

RUTHERFORD PRIDE ALLIANCE

BYLAWS

Version 3.1

Last Revision: September 22, 2020

BYLAWS OF RUTHERFORD PRIDE ALLIANCE

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Revision History:

Version	Date	Updated By	Revisions
1.0	03/13/2019	David Grassetti	First Version
2.0	03/14/2019	David Grassetti	Updated Membership Application in App II
3.0	01/07/2020	David Grassetti/K. Masullo	Various updates agreed by the Board based on first year actual experience
3.1	09/22/2020	David Grassetti/K. Masullo	Revise Article VII.E.to adjust eligibility as needed & Article IX to remove in person requirement.

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ARTICLE I: Name

The name of this organization shall be the Rutherford Pride Alliance (hereinafter referred to as the "Alliance" or "RPA") and is composed of individuals having a common interest in LGBTQ+ advocacy.

ARTICLE II: Purpose

The purpose of this Alliance will be charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and more particularly:

- A. To promote and foster LGBTQ+ inclusivity, visibility and advocacy in the Rutherford, NJ, area.
- B. To support other community organizations whose purposes are similar to those of the Alliance.

ARTICLE III: Membership

- A. Membership is granted after completion and receipt of membership application and annual dues.
- B. Members shall be eligible to vote if they have attended at least 50% of meetings within the last 12 months of the voting date. New members shall be eligible to vote if they have attended a minimum of 3 meetings and at least 50% of meetings since they have joined.
- C. The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV: Dues

- A. Each member shall pay annual dues. The amount of these dues shall be decided by the Board. The general membership shall be notified of the amount by October 31st of the preceding year. The dues shall be payable by January 1st of the new year.
- B. The Treasurer shall track payment of annual dues and will notify by email by January 15th any member whose dues are not paid by the January 1st due date. Members will have a 30-day grace period to pay annual dues without loss of membership (i.e., payment must be received on or before January 30th).

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ARTICLE V: Forfeiture of Membership

- A. By February 15th, the Treasurer shall submit to the Board the names of any members who fail to pay annual dues by the January 30th grace period deadline. The Board shall thereafter decide whether such members shall be dropped or retained on the membership roster.
- B. A member can have their membership terminated by a majority vote of the membership.
- C. Any member may be expelled from the Alliance for cause by unanimous vote of those members of the Board present at the meeting at which such expulsion is considered.

ARTICLE VI: Officers

- A. The officers shall be:
 - Chairperson
 - Vice Chairperson
 - Secretary
 - Vice Secretary
 - Treasurer
- B. The duties of the officers are as follows:
 1. Chairperson
 - a) Preside over all meetings of the Board and general membership.
 - b) Appoint the chair and members of all committees.
 - c) Be or designate an ex-officio member of all committees.
 - d) Perform all other functions usually attributed to the office.
 2. Vice Chairperson
 - a) Assume the duties of the Chairperson in his or her absence.
 - b) Become Chairperson whenever that office becomes vacant before the Chairperson term expires.
 - c) Perform all other functions usually attributed to the office.
 3. Secretary
 - a) Keep accurate minutes of meetings of the Board and general membership.
 - b) Keep the official list of active members in good standing.
 - c) Maintain official files.
 - d) Perform all other functions usually attributed to the office.

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4. Vice Secretary
 - a) Assume the duties of the Secretary in his or her absence, or as agreed to with the Secretary.
 - b) Perform all other functions usually attributed to the office.
5. Treasurer
 - a) Shall have charge of the funds of the Alliance.
 - b) Shall conduct its banking business and, when deemed necessary by the Board, audit all accounts.
 - c) Shall receive and track annual dues payments.
 - d) Checks drawn shall be signed by the Treasurer for any expenses approved by the Board individually or as part of an approved budget. All other checks drawn shall be signed by the Treasurer and co-signed by the Chairperson.

ARTICLE VII: Board of Directors

- A. The affairs of the Alliance shall be managed by its Board of Directors. The Board shall have control of and be responsible for the management of the affairs and property of the Alliance.
- B. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than FIVE (5) and no more than SEVEN (7) including, but not limited to, the officers outlined in Article VI.
- C. The members of the Board of Directors shall assume duties on January 1st of the year following election and for the designated term.
- D. The term for each Board Director shall be two years except that in the first year of the Alliance's existence the Vice Chairperson and the Secretary will have a one-year term in order to stagger the elections of the Directors thereafter.
- E. In order to be eligible to run for and serve on the Board, a person must be a member who meets the criteria to be eligible to vote as described in Article III. The board may adjust eligibility requirements by a majority vote at a board meeting, at their discretion. The details regarding the adjustment must be described in the board meeting minutes.
- F. The Board shall meet at such times and at such places as it may designate. The majority of its members constitutes a quorum.

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ARTICLE VIII: Meetings

- A. General membership meetings shall be open to all members who will be appropriately notified of the time and place of the meeting. The meeting is also open to members of the general public.
- B. Meetings shall generally be held monthly. The time and place will be decided by the Board.
- C. An annual meeting of the members shall take place in the month of October. The specific date, time and location will be designated by the Board and communicated to all members at least two weeks prior to the date of the meeting
- D. At the annual meeting the members shall elect directors and officers. The Board elections will be staggered such that 3 seats (Chairperson, Treasurer, and Vice Secretary) will be elected in the even years and the other two seats (Vice Chairperson, Secretary) will be elected in the odd years. This will ensure continuity of the knowledge and experience of the Board.
- E. Winners of elections are those that receive a plurality of votes (i.e., receive the most votes for each seat being voted on) of the members that vote in that election. Eligible members who wish to vote but are unable to attend the annual meeting may direct another member with voting rights who attends the annual meeting to vote on their behalf. A proxy form will be provided by the Secretary when the details of the annual meeting are sent to members who are eligible to vote (see the Proxy form in Appendix C).
- F. Quorum for the annual meeting is defined as at least two times the number of Board members being present at the meeting either in person, by proxy, or by telephone.
- G. Additional meetings can be called at the discretion of the Board.
- H. All issues to be voted on shall be decided by a simple majority of the voting membership present at the meeting in which the vote takes place.

ARTICLE IX: Amendments

These Bylaws were initially adopted in February 2019. These Bylaws may be amended by a majority vote of the Board who are present at any regular meeting or Board meeting. The Bylaws are to be reviewed no less than every five (5) years from the date of last revision.

Robert's Rules of Order shall govern in all matters not covered by these Bylaws.

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ARTICLE X: Fiscal Year

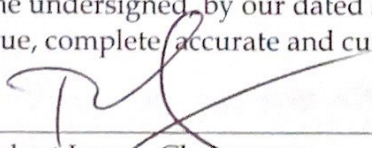
The fiscal year shall be defined from January 1st through December 31st.

ARTICLE XI: DISPOSITION OF ASSETS

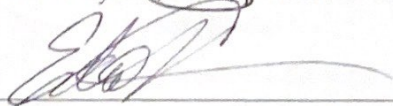
Upon dissolution, cessation of operations or otherwise termination of the operation of the Alliance, the Board shall, after payment of all liabilities, dispose of all assets. Distribution of these assets shall be made to an LGBTQ+ charitable or educational institution that qualifies for exemption under Section 501 c (3) of the Internal Revenue Code.

ARTICLE XII: BOARD MEMBER SIGNATURES


We the undersigned, by our dated signatures approve and affirm this document to be the true, complete, accurate and current Bylaws of Rutherford Pride Alliance.




Robert Lyons, Chairperson
9/28/2020
Date




Edward Casadonte, Vice Chairperson
9/23/2020
Date



David Grassetto, Treasurer
9/24/2020
Date



Carlton Tanis, Secretary
9/28/2020
Date



Karen Masullo, Vice Secretary
9-23-2020
Date



MEMBERSHIP RULES OF CONDUCT

All Members of the RPA:

- Must abide by the rules of the RPA as set out in the Bylaws of the Alliance, including these Rules of Conduct.
- Must respect others, and value alternative points of view at meetings and when representing the Alliance.
- Will not make any statement on behalf of RPA, or purport to represent RPA, through any public medium, including digital and/or social media, unless authorized to do so by the RPA Board of Directors.
- Must act in the general interest of the RPA and must not use their position to unfairly benefit themselves, their employers, or others.
- Must not use their membership in RPA to, nor shall the Alliance as a whole, endorse or recommend candidates for public office.

Furthermore:

- Except to further progress in this Alliance, no Officer or member of this Alliance shall use membership as a means of furthering any personal, political or other aspiration, nor shall the Alliance as a whole, take part in any movement not in keeping with its purposes and objects.
- No member shall use the name, mailing list, or official insignia of the Alliance for other than strictly Alliance purposes without written approval of the Board of Directors.
- No Officer or member shall be personally liable for any bills or obligations of the Alliance, past or present, except for the payment of their own dues.
- No Officer or Committee Chairman shall disburse or commit any funds or moneys in their keeping, and belonging to the Alliance, without authorization of the Board of Directors.
- No Officer or Committee Chairman shall cause the Alliance to become indebted for any amount over fifty (\$50.00) dollars without the express approval of the Board of Directors.
- The RPA Board of Directors reserves the right to review any individual membership application or conduct audits of its members for validity and conformity to the rules stipulated in the membership application and the Alliances Bylaws and Rules of Conduct.
- Should a member fail to meet the conditions in this Code of Conduct or abide by all the rules and regulations of the Alliance, the RPA Board of Directors may, at its sole discretion, decide on the appropriate action to take, including expulsion from the Alliance.
- By applying for membership to the RPA, applicants indicate their acceptance of, and will abide by, the Membership Code of Conduct and the Bylaws of the Alliance as published from time to time.



MEMBERSHIP APPLICATION

(Please Print Clearly)

Name: _____

Address: _____
(Street, City, State, Zip)

Mobile Phone: _____ Email: _____

Preferred Pronouns: _____

Social Media Handles:

: _____ : _____

OK to share your contact information with other members? (circle one) Y/N

Birthday (Month/Day): _____

Please indicate any special skills you'd be willing to utilize for the group?
(examples: fundraising, Photoshop, graphic design, photography, website design, etc.)

Annual Dues: \$30.00

New Members: Payable along with submission of application

Continuing Members: Due by January 1st of each year

Your membership dues help us pay for events and activities to promote our alliance!

Signature: _____ Date: _____

..... DO NOT WRITE BELOW THIS LINE.....

Date Received: _____

Dues Paid: _____



PROXY FORM

This proxy designation is solely in effect for the meeting date stated below.

The designated proxy must be a current RPA member with voting rights. Proxies must be given explicit instructions on how to vote (mandated votes), or be left to decide how to cast the votes themselves (discretionary votes). If a member's proxy does not attend the specified meeting, the member's votes will not be cast. This designation revokes any prior designation of proxy for the meeting specified below. This designation may be revoked in writing at any time prior to voting; it may also be revoked by the member attending the specified meeting and revoking it before voting begins.

Designation of Proxy

- Name of RPA Member: _____
(print)
- I appoint _____ as my voting proxy for the RPA meeting scheduled for **DATE TBD**.

- I authorize my proxy to represent me (*must choose one*):

in a discretionary manner with the full power to vote on my behalf.

in a mandated manner as indicated below:

Select by marking with an "X"

POSITION 1: Candidate 1 Candidate 2 Candidate 3

POSITION 2: Candidate 1 Candidate 2 Candidate 3

POSITION 3: Candidate 1 Candidate 2 Candidate 3

- In the event where resolutions or issues not outlined on this form are subject to a vote - or - where the choice of candidates has changed since the signing of this form, I authorize my proxy to vote in a discretionary manner consistent with my intent or my best interest. (*circle one*) **YES** **NO**

Signature of Member: _____ **Date:** _____

IF UNSIGNED, THIS FORM IS NOT VALID AND NO VOTES WILL BE CAST.