

Bylaws of Hot Springs Pride Alliance

Article I - Name

The name of the organization shall be Hot Springs Pride Alliance, hereby referred to as HSPA or simply the "Alliance."

Article II - Dissolution of the HSPA and Successor Corporation

- A. Disaffiliation - A decision of dissolution shall require a two-thirds (2/3) vote of the Members present at a Special Membership Meeting called for the purpose of disbanding the Alliance.
- B. Successor Corporation - The Hot Springs AIDS Resource Center, Inc. is the not-for-profit organization designated to receive all assets in the event of dissolution or abandonment of the HSPA.

Article III - Purpose

The purpose of the HSPA is to develop and maintain a sense of community and awareness of, about and for lesbian, gay, bisexual and transgender persons and their allies throughout Garland County. We aim to accomplish this through organizing social, service, and educational opportunities and outreach efforts to aid our community and celebrate our diversity. We seek equal opportunity to participate in our community at large and to be of service to those who believe we are all members of one family. We welcome all who share and support our purpose to join our Alliance.

- A. Official Mission Statement: The mission of the Hot Springs Pride Alliance is to engage, educate, empower and enrich the LGBTQ+ Community and our allies in Garland County and surrounding areas.

Article IV - Membership

Criteria for Membership - Membership shall be open to all who are in agreement with the purpose of the HSPA as defined by its bylaws. Membership dues of \$10.00 a year are required and renew on the member's annual anniversary. Members formalize their affiliation with the Alliance by submitting their name, contact information and dues online via the hotspringspride.org or to the Secretary in writing. The Secretary shall maintain the list of Members in good standing.

Article V - Meetings

Government of the HSPA is vested in its General Membership Meeting, which exerts the right to control of its affairs, subject to the provisions of Bylaws or documents of legal organization. The rules in the most current edition of Robert's Rules of Order shall govern the HSPA in all situations to which they are applicable.

- A. Time and Place -A General Membership Meeting shall be held quarterly. The Board of Directors shall determine the time and place of this meeting. The President or the Board of Directors may also call special meetings. The purpose of the Special Meeting must be stated and no other agenda items may be added.
- B. Notification - The Board of Directors shall notify members at least ten (10) days in advance of the General Membership meeting by posting an announcement on our webpage and Facebook page. Except in cases of emergency as determined by the Board, a minimum of one (1) week's notice of the Special Meeting must be posted on our webpage and Facebook page.
- C. Voting Rights - Each member in good standing has the right to vote. Proxy or any other form of absentee voting shall not be allowed.
- D. Votes Required for Approval - Decisions, including elections, requires approval by a vote of more than fifty percent (50%) of those members present and voting, unless otherwise stated in these Bylaws
- E. Quorum - In order to transact business, no less than nine (9) members in good standing must be present.
- F. Agenda -The President and the Secretary shall determine the agenda for General Membership Meetings.
 - 1. Content- The agenda shall include, but not be limited to, election of members to the Board, presentation of financial report, approval of budget, and receiving reports from the Board of Directors.
 - 2. Additions to Agenda - Members may request the Board of Directors to add agenda items by submitting additional agenda items to the Secretary no later than one (1) week prior to the meeting. The President and secretary shall add any items requested by the Board of Directors to be added to the agenda.
- G. Elections - All votes for elected positions shall be taken by secret ballot.

Article VI - HSPA Administrative Body

- A. Name - The HSPA administrative body shall be the Board of Directors, which is authorized to provide administrative leadership for the Alliance.
- B. Responsibilities - The Board of Directors shall be responsible for providing the Alliance with a set of Bylaws, which are subject to approval by General or Special Meeting, and for submitting the approved Bylaws to the Alliance. The Board of Directors shall also have charge of all matters pertaining to the documents of legal organization and incorporation, Alliance property, risk management, and physical and financial affairs of the Alliance. The Board of Directors shall also be responsible for collecting and disbursing funds, keeping adequate records, and making timely reports to the General Membership.
- C. Membership - Members of the Board of Directors must be Members in good standing of the HSPA.
- D. Composition -There shall be nine (9) members of the Board of Directors.
- E. Term of Office - The term of office for members of the Board of Directors, shall be two-year staggered terms, with half being elected at each annual General Meeting.

- F. Meetings -The Board of Directors shall meet no fewer than ten (10) times a year. Meetings shall be open to the general membership, friends, and to the public to attend as observers without voice or vote.
- Minutes - Minutes and financial reports shall be available to Members of the Alliance within two (2) weeks after each meeting.
 - Minutes shall include a record of those present and decisions made. A copy of the minutes shall become part of the permanent Alliance records.
- G. Quorum- No less than a majority (5 of 9) of the members of the Board of Directors, including the President, must be present in order to transact business. If the President is unable to attend, a meeting of the Board of Directors may be conducted with the consent of the President; in such instance, no less than a majority (5 of 9) of the members of the Board of Directors must be present. If the President is incapacitated or otherwise unable to consider granting consent, no less than a majority of the members (5 of 9) of the Board of Directors, including the Vice President, must be present.
- H. Official Officers -The official officers of the HSPA are President, Vice-President, Secretary, Treasurer, Social Director, Service Director, Outreach Director, Education Director and Ally Coordinator Director. The Board shall have general supervision of the affairs of the Alliance, to include scheduling of General Membership Meetings, setting time and venue for such meetings, making recommendations to the Alliance, appointing ad hoc committees and performing other duties as specified by the bylaws.
3. Election of Officers - The term of office for officers shall be two (2) years.
 4. Duties of Officers:
 - a. President - The President shall serve as head of the Board of Directors. They will chair all meetings of the Board and general membership. They will, with the assistance of the Secretary, prepare an agenda for each meeting. The agenda will be posted on our webpage and Facebook page one (1) week prior to the meeting. The President will ensure the Alliance is acting in accordance with the stated purpose of the HSPA.
 - b. Vice-President - The Vice-President shall serve as President of the Board in the absence or upon the request of the President. They will become President in the event of a vacancy in the office of President. In the event of a vacancy in the office of the Vice-President, a new Vice President will be elected at the next meeting of the Alliance to fill the office for the remainder of the term.
 - c. Secretary - The Secretary shall be responsible for ensuring the maintenance of official correspondence and Alliance records, and for ensuring that accurate records are kept of all meetings of the Board of Directors and of the Alliance. They shall be responsible for recording and distributing the minutes of all meetings of the Alliance and its Board. The distribution of minutes shall be via a post to our webpage within two (2) weeks of the meeting. The Secretary shall facilitate communications within the Alliance. They will collect and count secret ballots after votes requiring them and present the result to the members present. The Secretary is the officer authorized to receive petitions submitted to the Board of Directors.

- d. Treasurer - The Treasurer shall be responsible for ensuring the preparation and maintenance of all financial records using acceptable accounting procedures. This shall include a monthly financial report to the Board and an annual financial report at the annual General Meeting. The monthly and annual financial reports shall reflect receipts, disbursements, and outstanding financial obligations.
 - e. Social Director - The Social Director shall be responsible for coordinating social events for the membership to be held on a regular basis.
 - f. Service Director - The Service Director shall be responsible for researching, initiating, and coordinating service activities for the membership. They shall be responsible for identifying issues in the community at large that affect or could potentially affect the members of our Alliance and for informing the membership of these issues. The Service Director shall make recommendations for action on the part of the Alliance. Such action must be approved by a majority of the Board of Directors.
 - g. Educational Director -The Educational Director shall research, initiate, and coordinate educational programs and opportunities of interest to the members of the Alliance.
 - h. Outreach Director - The Outreach Director shall be responsible for maintaining a listing of resources and services for members of the LGBT community available in Hot Springs and Garland County. They shall help build community and coalition support for the social, political, and educational aims of the HSPA.
 - i. Ally Coordinator Director - The Ally Coordinator shall focus on recruiting individuals, businesses, agencies, service providers to support our mission.
- I. Vacancies - In the event of a vacancy on the Board of Directors, the Board of Directors may appoint a qualified Member to fill the vacancy until the next General membership Meeting, when an election shall be held to fill the unexpired term.
 - J. Limitation of Liability-No member of the Board of Directors shall be liable for any act or failure to act by any other member of the Board of Directors or by any member of the HSPA. No member of the Board of Directors shall be liable for any loss arising from any fault in the title to any property acquired by the Alliance. No member of the Board of Directors shall be liable for any loss arising from any fault in any security in which the Alliance might invest, or from bankruptcy, insolvency, or wrongful act by any person to whom the Alliance might entrust any of its property. No member of the Board of Directors shall be liable for any loss due to error of judgment or oversight on their part, or for any other loss whatsoever occurring in the carrying_out of the duties of their office, unless this loss arises from the member's own willful neglect or fraudulent or criminal actions.
 - K. Indemnity - The HSPA shall protect every member of the Board of Directors against all costs arising in relation to his/her relations with the Alliance, unless they are occasioned by their own willful neglect or fraudulent or criminal actions.

Article VII - Adoption and Amendments

- A. Adoption - These Bylaws shall become effective immediately upon adoption by the General Membership Meeting and approval by the Board of Directors.
- B. Amendments - These Bylaws may be amended or repealed at any duly convened General Membership Meeting. Proposed amendments or repeals shall be submitted in writing to the Board of Directors no later than thirty (30) days prior to the meeting at which the proposal is to be considered. Adoption of the amendment or the repeal shall require approval by a two-thirds