

**BYLAWS  
OF  
EASTERN SIERRA PRIDE**

**ARTICLE 1  
NAME**

The name of this organization is Eastern Sierra Pride (the “Organization”).

**ARTICLE 2  
OFFICES**

The principal office for the transaction of the business of the Organization may be established at any place or places within or without the State of California by resolution of the Board.

**ARTICLE 3  
PURPOSES**

**Section 3.1. General Purpose**

Eastern Sierra Pride is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”).

**Section 3.2. Specific Purpose**

The purpose of Eastern Sierra Pride is to cultivate an Eastern Sierra where 2SLGBTQIAP+ people are celebrated, embraced, and supported. We will work to ensure that our 2SLGBTQIAP+ community is treated with dignity and respect, and has equal access to employment, housing, and all services needed to live a safe, healthy, and meaningful life in all settings, (business, cultural, educational, faith-based, recreational and all community settings.)

**Section 3.3. Commitment to Equity**

The Organization and the Board are committed to incorporating the values of diversity, equity, and inclusion (“DEI”) in the Organization’s governance, operations, programming, advocacy, and outreach.

## **ARTICLE 4 LIMITATIONS**

### **Section 4.1. Political Activities**

The Organization has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

### **Section 4.2. Prohibited Activities**

The Organization shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Organization may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Organization. Furthermore, nothing in Article 3 shall be construed as allowing the Organization to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

## **ARTICLE 5 FISCAL YEAR**

Unless otherwise resolved by the Board of Directors, the fiscal year of the Organization shall terminate on the last day of December in each year.

## **ARTICLE 6 DIRECTORS**

**Section 6.1. Number of Directors.** The Organization shall be managed by a Board of Directors consisting of a minimum of 3 Directors and no more than 13 Directors. At any given time, at least 51% of the Directors must live in Inyo and Mono counties.

**Section 6.2. Qualifications.** The following are the requirements for service on the

Organization's Board of Directors:

1. Commitment to Eastern Sierra Pride's mission, vision, and values.
2. Ability to listen, analyze, think creatively, and work well with people individually and in a group.
3. Willingness to prepare for and attend board and committee meetings as your whole selves, ask questions, complete tasks as assigned, contribute resources, and advocate for the Organization.
4. Interest in developing and teaching skills in the spirit of learning and collaboration.
5. Demonstrated commitment to diversity, inclusion, equity, and a personal approach that values all individuals and respects differences regarding race, ethnicity, age, gender identity and expression, sexual orientation, religion, ability, socio-economic circumstance, or immigration status.
6. Experience or interest in holding an anti-racist framework and a commitment to continuous personal anti-oppression work.
7. Astute, strategic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.

**Section 6.3. Election and Terms of Office.**

The Directors shall be elected at the annual meeting described in Section 6.7. Each Director shall serve a term of 2 years, or until a successor has been elected and qualified. At the first annual meeting, the Directors shall be divided into two approximately equal groups and designated by the Board to serve one- or two-year terms. Thereafter, the term of office of each Director shall be 2 years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which they were elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.] Unless approved by a majority vote of the Board of Directors, individual Directors may only serve a maximum of three consecutive terms.

**Section 6.4. Quorum.**

A majority of the Directors currently serving shall constitute a quorum at a Board meeting. The vote of a majority of the Directors attending a properly called meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless their dissent is noted in

the minutes of the meeting. The Directors present at a meeting at which a quorum is initially present may continue to transact business until adjournment, even if the withdrawal of some Directors results in the presence of less than a quorum. In the absence of an initial quorum, a majority of the Directors present may adjourn the meeting to another time without further notice. If a quorum is present for this rescheduled meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled.

#### **Section 6.5. Regular Meetings**

Each year, the Board of Directors shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the Organization's budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time. Minutes of all meetings shall be sent to the Board of Directors within one week after the meeting.

#### **Section 6.6. Special Meetings**

Special meetings of the Board for any purpose may be called at any time by a Co-Chair, or the Secretary, or any two Directors. Special meetings are subject to the Quorum requirements of Section 6.4.

**Section 6.7 Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

#### **Section 6.8. Notice.**

Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be emailed and/or texted to all Directors at their current address before the meeting. For meetings called within 48 hours of the meeting date and time, such notice will be sent by both email and text.

#### **Section 6.9. Meeting Participation**

Unless the articles of incorporation or bylaws provide otherwise, the Board of Directors may permit any or all Directors to participate in or conduct a regular or special meeting through the use of any means of conference telephone and video screen communication by which all Directors participating may simultaneously hear each other

during this meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

**Section 6.10. Informal Action.**

Any action required to be taken, or which may be taken, at a meeting of the Directors may be taken without a meeting and without prior notice if approval in writing, setting forth the action so taken, is given by a majority of Directors. For the purposes of this section, electronic communications via text or email meet the definition of “in writing.”

**Section 6.11. Removal / Vacancies.**

A Director shall be subject to removal, with cause, at a meeting called for that purpose. A vote of no confidence must be made by a  $\frac{2}{3}$  majority of the entire Board. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified. An additional Director may be added at any time by a simple majority of the Board. If a Director fails to attend 3 consecutive meetings, they may be removed.

**Section 6.12. Committees.**

To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees. The Board may designate which of the Organization’s committees may include and/or be led by non-Directors.

**ARTICLE 7  
OFFICERS**

**Section 7.1. Number of Officers.**

The Officers of the Organization shall be two Co-Chairs, a Treasurer, and a Secretary. Two offices may be held by one person, however, a Co-Chair may not concurrently serve as the Secretary or Treasurer. No Officers may be in a romantic relationship with each other at any time during their tenure as Officers.

**Section 7.2. Election of Officers**

Officers shall be elected by the Board at the annual meeting for a term of two years, and each shall serve at the discretion of the Board until their successor shall be elected, or their earlier resignation or removal. Officers may be elected for 3 consecutive terms.

### **Section 7.3. Role of Co-Chairs**

The Co-Chairs shall be the Organization's primary leaders and spokespersons. The duties of the Co-Chairs include presiding at Board meetings and, subject to the control of the Board, generally supervising, directing, and controlling the Organization's business, including the review, approval, and signing of tax returns. Co-Chairs are authorized to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization. Co-Chairs will maintain and track the Organization's goals and accomplishments. Co-Chairs shall also have powers and duties as may be prescribed by these Bylaws or by the Board. Current Co-Chairs may divide these responsibilities as they see fit and notify the board of the distribution of labor.

### **Section 7.4. Role of Treasurer**

The Treasurer is responsible for the sound and transparent oversight of funds and finances for the Organization. The Treasurer deposits funds received and fulfills the payment obligations of the Organization in the manner required by the Board. The Treasurer will carefully and correctly maintain financial records and accounts and regularly review, evaluate, and interpret the Organization's financial status and statements for the Board. The Treasurer prepares the annual budget and presents it to the Board for discussion and action. If and when necessary, the Treasurer may create and convene a finance committee. The Treasurer will ensure the timely and accurate preparation of Organization's tax documents and required tax filings and discharge other duties pertaining to the office as prescribed by law, these Bylaws or by the Board.

### **Section 7.5. Role of Secretary**

The Secretary shall keep and distribute to the Board minutes of all meetings of the Board and record, or cause to be recorded, all motions and decisions of the Board at these meetings. The Secretary shall oversee the maintenance of all corporate records and documents (including minutes, bylaws, policy statements, lists of Officers, Directors, committees, and renewal/offboard dates) in computers, files and/or binders as appropriate, and shall be responsible for ensuring that the Corporation complies with all Federal, State and local filing and reporting requirements. The Secretary shall give, or cause to be given, notice of all meetings of the Directors. In the absence of the Co-Chairs, the Secretary will chair Board meetings until the election of an alternate Chair/Co-Chair. The Secretary shall also have such other powers and perform such other duties as may be prescribed by these Bylaws or by the Board.

**Section 7.6. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the Organization, as defined in Section 6.10. Any vacancy that occurs for any reason may be filled by the Board of Directors.

## **ARTICLE 8 CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. Unless so authorized, no Officer or agent shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **ARTICLE 9 CORPORATE RECORDS AND REPORTS**

### **Section 9.1. Record Keeping**

The Organization shall keep files which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions. These records may either be in written form or in any other form capable of being converted into clearly legible tangible form.

### **Section 9.2. Books and Records of Account**

The Organization shall keep adequate and correct books and records of its financial accounts. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

### **Section 9.3. Articles of Incorporation and Bylaws**

The Organization shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

### **Section 9.4. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

The Organization shall at all times keep at its principal office a copy of its federal tax

exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

**Section 9.5. Annual Report; Statement of Certain Transactions**

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Organization's fiscal year containing the following information:

1. The assets and liabilities of the Organization, as of the end of the fiscal year;
2. The principal changes in assets and liabilities during the fiscal year;
3. The revenue or receipts of the Organization, both unrestricted and restricted to particular purposes, for this fiscal year;
4. The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year;
5. The annual report shall be accompanied by a report of independent accountants on which the annual report is based, or, if there is no such report, the certificate of an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization.

**Section 9.6. Directors' Rights of Inspection**

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Organization and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**ARTICLE 10  
AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by a  $\frac{2}{3}$  majority of the quorum of the Board of Directors at any regular or special meeting. The text of the proposed change shall be distributed to all Directors at least ten (10) days before the meeting.

**ARTICLE 11  
CONFLICT OF INTEREST**

Whenever a Director or officer has a financial or personal interest in any matter coming before the board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when



a majority of disinterested Directors determine that it is in the best interest of the Organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE 12 INDEMNIFICATION**

Any Director or officer who is involved in litigation by reason of his or her or their position as a Director or officer of this Organization shall be indemnified and held harmless by the Organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Organization to provide broader indemnification rights).

## **ARTICLE 13 DISSOLUTION**

The Organization may be dissolved only with the authorization of its Board of Directors given at a special meeting called for that purpose. In the event of the dissolution of the Organization, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

### **Certification**

I, Noa Lish, Secretary, of Eastern Sierra Pride, certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on 12/10/2024.

By: Noa Lish

Secretary, Noa Lish

Date: December 10, 2024

*Revised: December 10, 2024*