

BY-LAWS OF
TENNESSEE VALLEY PRIDE, INC.

ARTICLE 1
ORGANIZATION

- A. The name of the organization shall be TENNESSEE VALLEY PRIDE, INC. doing business as Chattanooga Pride
- B. The organization is registered with the federal government as a 501c3 nonprofit status organization and shall, each year as required by the rules and policies promulgated by the Office of the Secretary of State, as from time to time amended, make application for and do all things necessary to renew and maintain said status.

ARTICLE II
PURPOSE

Tennessee Valley Pride, Inc. is organized exclusively for charitable, religious, educational, social, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section 501c3 of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE III
MISSION

Tennessee Valley Pride, Inc. is a 501(c)(3) Non-Profit Organization designed to celebrate diversity in Chattanooga, TN and surrounding region. Our goal is to combine the resources of the GSM (Gender and Sexual Minorities) people in the Chattanooga area and serve the community with dignity and respect. The board is committed to raising awareness, educating and strengthening the community, and improving the health and well being of all.

ARTICLE IV
MEMBERSHIP

- A. Membership is open to anyone regardless of race, creed, ability, religious belief, ethnicity, gender, sexual orientation or socioeconomic status.
- B. Active Members

1. An Active Member is one that has paid the annual membership fees, if such fees exist, and chooses to participate or volunteer in the organization either by signing up or joining the organization's website, or by attending any meetings or event functions.
2. An active Member (other than Board Member) may only vote on an issue that requires a ballot at the Annual General Membership Meeting.
3. Only Active Members can be elected or appointed to the Board of Directors.

C. Expulsion or Denial of Membership

1. Membership may be terminated or denied to any individual whose intent in joining the organization, or actions if already a member, are contrary to the stated purpose or mission of the organization.
2. Membership may be terminated or denied to any individual whose intent in joining the organization, or actions if already a member, are determined by the Board of Directors to be disruptive, injurious or otherwise detrimental to the organization or the attainment of its stated goals and purposes.

ARTICLE V MEETINGS

A. Annual Membership Meeting.

1. The Annual Membership Meeting of the organization shall be held the SECOND SUNDAY of DECEMBER or other such day in December as designated by the Board of Directors.
2. The Secretary shall make known to the Active Membership and community at large, a notice announcing the time and place of said Meeting.
3. Those Active Members Present at the Annual Membership meeting shall constitute a Quorum.

B. Special Meetings

1. Special meetings of the organization may be called by the President or by a Super Majority (consisting of three-fourths or 75% affirmative vote) of the Executive Board and deemed in the best interest of the organization.

2. Notices of said meeting shall be publicly posted and announced no less than ten (10) days in advance of said meeting and shall therein announce the time and the place of said meeting.

3. The Notice shall also contain the reason for the special meeting; the business intended to be conducted at the Meeting; and whether the meeting has been called by the President or the Board of Directors pursuant to Article IV, Section B(1) herein above.

ARTICLE VI VOTING

- A. At the meetings, except for the election of the officers and directors, all votes shall be by voice. For election of the officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
- B. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.
- C. At all votes by ballot, the chairman of such meeting shall, prior to the commencement of balloting, appoint two Members who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be affixed to the minutes of that meeting.

ARTICLE VII BOARD OF DIRECTORS & EXECUTIVE BOARD

A. Board of Directors:

1. The business of this organization is managed by the Board of Directors. At least one director shall be a resident of the State of Tennessee as well as an Executive Board made of up the elected officers.

2. The Board shall be comprised of representatives of the various businesses, organizations, and interests in the Chattanooga and Southeast Tennessee area, including by not limited to, those which may not be specifically self-identified as GSM, but serve the interest of the GSM community.

3. The Executive Board shall verify each member of the Board of Directors.
4. The Board of Directors & Officers will meet Monthly and those present at any regularly scheduled or specially called meeting shall constitute a quorum.
5. Each Director & Officer will have one (1) vote and such voting may not be done by proxy.
6. The Board of Directors & Officer may make such rules and regulations governing its meetings as it may, in its discretion, determine necessary.
7. Vacancies in the Board of Directors or Officers shall be filled by appointment by the President. Any seat not filled in the Annual Election and later vacated, regardless of reason, shall be considered a "vacancy" for purposes of this provision.
8. A director or officer may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization. A Director may only be removed by Supermajority Vote of the Board of Directors and after a hearing in accordance with due process as promulgated pursuant to this numbered paragraph.

ARTICLE IX

OFFICERS/EXECUTIVE BOARD

A. Officers of the Executive Board:

1. The Officers of the executive board are determined by a nomination and vote for a term of 2 years. Nominations may come from the Board of Directors. Nominations are received and reviewed one month prior to the annual meeting by a committee designated by the Board of Directors.
2. Officers will serve a term of 1 or 2 years, as determined by a random selection at the time of election to their position with a maximum of 3 consecutive terms. The titles are as follows:

- President
- Vice President
- Community Liaison
- Secretary
- Treasurer

B. PRESIDENT

1. The President will preside at all membership meetings;
2. They will be, by virtue of this office, Chair of the Board of Directors and as such, shall only cast their vote as a Director in the event of a tie vote amongst and between the other voting Directors;
3. They will present at each annual meeting of the organization an annual report of the work of the organization;
4. They will appoint all committees, temporary or permanent;
5. They will ensure that all books, reports and certificates required by law are properly kept or filed;
6. They will be one of the officers who may sign the checks or drafts of the organization; and
7. They will have such powers as may be reasonably construed as belonging to the chief executive of any organization.
8. They will monitor all website, media, and email communications relating to the organization.

C. VICE PRESIDENT

1. They will monitor the status and progress of all special and business operational committees, as established by the President;
2. They will coordinate events for fundraising and sponsorship opportunities.
3. They will, in the event of the absence or inability of the President to exercise the office, become acting president of the organization with all the rights, privileges and powers as if they had been duly elected President.

D. COMMUNITY LIAISON

1. They will monitor the status and progress of all special events & entertainment committees, as established by the President.
2. They will maintain the volunteer database as well as coordinate efforts for growing volunteer participation.
3. They will coordinate website & social media needs & communications.

3. They will, in the event of the absence or inability of the President and Vice President to exercise their respective office, become acting president of the organization with all the rights, privileges and powers as if they had been duly elected to that office.

E. SECRETARY

1. The Secretary will keep the minutes and records of the organization in appropriate books;
2. They will give and serve all notices to members of this organization;
3. They will be the official custodian of the records and seal of this organization;
4. They will present to the membership at any meetings any communication addressed to them as Secretary of the organization;
5. They will submit to the Board of Directors any communications which shall be addressed to them as Secretary of the organization; and
6. They will attend to all correspondence of the organization and shall exercise all duties incident to the office of the Secretary.

F. TREASURER

1. The Treasurer will have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. They will cause to be deposited in a regular business bank or trust company and monies received by or on behalf of the organization;
2. They will be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it;
3. It will be their duty to file any certificate required by any federal or state statute;
4. They will exercise all duties incident to the office of Treasurer.

ARTICLE X

SALARIES

The Board of Directors shall hire and fix the compensation of any and all potential employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth in the purpose of the clause hereof. No substantial part of the activities of the organization shall be the carrying on of

propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office, notwithstanding any other provision of this document, the organization shall not carry on any other purposes or activities not permitted to be carried (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI DUES

The dues of the organization shall be fixed annually by the Board of Directors as they, in their discretion and by Supermajority Vote, determine necessary.

ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended, repealed or added to by a Supermajority affirmative vote of not less than seventy-five percent (75%) of the Executive Board. Those officers present at any annual membership or specially called meeting shall constitute a Quorum.

ARTICLE XIII DISSOLUTION

The Organization can be dissolved by operation of law; by supermajority vote of the Board of Directors or by the inactivity or abandonment of its members, officers and directors for a period of one (1) reporting year.

Upon the Dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or shall be distributed to the Federal Government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.