plan
- iv. Review the annual narrative and financial reports of the organization
- v. Recommend to the Board individuals for vacant positions on the Board for appointment

ARTICLE VIII

World Conference and General Meeting

Section 1 – Frequency

The Organization shall hold a World Conference at least once every two years. The World Conference shall not be held later than twenty-five (25) months following the adjournment of the previous World Conference.

Section 2 – Location

The location and host organization for a future World Conference must be approved by vote at a GM. Should an approved location and/or host organization be unable to host a World Conference, the Board is empowered to take necessary and proper actions to ensure the conduct of a World Conference, including the selection of an alternate location and/or host organization.

Section 3 – Voting

A. Each Full Member organization present shall be entitled to cast one (1) vote on any matter of business before the Membership, provided they are in good standing with the Organization.

B. Before or within twenty-four (24) hours after the opening of the first plenary session of the GM, each Full Member organization shall submit, in writing, the name of its spokesperson and two (2) alternate spokespeople.

C. The spokesperson shall cast all votes and shall, together with the alternate spokespeople, be authorized to represent their organization in matters of business before the Membership.

D. In the absence of the spokesperson, an alternate spokesperson may assume the duties of the spokesperson.

ARTICLE IX Language

Section 1 – Languages

The languages of the Organization shall include English, French, Portuguese and Spanish. The Organization shall endeavor to provide interpretation and translation services to assist Members in participating in its activities.

Section 2 – Number

Where the plural or singular is used, it shall, where the context so permits, include the other.

ARTICLE X Financial Matters

Section 1 – Obligations

A. Members of the Board and agents of the Organization shall not be personally responsible for any financial obligations of the Organization of any nature whatsoever.

B. No property or financial asset of a member of the Board or agent of the Organization shall be subject to the payment of the obligations of the Organization to any extent whatsoever.

Section 2 – Credit

A. No member of the Board or agent of the Organization shall sign, endorse or otherwise authorize, in the name of or on behalf of the Organization, or in his/her official capacity, any obligations to any party or parties except upon the express direction of the Board of Directors, evidenced by a motion of the Board.

B. No financial asset of the Organization shall be used by any member of the Board or agent of the Organization as collateral for any obligation of his/her own.

Section 3 – Disbursement of Funds

Each disbursement of funds of the Organization shall be authorized by the signatories to the Organization's accounts.

Section 4 – Loans Prohibited

The Organization shall not lend any of its financial assets to a member of the Board of Directors or any agent of the Organization.

ARTICLE XI Dedication of Assets

Section 1 – Public/Charitable Purposes

The profits and assets of the Organization are irrevocably dedicated to public or charitable purposes.

Section 2 – No Pecuniary Benefit

No part of the net earnings, properties or assets of the Organization, on dissolution or otherwise, shall inure to the benefit of any individual or private person or any member, Officer, employee or Director of the Organization.

Section 3 – Distribution of Assets Upon Dissolution

On liquidation or dissolution, all properties, assets and obligations shall be distributed and paid over to an organization dedicated to the same or similar purposes exempt under the Texas franchise tax provided that such organization continues to be recognized as an exempt organization as specified in Internal Revenue Code, Section 501(c)(3).

ARTICLE XII

Amendments

Section 1 – Submission/Notice

Amendments to these Bylaws shall be submitted in writing sixty (60) days prior to the start of the GM. Amendments to these Bylaws must be signed by no fewer than five (5) representatives from different Full Member Organizations. The Board and/or the Global Advisory Council, upon a majority vote of those Board or Global Advisory Council members present and voting, may also present amendments to these Bylaws to the Membership.

Section 2 – Adoption and Effect

Properly presented amendments to these Bylaws shall take effect immediately after the affirmative majority vote of the Membership at the GM at which they are presented and a two-thirds majority vote of the Membership within 60 days of the first vote. All amendments must have an implementation plan associated with them for completeness.

ARTICLE XIII

Governing Law and Jurisdiction

Section 1 – Governing Law

These Bylaws shall be governed by and construed in accordance with the laws of the State of Texas in the United States whose courts shall be deemed those of competent jurisdiction.

Section 2 – Subordination

These Bylaws shall be read in conjunction with, shall be subordinate to and, should a conflict exists, give way to the Articles of Incorporation.