

**BYLAWS
OF
STAR CITY PRIDE,
A Nebraska Nonprofit Corporation**

**ARTICLE I
OFFICES**

Section 1. Principal Office. The principal office of the corporation shall be located at 211 N 14th Street, Lincoln, Nebraska 68508. The corporation may have such other offices, either in or outside the State of Nebraska, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2. Registered Office and Agent. The registered office and registered agent of the corporation shall be as set forth in the Articles of Incorporation and may be changed from time to time by the Board of Directors.

**ARTICLE II
MISSION STATEMENT AND VISION**

Section 1. Nonprofit Purposes. The corporation is organized exclusively for educational and charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States federal tax code. Subject to the foregoing limitations, the specific purposes of the corporation include, but are not limited to:

- Educate and raise the awareness of the general public as to the history and the social and legal rights of lesbian, gay, bisexual, transgender, queer, intersex, asexual and two-spirit individuals (hereinafter "LGBTQIA2S+") in their communities;
- Foster an understanding and acceptance of such individuals so as to eliminate prejudice, discrimination and defend human and civil rights;
- Promote equitable treatment and inclusion of all people in employment, public access, and housing; and
- Sponsor and promote educational programs and events, including an annual pride festival to foster such understanding and to celebrate the diversity within communities so as to ultimately achieve unity, harmony, and equality.

Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(3) of the Code.

**ARTICLE III
MEMBERS**

Section 1. Membership. The corporation shall have no members. Any action that would otherwise require approval by a majority of all members shall only require approval of the Board of Directors. All rights that would otherwise vest in the members shall vest in the Board of Directors.

Section 2. Associates. Nothing contained in Section 3.1 of these Bylaws shall be construed to limit the right of the corporation to refer to persons associated with the corporation as “members” even though these persons are not corporate members, and no such reference in or outside of these Bylaws shall constitute anyone being a member, within the meaning of the Nebraska Non-Profit Corporation Act.

ARTICLE IV DIRECTORS

Section 1. Number and Qualification. The business and affairs of the corporation shall be managed by its Board of Directors consisting of not less than seven (7) directors. The number of directors may be increased or decreased from time to time by amending these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 2. Election and Tenure. The election of the Board of Directors shall occur at the scheduled annual meeting of the directors of the corporation except that if any annual meeting is not held, or the directors are not elected at that meeting, the directors may be elected at any special meeting of directors held for that purpose. Directors shall serve staggering terms with approximately one-half (1/2) of the directors coming up for election each year. The initial directors have been divided into two (2) groups, with one group serving an initial term of two (2) year, and one group serving an initial term of three (3) years. Except as otherwise provided in Section 3 of this Article IV, which addresses the filling of vacancies, all directors elected to serve on the corporation’s Board of Directors following the expiration of the terms of the initial directors shall serve a two-year term. Despite the expiration of a director’s term, he or she shall continue to serve until their successor is elected and qualified or until there is a decrease in the number of directors. A director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. The resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

Section 3. Vacancies. Any vacancy on the Board of Directors, including a vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors exists. A director appointed to fill a vacancy shall serve for the unexpired term of their predecessor.

Section 4. Removal. A director may be removed without cause by the vote of two-thirds (2/3) vote of the directors then in office of the corporation.

Section 5. Quorum. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting where a quorum exists shall be the act of the Board of Directors. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting from time to time without further notice.

Section 6. Regular Meetings. A regular annual meeting of the corporation’s Board of Directors shall be held at 7:00 p.m. (local time) on or about the third Monday in July of each year for the purpose of electing officers and for the transaction of such other business as may properly come before the meeting. Such meeting shall be held without further notice than these Bylaws, unless further notice is required by the Articles of Incorporation, these Bylaws or the Act because of the nature of the business to be transacted at such meeting or otherwise, in which

case notice shall be given as so required. The regular annual meeting of the Board of Directors shall be held at such place as shall be determined by the President of the corporation. The Board of Directors may at any time provide, by resolution, the date, time and place, either in or outside the State of Nebraska, for additional regular meetings of the Board of Directors which shall be held without other notice than such resolution, unless further notice is required by the Articles of Incorporation, these Bylaws or the Act because of the nature of the business to be transacted at such meeting or otherwise, in which case notice shall be given as so required.

Section 7. Attendance at Meetings of the Board of Directors. Any individual may attend regular or special meetings of the Board of Directors. The Board of Directors may, at its discretion, go into executive sessions, and exclude non-Board members from observing the proceedings in order to discuss sensitive issues of concern to the corporation. Entrance into an executive session meeting requires a majority vote by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors, and shall be held at the principal office of the corporation or at such other place, either in or outside the State of Nebraska, and at such date and time, as the notice may state.

Section 9. Notice of Special Meetings. Notice of the time, date and place of any special meeting of the Board of Directors shall be given by written notice delivered personally or sent by mail or facsimile to each director at least two (2) days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at their address as it appears on the records of the corporation, with postage prepaid. If given by facsimile transmission, such notice shall be deemed to be delivered when such notice is transmitted to the facsimile number of the director as it appears on the records of the corporation. A director may waive notice of any meeting. The waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Nebraska Nonprofit Corporation Act or these Bylaws, objects to lack of notice and the director does not thereafter vote for or assent to the objected action. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 10. Action Without a Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors, or of any committee established by the Board of Directors, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote, and may be described as such in any document. The consent may be executed by the directors or committee members in counterparts.

Section 11. Voting. Each director shall be entitled to cast one vote on all matters which properly come before any meeting of the Board.

Section 12. Compensation. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary

as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 13. Committees. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, appoint an executive committee and one or more other committees, each committee to consist of two (2) or more directors of the corporation who shall serve at the pleasure of the Board, which committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the corporation as shall be delegated to them. The appointment of a committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law. The Board of Directors has previously established the committees listed on Exhibit A.

Section 14. Telephonic, Audio or Video Conference Meetings. Members of the Board of Directors or any committee appointed by the Board of Directors may participate in a meeting of such Board or committee through use of conference telephone, audio streaming, electronic video screen communications or similar communication equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE V OFFICERS

Section 1. Number and Qualification. The officers of the corporation shall be a President, Vice President, Treasurer, Secretary, Sponsorship and Development Director, Entertainment Director, Community Outreach Coordinator, Diversity & Inclusion Director and such other officers and agents as may be deemed necessary by the Board of Directors. No person may hold more than one office position at any one time. All officers must be directors of the corporation.

Section 2. Election and Tenure. The officers of the corporation shall be elected each even-numbered year by the Board of Directors at the a regular meeting of the Board of Directors, or as soon thereafter as convenient in accordance with the nomination and voting procedures detailed in Exhibit B. Each officer shall hold office until their successor is duly elected and qualified, unless their service is terminated sooner because of death, resignation, removal or otherwise. An officer may resign at any time by delivering notice to the corporation. A resignation is effective upon delivery of the notice to the corporation unless the notice specifies a future effective date. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

Section 3. Removal. Any officer or agent of the corporation, elected or appointed by the Board of Directors, may be removed by the Board of Directors by a two-thirds majority vote of all directors in attendance, whenever in its judgment the best interests of the corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in an office due to death, resignation, removal, disqualification or otherwise may be filled by appointment of the Board of Directors for the unexpired portion of the term for which the appointed officer's predecessor was elected.

Section 5. Duties and Authority of Officers.

(a) President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other officer of the corporation authorized by the Board of Directors, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall, unless the Board of Directors otherwise provides, be an ex-officio member of all committees.

(b) Vice President. In the absence of the President or in the event of their death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President or Vice-Presidents shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

(c) Secretary. The Secretary shall prepare minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; serve as the custodian of the corporate records; Schedule meeting locations as approved by the board of directors, keep a current register of the addresses of all board and committee members and volunteers which shall be furnished to the Secretary by said groups; authenticate records of the corporation; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(d) Treasurer. The Treasurer shall have charge and custody and be responsible for all funds and securities of the corporation; receive and give receipts for all securities and monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks, trust companies, or in other depositories designated by the Board of Directors; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall pass a background check, precluding any misdemeanor, or felony regarding theft. Monitor annual operating budget, and any subcommittee budgets as deemed by the board of directors.

(e) Sponsorship and Development Director.

1. The Sponsorship and Development Director shall serve to keep the Corporation financially sound by overseeing fundraising activities and developing relationships with donors and volunteers. They shall solicit individual and corporate donations/sponsorship, develop strategies to obtain grants, maintain database of donors and sponsors, work with Community Outreach Coordinator to foster all relationships built by the Corporation, and maintain, grow and strengthen all forms of social media for the Corporation.
2. The Sponsorship and Development Director shall assist the other Board of Directors, if needed, to increase and grow advertising sales for the annual Pride Guide, vendor booth sales and food vendor booth sales for the annual Pride Festival, and advise the Board and Corporation of future fundraising strategies, campaigns and events.
3. The Sponsorship and Development Director shall work closely with the Community Outreach Coordinator to ensure the Corporation's voice, mission and strategy remain singular in focus to grow and strengthen the Corporation.

(f) Entertainment Director.

1. The Entertainment Director shall be responsible for understanding the Corporation's requirements and budget to plan the entertainment throughout the year and for the annual Festival accordingly. They shall be required to look for new ideas and suggest their inclusion in the overall entertainment provided by the Corporation.
2. The Entertainment Director is required to take the estimate of the cost involved in setting up the Festival show cast, to include local and national entertainment, and share the same with the Board. They shall be required to conduct extensive study to understand the latest market requirements and trends and work accordingly to gain maximum returns for the Corporation. They may intervene with the collective Board of Directors in deciding the payments for the artists and performers hired for all events.
3. The Entertainment Director needs to ensure that all venues and performers have a clear understanding about their roles/performances including the entry, exit and other essential things as deemed by the Corporation contract for such an event.
4. The Entertainment Director shall work with venues and performers to ensure that all event announcements and advertising, including but not limited to print, social media, and website, is consistently formatted and prepared according to each venue's specifications. The Entertainment Director shall coordinate and execute an advertising strategy in cooperation with each venue and performer, adhering to each venue's requirements and deadlines.
5. Create and maintain a budget annually of all area events, partner organizations sponsorship or outreach efforts.

(g) Community Outreach Coordinator.

1. The Community Outreach Coordinator shall act as the representative of the Corporation that is responsible for building and fostering relationships with external partners to include local nonprofit organizations, businesses, religious institutions, adjacent Pride Boards, and the overall LGBTQIA2S+ community of Nebraska.
2. The Community Outreach Coordinator shall play a large role, in conjunction with the Board of Directors, to act in a public relations role on the development of posters, press releases, brochures, and other marketing materials. Excellent communication and interpersonal skills are called upon to build and maintain good relations with partners and stakeholders. The Coordinator role may also include attending trade shows and other venues such as universities, clubs, and civic groups, conducting informational presentations on behalf of the Corporation.
3. The Community Outreach Coordinator shall also collaborate with the Secretary and the Entertainment Director in developing, maintaining, and growing the Corporation website.
4. The Community Outreach Coordinator shall collaborate with the Secretary in overseeing all mass mailings and organize any Corporation travel.
5. The Community Outreach Coordinator shall work closely with the Sponsorship and Development Director and the Entertainment Director to ensure the Corporation's voice, mission, and strategy remain singular in focus to grow and strengthen the Corporation.
6. Create and maintain a budget annually of all area events, partner organizations sponsorship or outreach efforts.

(h) Diversity & Inclusion Director

1. Develop, implement, and provide organization training opportunities and events for SCP and community – including, but not limited to, Board, committee members, volunteers, community members and other non-LGBTQIA2+ members – to promote cultural understanding, antiracism, and a climate of equity and inclusion across the University.
2. Keep informed of changes and developments in the areas of diversity, equity, and inclusion, including in legislative and legal areas. Keep board of directors informed of such changes and developments.
3. Represent Star City Pride in local and regional partner organization culturally diverse events, associations, non-profit organizations events, and government events agreed to by the board of directors or President.
4. Create and maintain a budget annually of all area events, partner organizations sponsorship or outreach efforts.

Section 6. Delegation of Duties. If any officer is unable to fulfill its duties on a temporary basis, the Board of Directors may delegate, for the time being, some of the functions, duties, and powers to any other member of the Board of Directors.

Section 7. Salaries. The salaries of the officers may be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that the officer is also a director of the corporation.

ARTICLE VI
LOANS, CHECKS, CONTRACTS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize by any officer, officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and any such authority may be general or confined to specific instances. If any agent does not hold an active seat on the board of directors, a majority vote of 2/3 will be required to approve.

Section 2. Loans. No loans shall be contracted on behalf of the corporation, unless authorized by resolution of the Board of Directors and authority granted by the Board may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation designated by the Board of Directors.

Section 4. Bank Account. The funds of the corporation shall be deposited in such banks, trust funds or depositories as the Board of Directors may designate and shall be withdrawn upon the signature of the President and/or upon the signatures of such other person or persons authorized by resolution of the Board of Directors.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS, OFFICERS
EMPLOYEES AND AGENTS

To the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

To the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or

suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation.

To the extent permitted by law, the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against him or her and incurred in such capacity or arising out of their status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article VII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VII be deemed to prohibit the corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in these Bylaws.

ARTICLE VIII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the corporation shall begin August 1 and end on July 31 of each year.

Section 2. Prohibition Against Sharing In Corporate Earnings. No director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the corporation and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation; provided, however, the foregoing prohibitions shall not prevent the corporation from paying any such person or persons reasonable compensation for services rendered to or for the benefit of the corporation as shall be fixed by the Board of Directors in accordance with these Bylaws.

Section 3. Prohibited Actions.

1. No member of the Board of Directors shall take or cause to take any action or activity by or on behalf of the corporation that is prohibited by the Articles of Incorporation, these Bylaws, or applicable sections of the Internal Revenue Code.
2. As long as the Corporation is in existence, no member of the Board of Directors shall:
 - a. Do any act in violation of the Bylaws or a binding obligation of the corporation.
 - b. Do any act with the intention of harming the corporation or any of its operations.
 - c. Do any act that would make it impossible or unnecessarily difficult to carry out the intended or ordinary business of the corporation including, but not limited to, harassing members of the Board of Directors.
 - d. Use the assets of this corporation, directly or indirectly, for any purpose other than carrying on the business of the corporation.

- e. Wrongfully transfer or dispose of corporation property, including intangible property such as good will.

Section 3. Waiver of Notice. Whenever any notice is required to be given to any member or director of the corporation under the provisions of the Articles of Incorporation, these Bylaws or the Nebraska Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 4. Emergency Bylaws. The Board of Directors may adopt separate emergency bylaws which shall become effective only if a quorum of the directors cannot be readily assembled because of some catastrophic event. All provisions of these Bylaws, which are consistent with the emergency bylaws, shall remain effective during the emergency. The emergency bylaws shall not be effective after the emergency has ended.

Section 5. Amendments. Except as otherwise provided by law or by specific provisions of these Bylaws, the Bylaws may be amended or repealed by a two-thirds vote of the Board of Directors in office at any annual, regular, or special meeting of the Board of Directors. The corporation shall provide notice of any meeting of Directors at which an amendment is to be approved. The notice shall be in writing and shall be delivered to each director at least seven (7) days prior to the date of the meeting in accordance with Article IV of these Bylaws. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

Section 6. Personal Liability. No director of the corporation shall be held personally liable for any debts or other liability of the corporation.

Date: December ____, 2022.

_____, Secretary

Exhibit A: Existing Committees

1. Parade Committee
2. Sponsorship Committee
3. Community Outreach
4. Diversity & Inclusion Committee

Exhibit B: Director Election Procedures

Section A: Nominations

Nominations shall be accepted of members of the Board of Directors willing to serve in the various offices, according to the procedure hereafter described.

1. To be considered for nomination, an individual must 1) have attended at least three Board/corporation meetings throughout the previous fiscal year AND either: 2) been involved in work with one of the committees for a majority of the year; or 3) volunteered at two or more Corporation events. 4) Not currently romantically involved, cohabitating, or in a relationship with another board member or prospective board member.
2. Beginning with the office of highest rank to be filled, the Chair of the meeting shall ask if there are any additional nominations for the office.
3. The individual must be nominated by themselves or accept a nomination made by a voting member. The nomination requires a second by a voting member.
4. When there are no additional nominations, the Chair of the meeting will declare nominations for that office closed.
5. The procedure described above will be repeated for each office to be elected.

Section B: Elections

All officer elections shall be by secret ballot. If there is only one candidate for an office, the secret ballot may be waived by a majority vote.

1. If there are more than two candidates for the same office, the candidate with the least amount of votes shall be removed as a candidate if no one receives a majority of the votes cast. This shall continue until there are only two candidates remaining or a candidate receives a majority vote.
2. The Board of Directors shall appoint two individuals as tellers to count the secret ballots for all positions for members of the Board of Directors. The tellers shall report the results of ballots to the presiding officer who, in turn, shall declare the name of the winning candidate and the number of votes received by each nominated/running candidate.
3. The Board may, at its discretion, appoint assistants for the Vice President, Treasurer, and Secretary positions.
4. The Board may, at its discretion, appoint board members for any open positions that do not receive any nominations provided that the nominee accepts, and the nominee is qualifies within 60 days of being appointed.

Section C: Beginning of the Term of Office

The term of office for each elected position shall begin at the close of the meeting at which they were elected.

Section D: Transitioning

When one or more members of the Board of Directors are new to their position, or in the event that another organization, group, or number of persons assumes control of Star City Pride, Inc., a period of transitioning shall occur between the incoming and outgoing members for a maximum period of three months. During this period of transition, all records, assets, and pertinent history of the respective position(s) shall be provided to the new member(s) of the Board of Directors in order to provide a smooth transition for the good of our Community.