



## **Mission Statement:**

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The Oneida County Pride Alliance Inc. (OCPA) connects, supports, and empowers the LGBTQIA+ community and their allies in Oneida County by addressing community needs, providing information about and access to resources, and coordinating both an annual Pride Celebration and programs throughout the year.

## **By-Laws**

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### ARTICLE I – Name, Purposes and Offices

#### Section 1.1

Name: The name of this not-for-profit corporation is Oneida County Pride Alliance Inc. (the “Corporation”).

#### Section 1.2

Purposes and Powers: The purposes and powers of the Corporation shall be those set forth in the Corporation’s Certificate of Incorporation, as amended, restated, or otherwise modified from time to time.

#### Section 1.3

Offices: The corporation's principal office shall be located in Oneida County, New York.

### ARTICLE II – Governance:

The Oneida County Pride Alliance Inc. is a corporation managed by an appointed Board of Directors (the “Board”) as outlined in these by-laws. The corporation does not collect membership dues of any kind.

### ARTICLE III – Affiliation

#### Section 3.1

Affiliation: The Corporation is not affiliated with any other organization and is completely independent in every respect. No affiliation with any other organization shall dictate the policies of the Corporation.

### Section 3.2

Partnerships: The Corporation may join with other organizations to advance its objectives as outlined in Section 1.2 if joining does not conflict with or endanger the Corporation's not-for-profit or tax-exempt status.

## ARTICLE IV – Officers and Additional Personnel

### Section 4.1

Officers: The Officers of the Corporation will consist of a President, a Treasurer, a Secretary, and such other officers with such titles as the Board shall determine (each, an "Officer").

### Section 4.2

Election, Term of Office, and Qualifications: In August of each year, on a date to be determined by the Board, a general meeting will be held at which all Officers are expected to attend. The Board will elect the Corporation's Officers at the August board meeting. The President and Secretary, who will be elected in August 2025, will be elected for a three-year term, and an election for these positions will be held every three years thereafter. Beginning August 2026 and every three years thereafter the Treasurer position will be elected for a three-year term.

No Officer may serve more than two consecutive terms in a particular position. A simple majority vote of the Board may extend an officer's term. No employee or related party of the Corporation shall serve as President of the Board or hold any other title with similar responsibilities. All officers shall be subject to the supervision and direction of the Board.

### Section 4.3

Leave of Absence: Any Officer may request a leave of absence from the Board for a specified period by providing written or electronic notice to the Board President (or other designated officer) stating the reason for the leave and the anticipated duration. The Board may grant or deny such a request. During an approved leave of absence, the Director shall not participate in Board meetings or deliberations, nor shall their vote be counted.

### Section 4.4

Resignation: Any officer may resign by delivering written or electronic notice to the President. The resignation shall take effect when such notice is delivered unless the notice specifies a later effective date, and accepting such resignation is not necessary to make it effective.

### Section 4.5

Removal: Any officer elected by the Board may be removed from the Board for cause by the affirmative vote of two-thirds of the Directors then in office, and notice of the proposed action shall be transmitted to all Directors at least one week before the meeting. The Board is authorized to determine good cause consistent with these by-laws.

#### Section 4.6

Vacancies: Should the position of any Officer become vacant, it shall be filled by a majority vote of the Board.

#### Section 4.7

Qualifications: The Board shall issue additional guidelines for the qualifications of officers consistent with these by-laws. No Officer shall be a member of the governing body of any Sub-lessee or Renter.

#### Section 4.8

Powers and Duties of the President: The President shall be responsible for overall supervision and control of all functions of the Corporation. The President shall preside at all Board meetings and may designate another person to preside in the absence of the President. The President shall prepare the agenda of the Board and annual meetings and shall, in general, supervise and control all business of the Corporation, as prescribed by the Board, and shall serve as ex officio member of all standing committees except the nominating committee. The President shall keep the officers and Board fully apprised of matters concerning the Corporation and perform all duties prescribed by the Board or specified in these by-laws.

#### Section 4.9

Powers and Duties of the Treasurer: The Treasurer, in consultation with the President, shall ensure that the Corporation's financial records are adequately maintained and prepare reports for the Board and the annual general meeting regarding the Corporation's financial position.

#### Section 4.10

Powers and Duties of the Secretary – The Secretary shall be the recording officer of the Corporation and custodian of those records not explicitly assigned to other officers. The Secretary, or another person designated by the President in the absence of the Secretary, shall be the custodian of the minutes of the Corporation Board and annual meetings, and publish an agenda for all Board meetings, and perform all duties prescribed by the Board or specified in these by-laws.

#### Section 4.11

Remuneration: No Officers of the Corporation will receive any remuneration for their services to the organization. However, officers may be reimbursed for out-of-pocket expenses they may be required to make for the organization, provided that appropriate documentation is submitted.

### ARTICLE V – Board of Directors

#### Section 5.1

Power of the Board of Directors: The Board shall be responsible for managing the business, property, affairs, and activities of the Corporation, subject to applicable law and

in accordance with the purposes and limitations set forth in the Certificate of Incorporation, as amended and/or restated, and these by-laws.

#### Section 5.2

**Duties:** The Board shall have the general duty of governing the business of the Corporation, be responsible for setting policy, and be accountable for the legal, financial, and philosophical aspects of the Corporation. The Board or the President may assign special duties.

#### Section 5.3

**Qualifications of Directors:** Directors must, when nominated, be 18 years of age or older and a resident of the County of Oneida in New York. The Board shall issue additional guidelines for the qualifications of Directors consistent with these by-laws. No Director shall be a member of the governing body of any Sub-lessee or Renter.

#### Section 5.4

**Number of Directors:** The Board shall consist of not less than four and not more than six directors, including Officers (each a "Director"). The number of Directors may be increased or decreased by action of the Board, provided that no decrease shall shorten the term of any incumbent Director. Any additional vacancies shall be announced when upcoming elections are announced.

#### Section 5.5

**Election and Term of Office:** At the annual general meeting of the Board, persons shall be nominated and elected by the affirmative vote of most of the Directors in office to serve as Directors. Each Director shall hold office for a term of three years; provided that any Director elected to fill an unexpired term shall be elected and hold office in accordance with the provisions of Section 5.6 of these by-laws.

#### Section 5.6

**Leave of Absence:** Any Director may request a leave of absence from the Board for a specified period of time by providing written or electronic notice to the Board President (or other designated officer) stating the reason for the leave and the anticipated duration. The Board may grant or deny such a request. During an approved leave of absence, the Director shall not participate in Board meetings or deliberations, nor shall their vote be counted.

#### Section 5.7

**Vacancies:** Vacancies occurring in the Board for any reason shall be filled by the affirmative vote of a majority of the Directors then in office. The Director will serve the balance of the vacated three-year term.

#### Section 5.8

**Resignation:** Any Director may resign at any time by delivering written or electronic notice to the President. The resignation shall take effect when such notice is delivered unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

#### Section 5.9

Removal: Any one or more of the Directors may be removed for cause by the affirmative vote of two-thirds of the Directors then in office and notice of the proposed action shall have been transmitted to all Directors at least one week before said meeting. The Board is authorized to determine good cause consistent with these by-laws.

#### Section 5.10

Meetings: The President shall preside over all board meetings. In the absence of the President, the President shall designate another person to preside. The Board shall meet at least eight times annually at an agreed-upon date and time.

Special meetings may be called by the President or a majority of the Board. A quorum (simple majority of total Board members) must be present, in any manner consistent with New York State Laws and regulations, to call a meeting to order and transact any business.

#### Section 5.11

Notice of Meetings: Notice need not be given of regular meetings of the Board if such meetings are fixed by the Board. Notice shall be given of the annual general meeting of the Board, each regular meeting not fixed by the Board, and each special meeting of the Board. Notice shall be sent electronically (via email, text message or telephonically) to each Director at their email address or phone number as it appears in the records of the Corporation, at least five (5) calendar days before the day of the meeting. Notice shall include the date, time, and place of the meeting, and, for each annual and special meeting, shall be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken. For discussion of matters requiring prompt action, notice of special meetings may be given to each Director in person or by telephone or email, no less than forty-eight (48) hours before the meeting is to be held, unless the meeting must be held within forty-eight (48) hours.

#### Section 5.12

Attendance: On an annual basis each Director is expected to attend at least 75% of meetings and shall not miss more than two consecutive meetings. Any one or more Directors may participate in any meeting of the Board or any committee thereof by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other simultaneously. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting. The Board shall adopt an agenda for each meeting.

#### Section 5.13

Action at a Meeting: Directors may not vote by proxy. Except as otherwise provided by law, the Certificate of Incorporation, or these by-laws, the affirmative vote of a majority of the Directors present at a meeting of the Board, if a quorum is present at the time of the vote, shall be the act of the Board; provided, however, that authorization of the following shall require the affirmative vote of at least two-thirds of the Entire Board:

1. A sale, lease, exchange, or other disposition of all, or substantially all, of the assets of the Corporation.

2. A purchase of real property if such property would, upon purchase, constitute all, or substantially all, of the assets of the Corporation.
3. A plan of merger, consolidation, or dissolution.
4. Revocation of a plan of voluntary dissolution.

The Board shall approve and adopt the minutes of all its meetings.

#### Section 5.14

Action without a Meeting: Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or such committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

#### Section 5.15

Organization of Meetings: The Secretary shall record the minutes of each meeting and, upon their adoption by the Board, shall retain such minutes with the Corporation's permanent records. The President may designate another person to record the minutes of each meeting.

#### Section 5.16

Remuneration: No Director of the Corporation will receive any remuneration for their services to the organization in any manner. Directors may be reimbursed for out-of-pocket expenses they may be required to make for the organization, provided that appropriate documentation is submitted.

### ARTICLE VI – Committees

#### Section 6.1

Committees of the Board: The Board may create committees of the Board, each consisting of at least one Director. The Board is authorized to establish guidelines for the establishment of committees.

1. Each committee of the Board shall serve at the pleasure of the Board and shall have all the authority of the Board to the extent provided in the resolution or charter establishing the committee, except that no committee of any kind shall have authority as to the following matters:
  - a. The filing of vacancies in the Board or in any committee.
  - b. The amendment or repeal of the by-laws or the adoption of new by-laws.
  - c. The approval of amendments to the Certificate of Incorporation.
  - d. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
  - e. The authorization of a sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation.
  - f. The approval of any plan of merger or dissolution of the Corporation.
  - g. The election or removal of officers or Directors.

2. Sections 5.9 through 5.12 of these by-laws, which govern meetings, notice, quorum, action at a meeting, and action without a meeting, shall apply to committees of the Board and their members as well, except that committees of the Board shall not be required to hold annual meetings.
3. Each committee of the Board shall keep regular minutes of its proceedings and report the same to the Board. Such minutes shall be retained with the Corporation's permanent records.
4. Each committee member shall serve at the pleasure of the Board. The designation of any committee of the Board and the delegation thereto of authority shall not alone relieve any Director of their duty to the Corporation under Section 717 of the NPCL (duty of Directors and officers).

## ARTICLE VII – Finances

### Section 7.1

Fiscal Year: The fiscal year of the Corporation shall follow a calendar year.

### Section 7.2

Bank Accounts: The Treasurer shall see that all funds of the Corporation are deposited into an account designated by the Board for that purpose.

### Section 7.3

Signatures: The President and Treasurer The Board shall designate two officers who shall be authorized to sign checks, drafts, or other orders for payment of money, to sign acceptances, notes, or other evidence of indebtedness, or to execute and deliver other documents and instruments.

### Section 7.4

Approval of Expenditures: Any remittance over \$500, except for those authorized by a line-item budget which has been approved by the Board, must be approved by the Board.

### Section 7.5

Budget: Prior to the beginning of each fiscal year, the Treasurer shall submit for Board approval a budget of estimated income and expenditures for the new fiscal year. Once approved, the budget will stand as spending limits for each line item unless otherwise amended by action of the Board. Such action shall be recorded in the minutes.

### Section 7.6

Books and Records: They shall be kept electronically in a Cloud Storage service. Full access shall be granted to all Board Officers. They shall include records of the accounts, activities, and transactions of the Corporation. These records shall include a current list of the Directors and officers of the Corporation and their addresses and a minutes folder, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, and all minutes of meetings of the Board and committees. Any of the books, records, and minutes of the Corporation may be kept in written form or in an electronic form capable of being converted into written form within a reasonable time.

#### Section 7.7

Prohibition Against Loans: The Corporation is prohibited from making any loan to any Director or officer of the Corporation.

### ARTICLE VIII – Policy Manual

#### Section 8.1

Board of Directors Policy Manual: All policies of the Corporation, as adopted by the Board, shall be maintained by the Secretary and be available as needed. Each policy contained within the manual shall include the date of its adoption so it can be cross-referenced to the minutes.

#### Section 8.2

Updates: The Policy Manual shall be continuously updated with the latest policy additions, deletions and revisions and shall be always made available to the Board.

### ARTICLE IX – Programs

#### Section 9.1

Programs: Programs that are sponsored by the Corporation must be operated in a manner that is consistent with the Corporation's mission, policies and by-laws.

Oneida County Pride Alliance Programs shall be considered the property and full responsibility of the Corporation and, as such, shall have no governing or fiscal autonomy separate from the Corporation. Programs fall under the responsibility and authority of the Board.

#### Section 9.2

Sub-lessees: Sub-lessees are autonomous groups that, by contractual agreement, have sole and exclusive use of a particular room or rooms. Sub-lessees' relationship to the Corporation shall be governed by an individual contract, subject to the approval of the Board.

The use of the Corporation's space by a Sub-lessee shall not be deemed as sponsorship or endorsement of that Sub-lessee.

#### Section 9.3

Renters: Renters are autonomous groups that are permitted to use meeting space only as requested, subject to availability. The use of the Corporation's space by a Renter shall not be deemed as sponsorship or endorsement of that Renter. Rental policy and rates for space shall be set by the Board. Additional expenses (security, insurance riders, etc.) that must be incurred to accommodate any Renter the Renter shall be fully responsible for that expense.

#### Section 9.4

Board Ineligibility: Members of the governing bodies of Sub-lessees and Renters will not be eligible to serve on the Corporation's Board.



#### Section 9.5

No Conflict: Space will not be approved for a Sub-lessee or Renter whose policies or actions conflict with the purpose of the Corporation as stated in Section 1.2 or for which a clear bias against the LGBTQ+ community has been demonstrated.

### ARTICLE X – Miscellaneous

#### Section 10.1

The Corporation's mailing lists are strictly confidential and shall not be sold, shared, or otherwise disclosed. Use of these lists for mailings by third parties (individuals, organizations, or businesses) requires simple majority approval from the Board.

#### Section 10.2

Logos and Images: The Board may approve various pictorial representations of the Corporation as part of its name, or in conjunction therewith for a variety of legal, public relations or other reasons. Any official or unofficial logos or images used to represent the Corporation shall be approved by the Board.

#### Section 10.3

Political Activity: The Corporation shall be non-partisan and non-sectarian in every respect and will not endorse candidates for public office.

#### Section 10.4

Power of Advisors: The Board may appoint from time to time any number of persons as advisors to the Corporation, to act either singly or as a committee or committees of the Corporation. Each advisor shall hold such an appointment at the pleasure of the Board and shall have only such authority or obligations as the Board may from time to time determine.

#### Section 10.5

Conflicts of Interest; Adoption of Policy: The Board shall adopt and oversee the implementation of, and compliance with, a conflict-of-interest policy as required by Section 715-a of the NPCL.

#### Section 10.6

Non-discrimination: As a community-based organization, the Corporation is committed to facilitating inclusivity, equal opportunity, and accessibility. The organization strictly prohibits discrimination against any person on the basis of an individual's actual or perceived race, color, sex, gender identity, gender expression, religious practice, age, citizenship or immigration status, political affiliation, national origin, marital status, parental status, sexual orientation, or disability.

### ARTICLE XI – Indemnification and Insurance

#### Section 11.1

Indemnification: To the fullest extent permitted by law, the Corporation may indemnify any person made, or threatened to be made, a party to, or who is involved in (including as

a witness), any action or proceeding by reason of the fact that they are or were a Director, Officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred; provided, however, that a person who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding of the character described in Section 722 of the NPCL shall be entitled to indemnification as authorized in Section 723 of the NPCL.

No indemnification may be made to or on behalf of any such person if: (a) their acts were committed in bad faith or were the result of their active and deliberate dishonesty and were material to such action or proceeding; or (b) they personally gained financial profit or other advantage to which they were not legally entitled in the transaction or matter in which indemnification is sought.

#### Section 11.2

Expenses: The Corporation may pay expenses as incurred by any person described in Section 11.1 of this Article in connection with any action, suit, proceeding or inquiry described in Section 11.1, provided that if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

#### Section 11.3

Insurance: The Corporation will purchase and maintain all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation or expenses which it incurs because of its indemnification of Directors, Officers, employees, and agents pursuant to this Article, or to indemnify such persons in instances in which they may be indemnified pursuant to this Article.

### ARTICLE XII – Amendments and Severability

#### Section 12.1

Amendments: This Constitution and by-laws may be amended by a two-thirds affirmative vote of the Board.

#### Section 12.2

Severability: Should any Article or Section of this Constitution and by-laws be declared invalid by reason of law, or a two-thirds vote of the Board, the remainder of the Constitution and by-laws not inconsistent with the change shall remain in full force and effect.

### ARTICLE XIII – Dissolution

In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses, be distributed to another organization exempt under IRS 501(c)3

or corresponding provisions of any subsequent federal tax laws or to the federal or local government for a public subject to the approval of a Justice of the Supreme Court of the State of New York. No Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution. Subject to such approval, the Board shall distribute the remaining assets to such organizations at the time of dissolution, then the remaining assets and property shall be distributed to such charitable not-for-profit organizations as the Board shall deem appropriate.

Adopted on Monday, February 24, 2025