

Ashland KY Pride, Inc. Bylaws

October 2019

Revised December, 2022

Revised January 8, 2023

Revised April 11, 2023

Revised January 21, 2024

Revised January 5, 2025

ARTICLE I: NAME

The name of the organization shall be Ashland KY Pride, Inc. Hereinafter referred to as ‘AKP’.

ARTICLE II: PURPOSE

The purpose of AKP shall be a community advocacy organization for the LGBTQIAN+ community living in Ashland, Kentucky; Boyd County; and the FIVCO area where such organizations may not exist. AKP will advocate for civil rights protections, and community allyship, and support the mission of the organization. AKP shall celebrate the LGBTQIAN+ members and work to build connections with those who are ignorant of the historic struggle of LGBTQIAN+ individuals.

ARTICLE III: MISSION STATEMENT

To build a community within Ashland and the surrounding areas that is affirming for all citizens regardless of sexual orientation, gender identity, or gender expression. To create spaces and experiences within the community that are safe and equitable for all members. To build education and training programs in order to promote a more welcoming, equitable place for everyone. To act as a support network for LGBTQIAN+ folks and allies of all ages, races, nationalities, and abilities.

ARTICLE IV: MEMBERSHIP OF ORGANIZATION

Section 1: General Member.

- A. A general member in good standing, or an active member, consists of a person that has professed membership not only in affirmation but in a way of formal indication with the Board;

- B. Has been active in meetings, and events, and has contributed in some form to the betterment of the organization;
- C. Shall be required to attend one (1) public meeting per quarter, at minimum four (4) meetings per year;
- D. ~~a member should be a legal resident of Boyd, Carter, Greenup, Lawrence, or Elliot counties in the State of Kentucky.~~ *Removed 1/21/24*
- E. A member in good standing is required to abide by the policies and procedures as set by AKP and its board. *Added 2/2/2025*

ARTICLE V: BOARD OF DIRECTORS

Section 1: Composition of Board. The elected Directors shall be a President, Vice President, Treasurer, Secretary, Media Director, Community Outreach Coordinator, Parliamentarian¹, and Board Directors with no special distinction. Board members shall be aged 18 or over.

Section 2: Committees. The Board may establish and maintain committees of active members to assist and advise them in achieving the goals of the Board.

Section 3: Term & Term Limits. A Board Member shall serve until the end of their term and until their successor begins. A term shall be 3 years in length and shall be staggered against other positions in order to prevent a new slate of board members. ~~An elected board member shall not adhere to term limits.~~^{11/2/2025} Board members shall take a mandatory year off between terms to ensure burnout prevention and cultivation of new leadership.^{11/2/2025}

Section 4: Vacancies.

- A. In the event of a vacancy, the Board may appoint an individual to serve out the remainder of the vacant position's term provided that the decision is made by a simple majority of the Board; The interim board member will hold that position until the next General Election.
- B. The Board shall communicate any changes in the Board's composition to all General Members within two days via email, social media, text message, or any other official form of communication.

Section 5: Removal.

- A. Any Director may be removed for dereliction of assigned duties, indecent behavior, and other conduct unbecoming of a Director;
- B. After an appropriate hearing before the Board, the Board shall vote to remove a Director by the affirmative vote of a simple majority of the Directors; effectively placing the Director on a leave of absence until; and

¹ Added 1/5/2025

- C. After a second hearing before the General Membership, the General Membership shall vote to affirm the removal of the Director by a simple majority of the general members present.

Section 6: Majority of Board. In the event that the number of Directors on the Board constitutes an even number, the vote of the President shall break all ties for matters in which a board majority is required.

Section 7: Succession.

- A. In the event of a vacancy in the office of the President, any Member of the Board may submit their name for election to the office of the President and assume the position by a vote of a simple majority of the Board; and
- B. A President elected by a Board vote shall be deemed Interim President and will assume responsibilities of the position of President until the next election date, in which a proper vote from the General Membership shall be had.

Section 8: Ex-Officio Board Members. The offices of Secretary, Treasurer, and Parliamentarian² are ex-officio in nature, but the candidate may run in tandem as a Director in order to have voting privileges, but this isn't necessary for the offices.

Section 9: Resignation. A board member who has resigned from their position shall not be eligible for election until (1) General Election has passed.

Section 10: January Board Business Meeting. Each January the board shall meet to discuss and pass a budget, will discuss upcoming elections, and amendments to bylaws.

ARTICLE VI: DUTIES OF OFFICERS

Section 1: The AKP President shall:

- A. Call and preside during all meetings; in case of their absence
- B. Shall appoint a representative to call and preside during the meeting(s);
- D. Oversee the development and implementation of the work plans put in place by all Directors and Officers and assist and advise where necessary;
- E. Temporarily take on the responsibilities of other Directors in the event of a vacancy;
- F. Represent AKP in external affairs and as the primary spokesperson for the organization;
- G. Serve as a liaison between AKP and peer organizations at outside agencies; and
- H. Shall appoint liaisons to represent AKP as spokesperson(s) or points of contact, and liaisons for delegated tasks and responsibilities.

² Added 1/5/2025

Section 2: The AKP Vice President shall:

- A. Perform the duties of the President in the absence of the President; and
- B. Shall adhere to and direct any obligations or assignments given to from the sitting President.

Section 3: The AKP Secretary shall:

- A. Establish an agenda for each and every meeting which shall be published prior to each meeting;
- B. Publish all meeting notices, agendas, and other documents as directed by the President;
- B. Shall serve as scribe at all meetings, keeping minutes and notes;
- C. Keep records of membership in way of a membership ledger;
- D. Shall adhere to and direct any obligations or assignments given to, from the sitting President; and
- E. Provide board members with a copy of the minutes of the previous meeting along with the agenda for the upcoming meeting at minimum (1) week prior to the scheduled meeting;
- F. The office of the Secretary shall be Ex Officio and made by appointment of the President.

Section 4: The AKP Treasurer shall:

- A. Deposit all monies in bank/trust as selected by the Board of Directors within seven (7) business days of receipt of funds;
- B. Pay authorized bills;
- C. Propose an annual budget for review by the Board;
- D. Provide the board with a monthly financial report, including a statement of revenue and expenditures;
- E. Prepare and provide the board with an end-of-year balance sheet and income/expense summary at the January Board meeting;
- F. Provide timely tax returns/filings; and
- G. Shall partner with the Community Outreach Coordinator to research and apply for, with the help of Directors and other Officers, grants to fund AKP activities and events.
- H. The office of the Treasurer shall be Ex Officio and made by appointment of the President.

Section 5: The AKP Media Director shall:

- A. Oversee the website and other online communications tools;
- B. Perform media relations;
- D. Draft written materials on behalf of the organization;
- ~~E. Engage in outreach to external stakeholders as necessary;~~ Rev. 1/5/2025
- F. Stay aware of the organization and community calendar to be able to make timely posts and events on social media, reach out to media outlets, and prepare for things ahead of time; and
- G. Can appoint and delegate related tasks to other members as needed for media assistance.

Section 6: The AKP Community Outreach Coordinator shall:

- A. Research and advocate for AKP;
- B. Shall partner with the Treasurer to research and apply for, with the help of Directors and other Officers, grants to fund AKP activities and events;
- C. Help inform General Members, Officers and Directors of the best way to achieve changes to public policy; and
- D. Represent AKP to outside organizations, group sponsors, and grant funders.

Section 7: Board Directors with no special distinction positions shall:

Section 8: The Parliamentarian shall:³

- A. Be the acting expert on parliamentary procedure:
Have a deep understanding of rules governing meetings, including how to handle motions, amendments, points of order, and appeals.
- B. Interpret bylaws:
They may also be consulted on interpreting the organization's bylaws regarding meeting procedures.
- C. Respond to questions about proper procedures raised by members during meetings.
- D. Advise the chair on how to handle points of order.
- E. Explain the correct way to make a motion or amendment.
- F. Assist in drafting or reviewing meeting rules and bylaws.

³ Added 1/5/2025

G. Provide guidance on voting procedures.

H. Be accessible:

A parliamentarian should be readily available to answer questions from members regarding parliamentary procedure.

I. Be impartial:

They should not take sides in debates about bylaws and procedures and should offer objective interpretations of the rules.

J. Be appointed by the president of the board, seconded, then affirmed by a majority vote of board members.

K. Have appointments last for (1) year; beginning at the annual meeting. But, will be willing to train the incoming parliamentarian exceeding their term limit by a period of (3) months, or (1) physical quarter year.

ARTICLE VII: ELECTIONS

Section 1: Election Officer. The President shall appoint, with the advice and consent of the Board of Directors, an Election Officer who will conduct the annual elections for AKP's ten (10) elected Directors; who shall serve through the nomination, tallying, and completion of the election. The Election Officer shall not be eligible to run for any office or campaign for any candidate running for office in the year of the current election.

Section 2: Notice. Elections for AKP's elected officer positions will be held annually at an Election Day meeting pursuant to a day as designated by a majority of the Board no later than 60 days following the beginning of the calendar year. At the board's discretion, the board holds the right to extend the election up to 60 additional days with a simple majority vote. The AKP Secretary must communicate the notice for Election Day to the entire AKP membership at least fourteen (14) days before Election Day.

Section 3: Candidacy Eligibility.

- A. Any general member in good standing and is not the Election Officer is eligible to run for office;
- B. A candidate must be a legal resident in the FIVCO region of Kentucky, which consists of Boyd, Carter, Elliot, Greenup, and Lawrence counties in Kentucky; or the counties of Lawrence or Scioto in Ohio.
- C. Must be 18 years of age or older.

Section 4: Candidacy Qualification. Any candidate who wishes to have their name appear on the ballot must make a written statement of their candidacy by messaging the Official Facebook

Page or emailing ashlandkypride@gmail.com for all offices they intend to seek to the organization by December 1st before the next election.

Section 5: Notification of Candidates for Office. The President shall notify all AKP members prior to Election Day via email, text, social media pages, or any other official form of communication, which candidates have chosen to place their name on the ballot. The Election Officer shall keep an attendance record for Election Day and shall publish this record to the group immediately following the meeting.

Section 6: Order of Elections.

- A. Elections shall be held in the following order: President, Vice President, Secretary, Treasurer, Media Director, Community Outreach Coordinator, and remaining Board Positions; and
- B. Staggered terms as established by the Board.

Section 7: Voting. Each member in good standing is entitled to one vote for each office. All votes are to be conducted by secret ballot and must be submitted to the Election Officer by the close of the vote. The vote of the majority shall decide any election or any question properly brought before a meeting. Voting by slate is also allowed if there are no contested positions.

Section 8: Counting. No votes shall be counted until voting comes to a close. Results are to be announced after the close of voting.

Section 9: Run-off election. In the event that no candidate receives a simple majority of votes for election to an office, the two candidates with the greatest number of votes shall compete in a run-off election, to be announced immediately following the announcement of election results. The run-off election shall be held immediately, and the Election Officer shall preside over the run-off election as per the terms of a regular election. The winner of the run-off election shall be the candidate who receives a simple majority of the votes cast in said election.

Section 10: Electronic voting.

- A. Any general member, who is not present on Election Day, may vote via electronic mail by sending an e-mail message, social media direct message, text message, or call to the Elections Officer stating their choice for each office and including the voter's first and last name for verification purposes by the Elections Officer.
- B. Each general member who chooses to vote by email, social media direct message, text message, or call shall list their candidate preferences in order of preference for each office to be used in the event of a run-off election, as described in Section 9 of this Article.
- C. Means of electronic voting are at the board of directors' discretion.

Section 11: Transition of Directorship. New board members will take office ten (10) business days after the announcement of election results; during this transition former Officers shall hand over details, filing systems, documents, and duties to new Officers; transfer of authorization for

bank records and check authorization shall commence during this transition period. In no event may funds be expended until the bank has recognized the authorization to the new Officers and the new Board has reviewed and approved all pending expenditures.

Section 12: Appointment Procedures. The President has the right to appoint an interim board member if there is a vacancy. The interim board member will hold that position until the next General Election.

ARTICLE VIII: YOUTH COMMITTEE

Section 1: The AKP Youth Committee shall be composed of members ages 12-17. Shall serve as a subsidiary of AKP in planning, fundraising, and community outreach.

Section 2: The AKP Youth Committee shall conduct meetings separate from regular AKP meetings. With their own meeting agenda, elected officers, and committees.

Section 3: The Youth Committee shall be supported by at least two (2) adult (over 18 years of age) advisors, who in turn shall report to the Officers of AKP. This position shall be appointed by a simple majority vote of the AKP Board.

Section 4: The Youth Committee advisors shall partner with the AKP Treasurer and Community Outreach Coordinator on all manners pursuant to financial assistance, fundraising, billing, and any other monies earmarked for the express use of the Youth Committee.

ARTICLE IX: MEETINGS

Section 1: The most current edition of Roberts Rules of Order shall be the parliamentary authority whenever applicable.

Section 2: Board Meetings.

- A. The AKP Board of Directors shall meet formally at least once a month unless a vote by the board to cancel an individual meeting due to unforeseen circumstances;
- B. A meeting can be convened at any time by the President to address issues requiring more timely attention; and
- C. The monthly AKP Board of Directors meetings may coincide with the monthly general membership meeting.

Section 3: General Membership Meetings.

- A. The AKP shall hold regular membership meetings once a month unless a vote by the Board to cancel an individual meeting due to unforeseen circumstances;
- B. Regular membership meetings shall be held for the purposes of hearing and approving actions taken by committees, discussing issues of relevance, announcements, receiving

presentations from special guests, amending AKP bylaws presented by the general membership, and other business as agreed to by the Board.

Section 4: Notice of Membership Meetings. A membership meeting notice and agenda will be sent to members via email, social media, text message, or call by the Secretary or Media Director, as directed by the President, at least a week before the meeting is scheduled. The notice shall set forth the location, date, and time of the meeting.

Section 5: Quorum. One-tenth of the General Members shall constitute a quorum at all meetings of the members for the transaction of business. A simple majority of the Board of Directors shall constitute a quorum at all Board Meetings. If a quorum is not present, then the meeting must be adjourned until a quorum is present.

ARTICLE X: POLICY POSITIONS

The AKP shall only take public positions on issues approved by the Board of Directors.

ARTICLE XI: CONTRACTS; PAYMENTS AND RECEIPTS

Section 1: Execution of Legal Instruments. Except as otherwise required by law or provided by these bylaws or the Board of Directors, the President shall have full power and authority to execute and deliver all duly authorized contracts and instruments on behalf of AKP. In addition, the Board of Directors by a majority vote shall have the power to authorize other Directors or agents to enter into contracts or execute and deliver instruments in the name of and on behalf of the organization.

Section 2: Payments. The Board of Directors shall have the authority to maintain such accounts in the name AKP as they shall from time to time determine. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of AKP shall be signed by the Communications Director, Treasurer, or President. In the event an expenditure shall exceed \$100.00 the purchase must be approved by a majority of the Board of Directors and payment via check shall be co-signed by both the President and Treasurer.

Section 3: Loans. The Organization shall not borrow money, whether by issuing notes, bonds or otherwise. This shall be discussed annually at the January board business meeting.

Section 4: Accounting Year. Shall be a calendar year beginning January 1 and ending December 31.

ARTICLE XII: AMENDMENTS; BYLAWS; DISSOLUTION; USE OF FUNDS

Section 1: Amendments. Any general member may propose an amendment to the AKP bylaws at a General Membership meeting, but the amendment must be in writing and seconded by another General Member.

Section 2: Adoption of Proposed Amendment. At least one-third of the general membership must be in attendance at the public meeting when the General Member amendment is presented and seconded. The proposed amendment must be approved by a vote of two-thirds of the general members present at the meeting to be adopted. If less than one-third of the general members are present at the time the amendment was proposed and seconded, the Board of Directors shall announce and conduct an electronic vote on the amendment at the next general meeting where requirements are met of one-third of general members.

Section 3: Amendments and Bylaws from the Board. The Board of Directors reserves the right to adopt or amend bylaws presented at a Board or General Membership meeting with a simple majority.

Section 4: Dissolution. The power to adopt a plan of merger or consolidation, to authorize dissolution, or to adopt a plan of distribution of assets shall be vested in the Board of Directors. However, the Board of Directors must submit any such proposition to a vote of the membership at a special meeting called for this express purpose.

Section 5: Distribution of Assets. In the event of termination or dissolution of AKP, its remaining assets, if any, shall be distributed exclusively for the purposes of AKP in such manner as the Board of Directors shall determine.

Section 6: No Inurement or Profit. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered by outside parties and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.