

**San Francisco Lesbian, Gay, Bisexual, Transgender
Pride Celebration Committee, Inc.**

Articles of Incorporation

(Note: Name Changed 1994)

Article I - Name

The name of this corporation is: San Francisco Lesbian/Gay Freedom Day Parade and Celebration Committee

Article II - Purposes

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The specific public purposes for which the corporation is organized include, but are not limited to: sponsoring and organizing events and activities focused on and around the last Sunday in June of each year, in commemoration of the action and spirit of the Stonewall Resistance of 1969--the symbolic renewal of the Lesbian/Gay Rights movement; to coordinate, facilitate and serve the community by providing the mechanism for the parade/march and celebration/rally within which the diverse elements of the community can present themselves--each in their own way; to organize and sponsor events which promote the full expression by lesbians and gay men of their social and civil rights and to educate and inform the general populace regarding our communities and the rights, responsibilities and contributions of lesbians and gay men in our culture, both past and present; and for all other legal and charitable purposes.

Article III - Agent for Service of Process

The initial agent for service of process for the corporation, and his mailing address, is: David Yamakawa, 582 Market Street, Suite 410, San Francisco, CA 94102.

Article IV - Dedication

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member of this corporation, or to the benefit of any private individual.

Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit organization that is organized and operated exclusively for charitable and public purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the Revenue and Taxation Code of the State of California, if domiciled within this state.

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Article V - Limitations

(a) This Corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities 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 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

(b) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for political office.

Dated: March 4, 1985

[SIGNED] by the following incorporators:

Linda Boyd, Neil Fullagar, Carmen Vazquez, Richard Gorin, Autumn E. Courtney,
Reid Condit, Jose Julio Sarria, Ken Jones, Konstantin Berlandt, Jonna Harlan,
Barbara M. Cameron

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Bylaws

ARTICLE I OFFICES

The principal office for the transaction of business for the Corporation shall be located in the City and County of San Francisco, California.

ARTICLE 2 FISCAL YEAR

The fiscal year of the Corporation shall run from October 1 through September 30.

ARTICLE 3 MEMBERSHIP

Section 1. Classification of Members. This corporation shall have one class of members with voting rights as specified in these Bylaws. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. The Board of Directors may, by resolution, establish one or more categories of non voting associates who may be referred to as "members", and provide for their rights and obligations (including the obligation to pay dues); however, the terms "member" and "membership" as used in these Bylaws, shall refer only to voting members.

Section 2. Qualifications for Membership. Membership shall be open to any individual who (1) is of legal age to enter into a binding contract; and (2) subscribes to the purposes of the Corporation; and (3) informs the Corporation of their legal name and address.

Section 3. Admittance of Members. Any application for membership must be made in writing and may be submitted to the Board of Directors at any time. The Board or a person or committee authorized by the Board will review each application and, if appropriate, certify that the applicant meets the qualifications for membership in accordance with Section 1 and 2 above. Membership shall commence upon such certification and upon payment of any required dues.

Section 4. Membership Dues. Each member must pay to this Corporation, within the time and on the conditions set by the Board, dues and fees in amounts to be fixed from time to time by the Board. Such dues and fees shall be equal for all members of this Corporation. The Board may determine the conditions under which any payment of dues shall be refundable.

Section 5. Assessment. Membership in this Corporation shall not be assessable.

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Section 6. Good Standing. Those members who have paid the required dues and fees, if any, and who are not suspended, shall be members in good standing of this Corporation.

Section 7. Membership Roster. This Corporation shall keep a membership roster containing the name of each member and the last address provided to this corporation by the member for purposes of notice. The roster shall indicate whether a member is in good standing from time to time.

Section 8. Nonliability of Members. No member of this Corporation shall be personally liable for the debts, liabilities, or obligations of this Corporation.

Section 9. Transferability of Memberships. Membership in this Corporation, or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

Section 10. Termination of Membership. Membership in the Corporation shall continue until terminated as provided in this Section, or until the member dies, or resigns in writing delivered to the Secretary or President of this Corporation. No such resignation shall relieve the resigning member of any financial obligations of such member to this Corporation.

A. Basis for Termination. Membership in the Corporation shall terminate upon the occurrence of any of the following events or conditions.

i. **Expiration.** If a membership is issued for a period of time, such membership shall terminate when such period of time has elapsed, unless such member elects to renew the membership.

ii. **Failure to Qualify.** On a good faith finding by the Board of Directors, made in accordance with this Section, that a member no longer meets the qualifications set forth in Article 3 Sections 1 and 2, such member's membership in this corporation shall terminate.

iii. **Interests of Corporation.** On a good faith finding by the Board of Directors, made in accordance with this Section, that continued participation by the member in this Corporation as a member is not in the best interests of this Corporation, such member's membership in this Corporation shall terminate.

B. Termination Procedures. In the case of proposed termination of a membership under subsection A ii or iii above, the following procedures shall apply.

i. **Notice.** This Corporation shall send a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place of the hearing described in the next subsection. Such notice shall be sent at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing, by first class or registered mail, to the last address provided by the member to the Corporation for purposes of notice.

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ii. **Hearing.** The member shall be given an opportunity to respond, either orally or in writing, not less than five days before the effective date of the proposed termination, to the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective immediately on the proposed date of termination.

iii. **Determination.** Following the hearing date, the Board (or the person or committee authorized by the Board to decide whether the proposed termination will take place) shall decide whether or not the member should in fact be terminated, suspended, or sanctioned in some other way. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member on the Corporation shall cease on the effective date of the termination stated in the notice given pursuant to Section B, i. above.

iv. **Refund.** The Board may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues already paid. Any refund shall be prorated to return only the accrued balance remaining for the period of the dues payment.

**ARTICLE 4
MEMBERSHIP RIGHTS**

Section 1. Voting Rights. Subject to these Bylaws and this Corporation's other policies and procedures, members of this Corporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of directors;
- (b) the removal of directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law;
- (c) any amendment to these Bylaws, and all amendments to the Articles of Incorporation of this Corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;
- (d) the disposition of all or substantially all of the assets of this Corporation;
- (e) any merger of this Corporation;
- (f) any dissolution of this Corporation; and
- (g) any other matters that may be presented to members to vote, pursuant to this Corporation's Articles, Bylaws, or action by the Board of Directors, or by operation of law.

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Section 2. Inspection Rights.

A. Articles and Bylaws. This Corporation shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of this Corporation, which shall be open to inspection by members at all reasonable times. If this Corporation has no principal office in California, the Secretary shall furnish such copies to any member on written request therefor.

B. Accounting Records; Minutes. On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this Corporation and the minutes of the proceedings of the members, the Board, or any Board or Advisory Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.

C. Membership Records. The right of members to have access to membership records of this Corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

Section 3. Other Rights. In addition to the rights described in these Bylaws, members of this Corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5

MEMBER MEETINGS AND VOTING

Section 1. Member Voting. Each member in good standing shall have one vote on each matter on which members are entitled to vote. Unless modified by resolution of the Board of Directors under Section 5 B, C, or D, the member must have qualified for membership 60 days prior to any meeting at which voting rights shall be exercised.

Section 2. Annual Member Meetings. An annual meeting of the membership will be held at a date, place, and time determined by the Board of Directors, for the purpose of electing directors, considering proposed amendments to the bylaws, any business proposed by the board prior to notice and any other proper matter proposed at the meeting for action.

Section 3. Regular Meetings. Regular meetings shall take place on the dates and times set by annual calendar, recommended by the Board and ratified by the membership at its annual meeting.

Section 4. Special Meetings.

A. Who May Call. Special meetings of the members may be called (1) by the Board of the Directors or the President, or (2) on the written request of five percent of the membership.

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B. Procedures For Calling Special Meetings Requested by Members. If a special meeting is called by members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted, either personally or by registered mail or by facsimile transmission, to the President any Vice President, or the Secretary of this Corporation. The requested meeting will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors or the President.

Section 5. Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

A. Notice of Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to notice for that members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall not be less than ten, nor more than ninety, days before the date of that meeting.

B. Voting at Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall not be more than 60 days before the date of the meeting.

C. Voting by Written Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall not be more than 60 days before the day on which the first written ballot is mailed or solicited.

D. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlement, the record date shall not be more than sixty days before the date of such other action.

Section 6. Time and Manner of Notice of Meetings The Secretary shall give notice of each members meeting to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting.

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A. Method of Notice: Notices shall be delivered to the last address provided by the member to the corporation for the purpose of notice. Notices may be delivered in person or in writing (section 8,20,21 California Corporate Code). Pursuant section 8 California Corporate Code, written notice may include electronic communication as well as first-class, registered, or certified mail.

B. Notice of Annual General Meetings: Notice of the annual general meeting shall be provided not less than twenty days prior to the annual general meeting and after the close of nominations for directors pursuant to Article 6 Section 4 of these Bylaws.

C. Notice of Monthly Member Meetings: Notice of the monthly membership meetings shall be provided not less than ten nor more than ninety days before the date of such a meeting.

D. Notice of Special Member Meetings: Notice for special member meetings shall be provided not less than thirty and no more than ninety nor more than ninety days prior to the meeting.

Section 7. Contents of Notice. The notice shall state the place, date and time of the meeting and:

A. Annual General Meeting: In the case of the annual general meeting, the notice shall also include the names of all those who are nominees for director, proposed amendments to the Bylaws, and any other matters which the board, intends to present for action, however, any proper matter may be presented at the annual general meeting.

B. Special Meetings: In the case of special meetings the notice shall also state the general nature of the business to be transacted. No other business may be transacted at special meetings.

Section 8. Notice of Certain Actions Required. Unless the vote of the membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend this Corporation's Articles of Incorporation, or (d) to voluntarily dissolve this Corporation.

Section 9. Member Quorum. One third of the memberships then in effect or a number equal to a quorum of the Board of Directors presently in office, shall constitute a quorum of the members. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

Section 10. Act of the Members. Every decision or act made or done by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws require a greater number.

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Section 11. Manner of Voting.

A. Voting at Meetings. Voting at meetings may be by show of hands or by secret ballot, provided that any election of directors, and any other vote designated by the chair of the meeting, at their discretion, or requested by ten percent of the voting power present at the meeting, shall be conducted by secret ballot.

B. Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the members.

C. Cumulative Voting Prohibited. Cumulative voting shall be prohibited.

D. Action by Written Ballot Without a Meeting.

i. **General.** Any action required or permitted to be taken by members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.

ii. **Content of Written Ballots.** Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

iii. **Time for Return of Ballots.** All written ballots shall provide a reasonable time within which to return them to this Corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

iv. **Requirements for Valid Action.** Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

v. **Solicitation Rules.** Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

vi. **Revocation of Written Ballots.** If a member who has cast a written ballot desires to change his or her vote, the member may do so provided he or she so notifies the Secretary of this Corporation in writing prior to close of the balloting period and casts a new ballot within the balloting period.

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E. Election Ballots. Any ballot used in the election of directors shall set forth the names of the candidates who have been properly nominated.

Section 12. Waiver of Notice or Consent by Members.

A. General. Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting signs (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 8 of this Article, in which case the waiver of notice must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

B. Effect of Attendance at Meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 8 of this Article, if that objection is expressly made at the meeting.

Section 13. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members at a meeting, may be taken without a meeting if all members shall individually or collectively consent in writing to the action. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes.

**ARTICLE 6
BOARD OF DIRECTORS**

Section 1. Corporate Powers; Exercise by Board. This Corporation shall have powers to the full extent allowed by law. All powers and activities of this Corporation shall be exercised and managed by the Board of Directors of this Corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number and Qualification of Directors. The number of directors shall not be less than three nor more than fifteen, with the exact number of authorized directors to be fixed from time to time by resolution of the Board of Directors. Directors of this Corporation must be members of this Corporation in good standing at the time of their election.

Section 3. Limitations on Interested Persons. At all times, not more than forty-nine percent of the directors of this Corporation may be interested persons. An interested person means either:

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(a) any person currently being compensated by this Corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Nomination of Directors. General Nominations Procedures. Nominations for directors shall be opened at the July General Planning Meeting and close at the August General Planning Meeting. Subject thereto, nominations may be made in person at any General Planning Meeting or in writing at any General Planning Meeting or mailed to the offices of the corporation postmarked by the closing date for nominations

Section 5. Election and Term of Office of Directors.

A. Term Limits. A duly elected member of the board shall serve a term of 3 years. No director may serve for more than 6 consecutive years (two terms). If a director was appointed to the board prior to an election this term of service shall not be counted towards the total of 6 consecutive years.

B. Election. An incumbent director in the 3rd year of their first term who seeks to serve on the board for another term shall be placed on the ballot for reelection at each Annual Meeting of the members. If all of the vacancies are not filled at the Annual Meeting, directors may be elected at any special meeting of the members or by written ballot.

Section 6. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors (unless the vacancy was created by removal of a director by the members) or by the members. Such a director shall be placed on the ballot at the next Annual Meeting and shall not otherwise be considered an "incumbent director" for the purposes of Section 5 of this Article.

Section 7. Resignation and Removal of Directors. Resignations shall be effective upon receipt in writing by the President or the Secretary of this Corporation, unless a later effective date is specified in the resignation. The members may remove any director at any time, with or without cause. If there are fewer than fifty members, the vote of a majority of all members shall be required to remove a director. A director may also be removed by resolution of the Board if, on a good faith finding by the Board, the director in question shall be in breach of his/her obligations under his/her Board Agreement (or similar policy) which s/he shall have undertaken to adhere to.

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Section 8. Annual Board Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the President or any two directors, and noticed in accordance with Section 10 of this Article.

Section 9. Regular Board Meetings. Regular meetings of the Board shall be held monthly.

Section 10. Special Board Meetings. Special meetings of the Board of Directors may be called by the President or any two directors, and noticed in accordance with Section II of this Article.

Section 11. Notice. Notice of the Annual Meeting, any special meetings, or any change in date, place, or time of a previously scheduled regular meeting of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 12. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consent, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 13. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the Board of Directors, except as otherwise provided in Article 6, Sections 6 and 14; Article 7, Section 1; Article 9, Section 3; Article 10, Section 2; and Article 12, Section 4, of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 14. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any director interested in a transaction so approved) shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

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Section 15. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and
- (c) this Corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, and (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

Section 16. Standard of Care.

A. General. A director shall perform the duties of a director including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this Corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters the director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 9 below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the

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foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this Corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this Corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Corporation.

Section 17. Director Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation.

Section 18. Compensation of Directors. The Board of Directors may authorize, by resolution, the payment to a director of a reasonable fee for services and expenses as a director and for attending meetings of the Board and Board Committees, as permitted under California Nonprofit Public Benefit Corporation Law.

**ARTICLE 7
COMMITTEES**

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) fill vacancies on the Board of Directors or on any Board Committee;
- (c) fix compensation of directors for serving on the Board or any Board Committees
- (d) amend or repeal these Bylaws or adopt new Bylaws;
- (e) approve amendments to the Articles of Incorporation of this Corporation.
- (f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (g) create any other Board Committees or appoint the members of any Board Committees;

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(h) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this Corporation;

(i) make a decision or act (or omit to act) in any way so as to bind (legally or otherwise) the Corporation, the Board of Directors, the Executive Committee, an Officer, or any other committee, except and insofar as expressly authorized in writing by either the Board of Directors or Executive Committee;

(j) authorize any expenditure or accept any donation, sponsorship, or other transfer of property (cash or otherwise), except and insofar as expressly authorized in writing by either the Board of Directors or Executive Committee.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements of Section 3 of Article 9 of these Bylaws, provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements in Section 3 of Article 9 and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article 6 of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. The Chair or convener of an Advisory Committee shall give the membership proper notice of a meeting of that Advisory Committee at least ten days prior to that meeting. Minutes shall be kept of each meeting of any Advisory Committee and shall be filed with the corporate records.

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The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

**ARTICLE 8
OFFICERS**

Section 1. Officers. The officers of this Corporation shall be President, Vice President, Secretary, and Treasurer. The Corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Election. The officers of this Corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall be the chief executive officer of this Corporation and shall, subject to control of the Board, generally supervise, direct, and control the business and other officers of this Corporation. The President shall preside all meetings of the members and the Board of Directors. The President shall be a member of all Board Committees, shall have the general powers and duties of management usually vested in the office of President of the corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Vice President. The Vice President shall, in the absence of the President, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

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Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members and the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this Corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this Corporation's properties and business transactions, shall render reports and accounting as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**ARTICLE 9
PROHIBITED TRANSACTIONS**

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Selfdealing Transactions. Except as provided in Section 3 of this Article, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A selfdealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 5233 (b) of the California Nonprofit Public Benefit Corporation Law.

Section 3. Approval. This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this Corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this Corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

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**ARTICLE 10
INDEMNIFICATION AND INSURANCE**

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this Corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning, as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this Corporation in defending any proceeding prior to final disposition, if the Board finds that.

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this Corporation's power to indemnify the agent under law.

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**ARTICLE 11
GRANTS ADMINISTRATION**

Section 1. Purpose of Grants. This Corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this Corporation's Articles of Incorporation.

Section 2. Exclusive Power in the Board of Directors. The Board of Directors shall have exclusive control over grants, contributions, and other financial assistance given by this Corporation. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this Corporation's Articles of Incorporation.

Section 4. Accounting Required. The Board of Directors may require that grantees furnish a periodic accounting to show that the funds granted by this Corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. This Corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the Corporation from solicitations for specific grants shall be regarded as for the use of this Corporation and not for any particular organization or individual mentioned in the solicitation. This Corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this Corporation has approved in advance the charitable activity for which the donation was made.

**ARTICLE 12
MISCELLANEOUS**

Section 1. Contracts, Notes, and Checks. All contracts entered into on behalf of this Corporation must be authorized by the Board of Directors and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this Corporation shall be signed by two members of the Executive Committee or by the Executive Director and one member of the Executive Committee.

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Section 2. Annual Reports to Members and Directors.

A. Financial Report. Unless this Corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this Corporation's fiscal year, the Board shall furnish a written report to all of the directors and members of this Corporation containing the following information:

- (i) the assets and liabilities, including the trust funds of this Corporation, as of the end of the fiscal year;
- (ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (iii) the revenue or receipts of this Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (iv) the expenses or disbursements of this Corporation, for both general and restricted purposes, for the fiscal year; and
- (v) any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation.

If this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, the report described above must be furnished only to the directors and any member who requests it in writing.

B. Report of Certain Transactions. Unless this Corporation furnishes the report required by subsection A above, within 120 days after the end of this Corporation's fiscal year, the Board shall furnish a written report to all of the members and directors of this Corporation containing, the following:

- (i) a description of any transaction during the previous fiscal year involving \$50,000.00 or more between this Corporation (or its parent or subsidiary, if any) and any of its directors or officers (or those of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this Corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and where practicable, the value of such interest; and
- (ii) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000.00 that were paid during the fiscal year to any director or officer of this Corporation, and that were not approved by the members of this Corporation. If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

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Section 3. Amendments. Amendments to these Bylaws may only be adopted by the members at the annual general meeting. Such amendments, along with any modifications thereto, shall require a supermajority of at least two thirds (2/3rds) of the eligible voting members attending the annual general meeting. If a proposed Bylaw amendment is to be considered, it shall be submitted in writing (Pursuant to Article 5, Section 6 of these Bylaws) to the persons eligible to vote thereon. Modifications to any properly noticed Bylaw amendment that may be proposed at the annual general meeting are not subject to the Article 5, Section 6 notification requirements of these Bylaws so long as they remain within the scope and intent of the initial notification.

Section 4. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

Amendment to Article 6. Section 5. Adopted by the membership at AGM - 09/17/2016

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Standing Rules

- I. Directors shall not be compensated for their services as Directors, except that they shall be entitled to claim reasonable reimbursement of any actual out of pocket costs incurred by them in the performance of their services, so long as said costs are budgeted for, are in accordance with the policy from time to time in force in relation to expenses and are verified by receipts.
- II. Directors may furnish goods and/or services to the corporation provided such goods and/or services are provided at cost. Where such goods and/or services are offered from a business owned by or managerially controlled by a director, or where such goods or services are of a unique nature and must be provided by a Board member in the performance of their regular profession or work the following must be observed: The proposal to provide such goods or services must be submitted in writing as a sealed bid to the Executive Director. Other bids will then be solicited in line with the established policy from time to time in force. The Executive Director will then make a recommendation to the Board.
- III. All discussions relating to bids, services, work, grants, sponsorships, techniques, reviews, mediations, and/or other sensitive matters discussed during closed (executive session) of the Board shall be kept strictly confidential. Violation of this confidentiality shall be cause for the immediate removal from the Board or dismissal from the staff.
- IV. Paperwork and the detail of all bids, work and/or services and goods or intellectual property will remain the property of the corporation whether created by volunteers, an outside service, or staff of the corporation. No member may use the corporation's logo or other intellectual property without express written permission.
- V. If a member has committed to represent the corporation at an event or function and either the whole or part of the cost of attending shall be borne by the corporation and the member shall not carry out their commitment, s/he will be personally liable for the cost of attending.
- VI. All matters regarding personnel issues, grievance investigations and expulsion procedures shall be discussed in closed (executive) session by the Board and the record of those sessions shall not be open to the public for inspection.
- VII. All Board Meetings shall use the following consensus model for decision making:

CONSENSUS MODEL FOR DECISION MAKING:

When it appears that the group is nearing consensus or when a voting member has asked that the group move to consensus, the facilitator shall ask:

- A. Is there any further discussion?
- B. Are there any objections? (Does anyone wish to stand aside?)
- C. Do we have consensus?

A voting member may only block consensus if s/he has an alternative suggestion. If the alternative also does not produce consensus, another motion must be presented or the issue must be dropped/tabled. If an individual cannot support the consensus statement but does not wish to block consensus s/he may stand aside. The objections shall be noted in the minutes.

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Friendly amendments can be offered (if appropriate), though the person who initiated the motion is not obligated to accept them.

If a tabled issue is still at an impasse at the following meeting, a voting member must make a motion on which the group will vote. The motion requires a simple majority to pass (unless otherwise noted in the bylaws).

If an issue is at an impasse and is time-sensitive (i.e., it cannot be tabled to a future meeting), a voting member must make a motion on which the group will vote. The motion requires a simple majority to pass (unless otherwise noted in the bylaws).

The consensus model shall use the following ground rules:

- D. Participants should not speak out of turn. The facilitator will recognize hands in the order in which they were raised. Those who have not spoken on an issue will be given the option to do so before anyone speaks a second time.
- E. Comments should be brief, respectful, and relevant to the topic being discussed. Participants should avoid repetition and focus on closure.
- F. The facilitator shall put time limits on the discussion and choose a timekeeper. The time for discussion can be extended by group consensus.
- G. Participants should accept decisions with which they can live to avoid debating minutia.
- H. When appropriate, the facilitator may call a break in the meeting to allow the person blocking consensus and the person initiating the motion to try to work out an alternative together.
- I. Everyone is equal.
- J. Derogatory personal comments are inappropriate.
- K. In groups of 20 or more, the decision-making process uses a modified form of consensus. An individual who blocks consensus must still offer an alternative. One alternative may be a suggestion to use Robert's Rules of Order to resolve the issue under consideration. If the group (less the block) rejects the alternative, the group may then resolve to override the block for a "modified consensus minus one." If two individuals block consensus, the standard form of consensus shall be used.

It is a good idea for someone to read these rules aloud at the beginning of a meeting, especially when new people are present. All Board members should receive training in these rules at the Board retreat.

VIII. Procedures for the formulation of the Agenda of meetings of the membership

- A. Every meeting of the membership shall have a written agenda
- B. The agenda shall consist of:
 - 1. Standing Items
 - 2. Old Business
 - 3. New Business
- C. Standing Items shall be items which either the general membership and/or board resolves at a prior meeting be placed upon the agenda at subsequent meetings.
- D. Old Business shall be items of business from previous meetings which shall not have been concluded and shall be added to the agenda by the board President.

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- E. New Business items shall be items not being either standing items or old business which it shall be in the purview of the membership to discuss. New business items shall be added to the agenda by the board President, the board or by any three general members.
 - F. Items of new business may be added to the agenda if communicated to the board President in writing fourteen days prior to the published date of the meeting. Communication may be in the form of a letter and where an addition is being proposed by three general members each must sign a letter requesting such addition.
 - G. No item(s) shall be added to the Agenda at the meeting.
- IX. Each and every meeting of the organization shall have a chairperson appointed to run the meeting and such person may at any time for any cause whatsoever and at her/his absolute discretion adjourn such meeting.
- X. It shall be the policy of this corporation not to discriminate against any person or groups on the basis of race, color, creed, age, national origin, disability, sexual orientation, affectional preference, gender, religion, marital, or parental status.
- XI. It shall be the policy of the corporation to offer dates, times and places of regular and special meetings to the media for publication.
- XII. It shall be the policy of this corporation that the chair of any meeting shall honor any request from any member for a secret ballot rather than a show of hands for purposes of voting.
- XIII. *Transitional Statement- to be removed after the 2019 AGM*
- A. Board members elected in 2014 and 2015 have a term set to 1 year from the time of the 2016 AGM
 - B. Board members elected in 2016 that were incumbents at the time of the election have a term set to 2 years from the time of the 2016 AGM
 - C. Board members newly elected in 2016 will draw lots at the time of adoption of this policy to determine which members have their terms set to 2 or 3 years from the time of the 2016 AGM
 - 1. 3 of these members will have their terms set to 2 years
 - 2. 4 of these members will have their terms set to 3 years

*Revised 1/5/10
Revised 4/3/12
Revised 9/6/13
Revised 6/3/14
Revised 7/8/14
Revised 8/4/15
Revised 11/02/16*

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Mission Statement

The Mission of the San Francisco Lesbian, Gay, Bisexual, Transgender Pride Celebration Committee is to educate the World, commemorate our heritage, celebrate our culture and, liberate our people.

Approved 09.14.98

Amended 03.09.99

Amended 08.19.99

Amended 09.07.99

Redrafted 01.08.01

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Objectives and Goals

The objectives & goals of this corporation shall include:

- I. To organize, sponsor, and participate in events which promote full expression of the social and civil rights of Lesbian, Gay, Bisexual, and Transgender People.
- II. To educate and inform the general population about the rights, responsibilities and contributions of Lesbian, Gay, Bisexual and Transgender People in our society, both past and present.
- III. To create a welcoming, sharing, and accepting organization for our diverse community to come together and work within a focused framework to implement the purposes of this Corporation.
- IV. To provide reasonable and sufficient outreach to the Lesbian, Gay, Bisexual, and Transgender communities about the organization itself, its purposes and intents, and all events and activities sponsored by it; and to encourage ongoing community involvement in the planning process.
- V. To make every reasonable attempt to accommodate people with special needs. When selecting sites for all meetings, public offices and fundraising events, every reasonable attempt shall be made to maintain physical accessibility.
- VI. To strive to maintain gender and ethnic diversity on the Board of Directors, in Advisory Committees, among Significant Volunteers, and in considering business entities and individuals with whom business relationships are established.

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Committee Structure

I. The Board

- A. The Board consists of those persons elected by the members or appointed by the Board under the Bylaws. These people are the directors of the corporation.

II. The Board Committees

- A. The authority of the Board Committees is limited by the Bylaws (A.2. Article 7. Section 1), and in case of any conflict between this policy and the Bylaws, this policy is in all ways subordinate to the bylaws.
- B. Board committees are the ‘standing committees of the Board’. Unless otherwise specified herein, all committee chairs are appointed by a vote of their respective committee members at the first committee meeting following the October Board meeting. The Board may decide, from time to time and by resolution that one or more of the standing committees may be co-chaired by additional Board member(s).
- C. The Board committees are:

Budget & Finance

The Budget & Finance Committee is chaired by the Treasurer and is responsible for budget preparation and financial strategy and oversight of the corporation.

Policies & Procedures

The Policies and Procedure Committee is responsible for keeping the structure of the corporation under review and the formulation, maintenance and enforcement of policy.

Personnel

The Personnel Committee is chaired by the President and is responsible for monitoring the human resources strategy of the corporation. This would include the monitoring of the performance of the Executive Director and oversight of their management of the other staff. The Executive Director will report to the Personnel Committee on matters of recruitment and review of staff and the engagement of contracted services. The Personnel Committee also acts as the grievance committee.

Community Affairs

The Community Affairs Committee is responsible for reviewing membership applications and making recommendations to the Board for the acceptance/rejection of applications and for renewals. The Community Affairs Committee also oversees the membership program of the

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organization by creating and determining member benefits, devising a membership card and conducting membership roadshows. The Community Affairs Committee is also responsible for developing the organization's outreach strategy and conducting community rap sessions and forums. The Community Affairs Committee is also responsible for the organization's newsletter.

Long Range Planning

The Long Range Planning Committee is co-chaired by the duly elected Board committee chair (A.06.II.B) and Executive Director. The Committee is responsible for developing, monitoring and reviewing strategies for long range planning for the organization, including an organizational strategic plan.

Nominating

The Nominating Committee is co-chaired by the President and Vice President who may delegate this responsibility to another member of the committee and is responsible for identifying qualified candidates for the board by devising and implementing a plan for strategic board recruitment. The aim of the Nominating Committee is to identify a diverse range of potential candidates so that, ultimately, the leadership of the organization reflects the diversity of the communities it represents. In doing so the Nominating Committee is responsible for devising a recruitment matrix (identifying all the skills the Board is seeking), putting together a Board recruitment pack, meeting with prospects and making recommendations to the Board. The Nominating Committee is also responsible for the orientation, continued support and mentoring of new Board members.

Audit The Audit Committee is chaired by an individual appointed by the Board of Directors and, subject to the supervision of the Board of Directors, is responsible for recommending to the Board of Directors the retention and termination of the independent auditor and negotiating the independent auditor's compensation, on behalf of the Board of Directors. The Audit Committee also confers with the auditor to satisfy its members that the financial affairs of the corporation are in order, reviews and determines whether to accept the audit, assures that any non-audit services performed by the auditing firm conform with applicable standards for auditor independence, and approves performance of non-audit services by the auditing firm. The Audit Committee may include persons who are not members of the Board of Directors, but the member or members of the Audit Committee shall not include any members of the staff, the President or the Treasurer. During any period in which a non-director serves as a member of the Audit Committee, all of the committee's actions are subject to the supervision of the board. Members of the Budget & Finance Committee may serve on the Audit Committee;

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however, the Chairperson of the Audit Committee may not be a member of the Budget & Finance Committee and members of the Budget & Finance Committee shall constitute less than one-half of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the corporation in excess of the compensation, if any, received by members of the Board of Directors for service on the Board and shall not have a material financial interest in any entity doing business with the corporation.

Development

The Development Committee is responsible for identifying new funding opportunities for the corporation.

III. Non Board Member Committee Attendance

- A. Only a director may serve as a member of a board committee (except in the case of the audit committee see A.06.II.7); however, a non-director may be specifically invited by the board, on a case-by-case basis, to:
 - 1. appear as a guest at one or more board committee meetings
 - 2. give input to a board committee
 - 3. participate in board committee work and deliberations, in each case as long as the non-director does not have board committee membership rights (e.g., voting rights on the committee)

IV. Advisory Committees

- A. The board may from time to time create one or more advisory committees to the board of directors. These committees may consist of board members and general members of San Francisco Pride in good standing.
- B. The board shall appoint all members of advisory committees.
- C. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the corporation, but shall be restricted to making recommendations to the Board or Board Committees.

*Amended 3/4/14
Amended 12/2/14
Amended 6/3/14*

Tertiary Rules Relating to the Nominating Committee

I. General

In general the Nominating Committee (NC) is established to identify qualified candidates for the San Francisco Pride Board by devising and implementing a plan for Strategic Board Recruitment/Development. The aim of the NC is to identify a diverse range of potential candidates so that, ultimately, the leadership of the organization reflects the diversity of the community it represents.

II. Authority

These rules shall be read in conjunction with and be subordinate in all respects to the Articles of Incorporation and By-Laws

III. Membership

The NC shall consist of Board Members, the Executive Director and others appointed by the Board. No one may serve on the Nominating Committee who shall be seeking nomination. The NC shall be chaired by the president and vice-president for the time being of the organization either of whom may delegate this responsibility to another member of the committee

IV. Specific Responsibilities

Specifically the NC shall:

- A. Construct a Board Profile/Assessment Matrix identifying the talents and demographics desired on the Board.
- B. Develop profiles and script Profile Templates.
- C. Research candidate sources.
- D. Develop referral networks.
- E. Contact prospects. First contact to be made by the Board President and 1 other member of the committee, in an informal setting to conduct a “pre-screen” and to advise prospects as to the process. Second contact to be a meeting with the committee as a whole (other Board members to be advised when such meetings are occurring and welcome to attend).
- F. Select potential candidates and recommend/endorse them for selection/election. Prospects shall be notified of the decision of the Nominating Committee prior to the Board meeting at which the recommendation is to be made.
- G. Ensure that new board members receive adequate orientation and continuing mentorship during their first year of board membership. Orientation to be conducted by the Board President, the Executive Director and the Board Member who had been selected to be the mentor for the new Board Member in question.

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V. Procedure

In performing its work the Committee shall conduct all necessary communications in order to achieve its tasks, cause proper records to be kept of its activities and supply such written reports as may from time to time be required by the Board and Executive Committee.

The Executive Director shall be a member of the Committee and assist the Committee with its work but shall not be a voting member of the Committee.

Subject to all the above, the Committee shall regulate its procedures as it sees fit.

All prospects must attend a minimum of 1 board and 1 general planning meetings to qualify for recommendation from the NC. This step must either take place either between first and second contact described above, or counted from previous meetings attended as a member in good standing.

*Revised 11.05.01
Revised 02.05.02
Revised 6/3/14*

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Co-Chair Job Descriptions

All Co-Chairs of sub-committees shall:

- I. Chair meetings of their sub-committee.
- II. Ensure that meetings of their sub-committee happen regularly and that a calendar of meetings for the forthcoming production cycle is delivered to the office by January 1 each year specifying the date, time and venue of meetings.
- III. Keep a roster of the members of their committee complete with contact details for all such members.
- IV. Ensure that all meetings of their sub-committee are minuted and a copy of minutes are delivered to the office within 7 days of any such meeting.
- V. Be conversant with and adhere to the policies and procedures of the organization, and communicate them, where necessary and appropriate, to the members of their sub-committee.
- VI. Attend the general planning meetings of the corporation.

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Board Agreement

As a Director of the Board of the San Francisco Lesbian, Gay, Bisexual, Transgender Pride Celebration Committee Inc.,
I, _____, swear to the best of my ability, to:

1. Familiarize myself with and uphold the Mission Statement, Articles of Incorporation, By Laws, and Standing Rules and other policies and procedures of the Corporation;
2. Act in the best interest of the organization;
3. Assume a leadership role;
4. Demonstrate fiscal responsibility in budgetary and other financial matters concerning, the organization and its functions and events;
5. Review and uphold all current Board policies, including but not limited to these specific areas of concern:
 - a. Keys/Keycards (H.01 & H.02)
 - b. Letterhead (H.03)
 - c. Meetings (B.06.IV)
 - d. Confidentiality (B.05)
 - e. Media Comment & Public Speaking (G.01)
 - f. Financial Procedures (C.01)
 - g. Conflict of Interest (B.02)
 - h. Code of Conduct (B.01)
 - i. Behavior at Meetings (B.08)
 - j. Event Conduct (E.05)
 - k. Email (G.02)
 - l. Internal Communications (G.04)
 - m. Board Responsibilities (B.06)
6. Adhere to all codes of conduct or ethics as adopted;
7. Attend regular Board meetings, on time;
8. Take the initiative to stay well-informed concerning the organization and its business, including:
 - a. Reviewing minutes, reports and other printed materials received prior to attending a meeting at which said materials are on the agenda;
 - b. Calling and stopping by the office for my mail and messages on a regular basis;
 - c. Regularly, and in a timely fashion, responding to communications from the organization and other directors;
9. Be honest and direct in my communications with other directors, members and staff;
10. Work as a team member, demonstrating by my behavior in committees, at meetings, in public and in private my willingness and ability to support fellow directors, members, and staff in the work of the organization;
11. Serve on at least one standing committee of the Board during my first year and two during my second and subsequent years;
12. Serve on other committees as my skills and schedule allow; and
13. Devote at least two days during this year's tenure to significant volunteer recruitment and public relations work in a public venue or at another L/G/B/T event or function.
14. Promote the positive public image and positive public relations of the organization.
15. Volunteer time as requested by the Board President and/or Executive Director.
16. Support the organization's special fundraisers and events.
17. Maintain a high degree of familiarity with issues, concerns and trends in the community.
18. Serve the organization without expectation of financial compensation or benefit to oneself, family and spouse/domestic partner for their service as a member of the Board of Directors.
19. Agree to be mentored during my first year of board service and attend an orientation
20. Each Board of Director is responsible for giving or getting a minimum of \$500 in donations per year. This can be cash or in-kind donations and the responsibility can be met by working on one of SF Pride's fundraising events.
 - a. At its discretion, the Board can waive all or part of a year's requirement on an individual basis.

The term "Serve" as used above shall mean physical attendance at meetings and completing assigned tasks.

By my signature I acknowledge my understanding and commitment to follow through on each of the above and that my failure to do so may result in my removal from the Board by resolution of the Board, General Members or otherwise. _____

Signature _____

Printed Name _____

Date _____

**San Francisco Lesbian, Gay, Bisexual, Transgender
Pride Celebration Committee, Inc.**

Non-Discrimination Policy

San Francisco Pride shall not discriminate in its human resources practices, policies, procedures, program delivery or otherwise on the basis of the fact or perception of a person's race, color, creed, religion, national origin, ancestry, age, sex, sexual orientation, gender identity, domestic partner status, marital status, disability, or Acquired Immune Deficiency Syndrome, or HIV status.

Approved at Board Meeting 10.15.99

**San Francisco Lesbian, Gay, Bisexual, Transgender
Pride Celebration Committee, Inc.**

Procedures for Nominating and Electing Directors

- I. Nominations for Vacant Seats
 - A. Members in good standing of the San Francisco Lesbian Gay Bisexual and Transgender Pride Celebration Committee (SFLGBTGCC) may nominate candidates for election to those seats on the board of directors that will be vacant as of the annual general meeting in September.
 1. "Vacant seats" shall include the following:
 - a) Those created by the imposition of term limits [A.02. Bylaws, Article 6. Section 5.]
 - b) Those currently held by appointees not elected by the members at the last Annual General Meeting (AGM).
 - c) Those created by the resignation or removal of directors since the last AGM.
 - d) Those seats otherwise vacant as of the AGM.
 2. Members in good standing are those members whose membership has not been suspended for any reason.
 - B. The corporation must receive a member's application for membership, or renewal of membership, no later than sixty (60) days prior to the date of the meeting at which votes are cast to qualify a member as eligible to vote.
 1. To be in good standing, a member must have paid in full all dues or fees, if any, levied by the board of directors.
 2. All persons so nominated must be members of the corporation in good standing as of the date of the election.
 - C. To achieve its aims of diversity and inclusion, SFLGBTGCC shall encourage the nominations of candidates for vacant seats on the board of directors from all the communities it serves. Throughout the nomination and election process, SFLGBTGCC shall encourage members to consider the composition of the incumbent board of directors, and to identify communities which may be under-represented as they nominate and elect directors for vacant seats.
 1. Nominations shall open at the July general planning meeting, from which time SFLGBTGCC shall recognize verbal or written nominations from members in good standing at any general planning meeting, and written nominations mailed to the offices of the corporation and postmarked no later than the closing date for nominations.
 2. Nominations shall close at the August general planning meeting, after which time SFLGBTGCC shall no longer recognize nominations in any form.
 3. All members' nominations must be seconded by another eligible member.
 4. Candidates may neither nominate themselves nor second their own nominations.

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- D. Directors appointed by the board of directors since the last annual general meeting are automatically nominated by virtue of this policy.
 - 1. Directors so nominated must declare their intention to stand for election no later than the August general member meeting.
- E. SFLGBTGCC shall provide the membership with available information necessary to cast an informed vote, as outlined below. [A.02.Bylaws, Article 5, Section 6, B],[A.02.Bylaws, Article 5, Section 7, A]
 - 1. Notice of the Annual General Meeting shall be sent out to the membership no later than 20 days prior to the Annual General Meeting.
 - 2. The executive director shall encourage all duly nominated candidates to prepare written statements of intent and qualifications, detailing their professional experience and history of community service.
 - 3. Duly nominated candidates may submit written statements to the attention of the president and executive director no later than fifteen (15) business days prior to the date of the annual general meeting.
 - a) All statements submitted to the president and executive director prior to the membership notice for the annual general meeting shall be included in said notice.
 - b) For the avoidance of doubt, failure to submit a written statement does not disqualify an otherwise duly nominated candidate from standing for election at the annual general meeting.
 - 4. The secretary shall provide to the following items to the executive director no later than twenty (20) business days prior to the annual general meeting:
 - a) A report on director attendance at board of directors meetings since the last annual general meeting, where available.
 - b) A proposed calendar of membership meetings for the following year to be voted on during the business portion of the meeting.
 - (1) Creation of calendar shall be tasked to the Community Affairs Committee.
 - c) All properly proposed Bylaws amendments [A.02.Bylaws, Article 12, Section 3].
 - (1) The compiling of properly proposed Bylaws amendments shall be tasked to the Policies & Procedures Committee.
 - d) Any other matters which the board, intends to present for action. [A.02.Bylaws, Article 4, Section 7, A]
 - 5. The executive director shall provide the membership with access to the candidates' written statements and attendance records no later than ten (10) business days prior to the annual general meeting, and shall make these materials available at the annual general meeting.

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II. Designating Election Inspectors for Annual General Meeting

- A. The executive director shall serve as one of three (3) election inspectors at the annual general meeting.
- B. At the general planning meeting preceding the annual general meeting, the membership will appoint two (2) persons who are neither standing for election nor eligible to vote to serve with the executive director as election inspectors at the annual general meeting.
 - 1. Two (2) directors not standing for election may serve as alternates.
 - 2. Responsibilities of the election inspectors include:
 - a) chairing election-related portions of the annual general meeting,
 - b) verifying voter eligibility with the assistance of staff,
 - c) certifying ballots,
 - d) counting, tallying, recording, and announcing the results from the certified ballots,
 - e) overseeing compliance with all provisions of the corporation's bylaws, and
 - f) overseeing compliance with all provisions of these policies and procedures relating to the election of directors at the annual general meeting.
 - 3. The executive director shall brief the appointed election inspectors on the policies and procedures for the election of directors and the responsibilities of election inspectors.
- C. If the executive director is unavailable to serve as one of the three election inspectors, an officer of the corporation not seeking reelection at the annual general meeting shall assume the role, according to the following priority: president, vice president, secretary, treasurer.
- D. If no officer of the corporation is available to serve, members may select an election inspector at the annual general meeting among those neither standing for election nor eligible to vote.

III. Designating Election Observers for Annual General Meeting

- A. At the general planning meeting preceding the annual general meeting, the membership shall appoint two (2) persons who are not standing for election but who may be eligible to vote to serve as observers during the casting and tallying of ballots at the annual general meeting.
 - 1. Two (2) directors not standing for election may serve as alternates.
 - 2. Responsibilities of the election observers include:
 - a) observing all election processes including:
 - (1) voter eligibility verification,
 - (2) ballot certification,
 - (3) vote tally and count, and
 - (4) determination and announcement of election results, and
 - b) documenting and objecting to any irregularities in the election processes, especially violations of any provision of the corporation's bylaws, or any provision of these policies and

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procedures relating to the election of directors at the annual general meeting.

3. The executive director shall brief the designees on the policies and procedures for the election of directors and the responsibilities of election observers.

IV. Preparing Ballot for Annual General Meeting

- A. Ten (10) business days prior to the date of the annual general meeting, the executive director shall prepare a paper ballot listing the names of all member-nominated candidates, incumbent elected directors nominated by the board of directors to fulfill term limit requirements, and directors appointed since the last annual general meeting who wish to retain their seats.
- B. The ballot shall provide a place for members to indicate their votes in favor of individual candidates.

V. Preparing Agenda for Annual General Meeting

- A. In recognition of the limited time members may have available to cast their ballots, the president, with cooperation from the executive director and the executive committee, shall prepare an agenda for the annual general meeting that ensures voting may commence no later than thirty minutes after calling the annual general meeting to order.

VI. Order of Business for Conducting Election at Annual General Meeting

- A. The chairperson of the annual general meeting shall vacate the chair to the election inspectors for the duration of the election process, subject to the election inspectors temporarily surrendering the chair back to the chairperson to conduct other non-election business during voting and/or tallying.
 1. During the course of the election process, the chairperson shall immediately vacate the chair to the election inspectors at their request, to announce results or other pertinent information, or to resume balloting in the event of a tie.
- B. The election inspectors will explain the balloting process, indicating how many candidates each eligible voting member may select, that number being equal to the number of candidates on the ballot.
 1. Additionally, members shall receive a simplified explanation of these policies and procedures with their paper ballot.
- C. Members in attendance shall determine the time allotted to each candidate to make statements to the members and the time allotted for each candidate to answer members' questions.
- D. After members have determined time allotments for candidates' statements and questions, the election inspectors shall calculate the approximate time the polls will close by adding ten minutes to the total time allotted to all candidates to make their statements and answer members' questions.

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- E. After announcing the approximate time the polls will close, the election inspectors may declare the polls open.
 - 1. The election inspectors must state: "Voters need not wait until candidates have completed their speeches to cast their ballots."
- F. The election inspectors shall then allow each candidate an opportunity to address the meeting about their suitability for election to the board of directors, and to answer questions from the floor, in accordance with the previously determined time limits.
- G. Eligible voting members may cast their ballots at any time after the polls open, during the candidates' statements and members' questions, and for ten (10) minutes thereafter.
 - 1. Members shall cast their votes by indicating their choices on the paper ballot alongside the candidates' names.
 - 2. Members may vote for a number of candidates equal to the number of candidates on the ballot.
 - 3. A ballot on which a voter's choice is unintelligible to the election officers inspectors shall be disqualified.
 - 4. To facilitate both secret balloting and verification of voter eligibility, members shall use both of the envelopes provided with their paper ballots.
 - a) A voting member must first seal the completed secret ballot in the first of the two (2) envelopes provided.
 - b) The first envelope remains blank.
 - c) The voting member must then seal the blank envelope, containing the completed secret ballot, inside the second of the two (2) envelopes provided.
 - d) On the second, outer, envelope, the voting member must legibly write the voting member's name substantially as it appears on the membership roster.
 - e) The voting member may then deposit the secret ballots, so enclosed in the two (2) envelopes, into the designated ballot box(es).
 - 5. The designated ballot box(es) shall be in full view of members attending the annual general meeting.
 - a) Staff appointed by the executive director and at least one election observer shall oversee the designated ballot box(es) at all times during the balloting.
 - b) The appointed staff shall ensure that the ballot box(es) is/are secure, that members are placing their ballots into the two (2) envelopes correctly, and that members are writing their names legibly on the outer envelope before depositing their ballots into the ballot box(es).

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- H. At the conclusion of the candidates' statements and members' questions, the election inspectors shall announce the precise time polls will close, making adjustments to the earlier announced approximate time as needed.
 - 1. The election inspectors shall again remind the members of the precise poll closing time two (2) minutes prior to the poll closing time.
 - 2. Staff appointed to oversee the ballot box(es) may not accept any ballots after the poll closing time.
- VII. Verifying Voter Eligibility for Ballot Certification at the Annual General Meeting
 - A. The election inspectors and a staff member shall verify voter eligibility and certify eligible voters' ballots in the presence of the election observers.
 - 1. When the polls close, the election inspectors and staff member shall collect the contents of the ballot box(es).
 - 2. The election inspectors and a staff member shall check the name written on each outer envelope against the roster of eligible voting members, setting aside, unopened, any envelope bearing a name not found on the roster of eligible voting members.
 - 3. After so reviewing all the outer envelopes, the election inspectors and staff member shall initial each envelope not bearing a name found on the roster of eligible voting members and secure all such envelopes in another larger envelope.
 - 4. The election inspectors and the staff member shall then seal and sign the larger envelope.
 - 5. The election inspectors and staff member shall open each envelope bearing the name of an eligible voting member, remove the blank inner envelope enclosing the secret ballot, and certify it.
 - 6. The election inspectors shall shuffle all the unopened blank envelopes containing the certified ballots.
- VIII. Disqualifying Ballots at the Annual General Meeting
 - A. The election inspectors shall disqualify ballots with improperly recorded votes in the presence of election observers.
 - 1. The election inspectors shall open each envelope in turn, remove the enclosed certified ballot, and count the votes recorded thereon.
 - a) The election inspectors shall mark as "disqualified" any certified ballot on which the voter's choice is illegible or otherwise ambiguous.
 - 2. The election inspectors shall set aside all disqualified ballots, and not tally the votes thereon.
- IX. Tallying and Counting Votes at the Annual General Meeting
 - A. The election inspectors shall tally and count the votes in the presence of the election observers.
 - 1. The election inspectors shall initial each qualified ballot as it is tallied.
 - 2. The election inspectors shall record the votes from each qualified ballot on the tally sheets provided by staff.

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3. The election inspectors shall count and record the total votes tallied for each candidate.
- B. Upon completion of the tallying and counting of the votes from all qualified ballots, the election inspectors shall assemble both qualified and disqualified ballots in separate envelopes, together with the tally sheets and any other papers relating to the election.
 1. The election inspectors shall seal and sign these envelope before giving them to the executive director for safe custody.
- X. Determining Results of Election at Annual General Meeting
 - A. The election inspectors shall determine the results of the election in the presence of election observers.
 1. A nominee receiving a simple majority of all votes cast (50% +1) shall be elected pursuant X.A.2.
 2. If the number of candidates receiving a simple majority exceeds the number of vacant seats, the candidates receiving the highest number of votes shall be elected.
 3. In the event of a tie that would determine the election or non-election of any nominee, members shall undertake a second balloting for those candidates only.
 4. If the second balloting produces another tie, the voting with respect to the candidates in question shall be postponed until the next general planning meeting.
- XI. Provision for Recount at Annual General Meeting
 - A. Should any nominee be elected, or fail to be elected, by a margin of two (2) votes, the votes shall be recounted to assure accuracy.
- XII. Announcing Results of Election at Annual General Meeting
 - A. Upon completion of the counting of the votes, the election inspectors shall announce the final tallies and the names of the newly elected directors to all present.
- XIII. Seating of Elected Directors
 - A. The terms of office of directors elected at the annual general meeting shall commence at the first meeting of the board of directors following the annual general meeting.

*Amended 10.07.99
Amended 08.01.00
Amended 10.03.00
Amended 08.06.02
Amended 08.07.12
Amended 01.07.14
Amended 07.08.14
Amended 08.12.14
Amended 11.02.16*

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Officer Election Procedures

- I. The Election of Officers shall be conducted by two persons who shall not themselves be standing for election nor eligible to vote. These persons shall be appointed by the Board at the meeting at which the election of officers is to take place. These persons shall be known as the 'returning officers'.
- II. The Chair of the Meeting shall vacate the Chair to the returning officers for the duration of the election.
- III. The Meeting shall determine, prior to the opening of nominations the time to be allotted to each nominee for statements and the time allocated for questions.
- IV. The returning officers shall conduct the election according to the following procedure:
 - A. The returning officers shall ask Board Members for verbal nominations for each officer position in the following order:
 1. President
 2. Vice President
 3. Secretary
 4. Treasurer
 - B. Nominations may be verbal only.
 - C. A person may nominate himself/herself.
 - D. A person must be present in order to be nominated.
 - E. A nomination shall be phrased "I nominate [name] for [name of officer position]"
 - F. An acceptance/declining of a nomination shall be phrased "I [name] accept/decline the nomination".
 - G. The returning officers shall announce the opening and closing of nominations for each position.
 - H. Once nominations for each position have closed the nominee(s) shall be given the opportunity to make a statement regarding their suitability for the position. At the conclusion of the statement questions may be directed to the nominee by Board
 - I. When all nominees for a position have spoken the voting for that position shall take place, so that the voting for President shall take place before nominations, speeches and questions for Vice-President and so on concluding with the nominations and voting for Treasurer.
 - J. The returning officers shall prepare a ballot paper for each position upon which will be the names of all nominees for that position.
 - K. All voting shall be by secret ballot.
 - L. A nominee shall be elected if s/he shall poll 50%+1 of all votes cast.
 - M. In the event of there being more than two candidates on the ballot and a candidate failing to achieve the 50%+1 required for election, the candidate polling the fewest number of votes shall be eliminated from the ballot and a second round of voting shall take place and so on until a candidate polls 50%+1 of the votes cast. In the event that there is a tie in the final round, voting shall be postponed until the next meeting of the Board. Where candidates shall tie for the fewest number of votes all shall be eliminated from the ballot unless only one candidate would remain, in which case voting shall be repeated until a tie for the fewest number of votes no longer exists.
 - N. Where there shall be only one nominee, said nominee must still achieve an "aye" in respect of 50%+1 of votes cast.
 - O. The returning officers shall announce the numbers of votes cast for each candidate when giving the results.
- V. When all results shall have been announced the returning officers shall vacate the Chair.
- VI. The Board may by consensus, or majority vote resolve to postpone the election in whole or in part prior to the appointment of the returning officers and this option shall be specifically drawn to the attention of the Board by the Chair of the meeting.
- VII. By consensus the Board may resolve to accept the nomination and proceed with voting for candidates who shall not be present.

Approved by the Board 10.05.98

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Rules Relating to the Conduct & Powers of the Executive Committee

I. Composition

The Executive Committee (EC) shall consist of the officers of the corporation.

II. Meetings

- A. The EC shall meet monthly, approximately two weeks prior to the regular Board meeting and as otherwise necessary.
- B. Meetings shall be open to the officers and the Executive Director only.
- C. An agenda for all meetings shall be prepared by the President.
- D. Meetings shall be held in 'executive session', not open to the public and the content of all meetings shall be confidential PROVIDED THAT information relating to matters which shall belong in the public domain shall be disclosed at the next available Board meeting to which the public has access.
- E. Minutes of all EC meetings shall be taken by the Secretary and made available to the rest of the Board on a confidential basis until such time as the minutes of the EC meeting in question shall be presented to the Board at a Board meeting and entered into public record.
- F. Meetings shall be conducted by the President in accordance with the same procedures as shall exist from time to time for regular Board meetings.

III. Powers

In general terms, the EC shall (where necessary) deal with the dispatch of the corporation's business between regular meetings of the Board and specifically shall:

- A. Be responsible for the approval of all contracts.
- B. Be the discussion forum for all legal issues affecting the corporation.
- C. Be the appropriate forum for the review of the Executive Director.
- D. Act as a filter for general Board business, making recommendations as appropriate in relation to business to come before the Board.
- E. Not introduce, suspend, repeal or amend any policy of the corporation
- F. Not authorize variations to the budget greater than an aggregate of \$1,000 at any single meeting.

IV. Sunshine

The purpose of the EC meetings shall be to facilitate the efficient dispatch of the corporation's business and shall in no way conflict with the corporation's policy of public access, accountability and sunshine in relation to aspects of the business of the corporation within the public domain.

***Formulated at Board Retreat 11.21.98
Approved at Board Meeting 12.08.98***

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Delegate Policy

I. General

Due to the nature of the organization's business it is envisaged that there are three annual conferences which the organization should attend. The conferences are InterPride, Creating Change and CAPI. A description of each conference and its importance to the organization shall be prepared so that board members wishing to represent the organization shall have an idea of both what the respective conferences are about and the expectation of the organization of its delegates.

II. Selection of Delegates

- A. The organization shall send a maximum of three delegates to each conference.
- B. One of the delegates shall be the Executive Director.
- C. The second delegate shall be a member of the Executive Committee in place at the time of the relative conference to be chosen by the Executive Committee.
- D. The third delegate shall be a board member not being a member of the Executive Committee. This delegate shall be chosen by the Executive Committee. The process by which this delegate shall be chosen is that all board members interested in representing the organization shall submit an application detailing their qualifications. The Executive Committee shall then consider the applications and seek to match the qualifications and interests of those applying with the goal of diversity within the delegation as a whole.

III. Delegates Responsibilities

The organization has expectations of its delegates and these shall include as a minimum:

- A. Each delegate shall attend the conference in its entirety, meaning all scheduled sessions.
- B. Each delegate shall submit a written report within 30 days of return from the conference in question.
- C. The delegates shall only represent the organization within the limits of established policy.
- D. Delegates shall behave during the conference in a manner befitting their status as ambassadors of the organization.
- E. Delegates shall preserve the image of the organization and keep internal matters, internal.

***Formulated at Board Retreat 11.21.98
Approved at Board Meeting 12.08.98***

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Twinning Policy

I. Authority

This policy is in all respects subordinate to the articles of incorporation, by laws and standing rules of the Corporation.

II. General

This policy is designed to detail the circumstances in which the Corporation shall identify partners or Twins (being other Pride organizations) to form strategic marketing alliances and mentorship relationships and the method by which the Corporation shall select those partners.

III. Definitions

A. Not For Profit-

The income and property of the organization in question may only be used for the promotion of its objects and not paid by way of dividend, bonus or otherwise by way of profit, to members of the organization (this does not apply to staff etc., who are not directors or committee co-chairs). In short, the organization must be community based and not a commercial enterprise designed to make money, personally, for the directors/owners.

B. Pride Celebration-

A parade, march, rally, festival, arts festival, cultural activity or other event activity organized for people identifying as lesbians and/or gay men and/or bisexuals and/or transgendered persons and promoting the visibility of those persons and commemorating the Stonewall Riots or a similar historic event/annual festival or heritage of the LGBT community generally as organized by a pride organization as defined in 3.3 below.

C. Pride Organization-

A not for profit organization or group whose purpose and principal activity shall be to organize Pride celebrations.

D. Twin-

A Pride Organization which shall be selected as either a marketing or mentoring partner

Where the plural or singular is used it shall, where the context so admits, include the other

IV. Identification of Twins

A. Marketing Twins

1. Selection Criteria

- a) A Marketing Twin shall be a Pride Organization who shall have a consistent record of organizing a Pride Celebration.

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- b) There shall be no more than 4 marketing twins at any one time.
- c) Selection of a Marketing Twin shall meet a stated marketing goal of the Corporation.
- d) The dates of Marketing Twins' events shall not conflict with each other or those of the Corporation.

2. Selection Mechanism

- a) The Board shall select all Marketing Twins, upon recommendation of The Executive Director made between July and December each year (providing a 'vacancy' exists)
- b) The Executive Director shall be alert for marketing alliances with Pride Organizations during the course of her/his work

3. Scope of Twinning

- a) All Marketing Twins shall enter into a written agreement with the Corporation detailing the extent of the collaboration and the expectations, rights and responsibilities of each partner.
- b) Marketing Twins shall enjoy a preferred status with the Corporation which shall include reciprocal benefits with the Corporation including:
 - (1) ID and website address listing on promotional materials
 - (2) 1 Page minimum editorial/advertising support within official Pride Magazine
 - (3) Free entry to event for all members
- c) Twinning Agreements shall not exceed two years in length and may be renewable.

B. Mentoring Twins

1. Selection Criteria

- a) A Mentoring Twin shall be a Pride Organization which shall have either organized at least one Pride Celebration within the 12 month period preceding the application or which shall have the intent to organize a Pride Celebration, which intent shall be supplemented by letters of support and endorsement issued by other not for profit organizations in the applicant's locale.
- b) There shall be no more than 2 mentoring twins at any one time.
- c) A Mentoring Twin shall not have an annual budget in excess of US\$50,000.
- d) The dates of Mentoring Twins' events shall not conflict with each other or those of the Corporation.
- e) The Pride Celebration organized by the Mentoring Twin shall not be of a 'once only' nature and shall be an annual event and/or recurring activity.
- f) One Mentoring Twin shall be an organization incorporated within or whose Celebration shall take place within the geographical region consisting of the US States of California, Nevada, Arizona, Utah and Hawaii. The other Mentoring Twin shall be an

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organization incorporated within or whose Celebration shall take place outside of the USA.

2. Selection Mechanism

- a) The Board shall select all Mentoring Twins, upon recommendation of The Executive Director made between January and March each year (providing a 'vacancy' exists) accompanied by a letter of application from the Mentoring Twin identifying the "need" and the specific areas where mentorship is required. The application letter must also attach a budget of the anticipated income and expenditure for the ensuing event.
- b) The Executive Director shall be alert for mentoring relationships with Pride Organizations during the course of her/his work
- c) The Corporation shall advertise the existence of its mentorship twinning program by including a flyer in the registration packs of all delegates to the annual CAPI and InterPride conferences

3. Scope of Twinning

- a) All Mentoring Twins shall enter into a written agreement with the Corporation detailing the extent of the collaboration and the expectations, rights and responsibilities of each partner.
- b) Mentoring support shall consist of general advice, letters of support and endorsement, an honorarium to enable at least 2 people from each Mentoring Twin to attend the Parade and Celebration organized by the Corporation and gain knowledge and experience by working the event. The honorarium shall be for a week long stay.
- c) The Corporation shall expect recognition of its efforts from each Mentoring Twin and an insight into the needs and sensitivities of those organizing smaller Pride events.
- d) Twinning Agreements shall be two years in length and shall not be renewable.

V. Other Partnerships

Nothing in this policy shall preclude separate marketing arrangements with other Pride organizations or the granting of mentoring support to other Pride organizations, including support for once-only events such as WorldPride.

*Approved By The Board 02.01.00
Amended 10.03.00
Amended 08.06.02*

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Community Event Attendance Policy

I. General

The San Francisco LGBT Community Calendar is filled with events designed to benefit various non-profits within the community. Such events include annual fundraising dinners, receptions and award parties. It is essential to the mission of San Francisco Pride that the organization be visible at community events and support the endeavors of our sibling organizations. By supporting such events a proportion of the funds of the organization may be channeled back onto the community.

II. Selection of Events

- A. The number of events which the organization attends and which are associated with a financial contribution shall not exceed twenty (20) in any calendar year.
- B. Fifteen (15) of the above events ('the Annual Event List') shall be identified in advance by the Board who shall be asked, at its December meeting to ratify a calendar of likely events for the succeeding year. This calendar shall be presented by the Executive Director and shall be based upon the preceding year's events. The calendar shall seek to identify a broad range of events reflective of the diversity of the San Francisco LGBT community.
- C. Five (5) of the events shall be chosen throughout the course of the year at the discretion of the Board President.
- D. If, for any reason, one or more of the events on the Annual Event List fail to occur then a substitute event may be selected by the Board President.
- E. The Board shall, during the annual budgeting process, establish a budget for supporting community events and under no circumstances shall the number (and cost) of attending such events exceed the budget set from time to time by the Board.

III. Attendance

- A. Each Board member shall be asked to choose one event from the Annual Event List which s/he would like to attend. The Board President shall determine which Board members will attend which events and the cost of their ticket/seat/entry shall be underwritten by the organization.
- B. The Board President may determine, at her/his discretion that more than one Board member accompany her/him and the Executive Director to certain events.

IV. Behavior & Decorum

- A. Representatives of the organization shall behave at all events in a manner befitting their status as ambassadors of the organization, shall preserve the image of the organization and keep internal matters, internal.

Approved at Board Meeting 08.01.00

Membership of Other Umbrella Pride Organizations Policy

I. General

It is recognized that due to the unique position which the corporation occupies as a role model, mentor and trend setter to other Pride organizations that Board members and/or the Executive Director may from time to time occupy positions ('umbrella roles') with other Pride umbrella organizations such as the Consolidated Association of Pride (CAPI) and InterPride.

It is also recognized that in fulfilling a goal of participation free from economic discrimination and the because of the benefits which flow to the corporation from assuming a leadership role (such as kudos, prestige, respect and acknowledgment as a world leader in its field) that the corporation should, wherever possible and to a reasonable extent, support those wishing to assume an umbrella role.

II. Scope

The scope of this policy is to determine the responsibility for expenses incurred by any Board member and/or Executive Director in discharging duties associated with umbrella roles. It is not a policy to determine eligibility or suitability for an umbrella role. The decision to assume an umbrella role is that of the individual in question. However, it is noted that there must be a clear connection to the leadership of the corporation of the individual seeking an umbrella role and, therefore, this policy only extends to Board members and the Executive Director ("eligible person(s)").

This policy shall be subordinate to the Delegate Policy.

III. Prior Disclosure

Any eligible person who shall be considering an umbrella role shall give the Executive Committee of the corporation notice in writing of his/her desire within a reasonable time frame so that the matter may be discussed by the Board at one of its scheduled Board meetings, if necessary, prior to accepting any umbrella role. The notice should also specify what, if any, expenses the eligible person anticipates being responsible for in carrying out his/her duties, the extent to which these are not covered by the umbrella organization in question and the extent to which the eligible person seeks sponsorship from the corporation for any expenses not covered by the umbrella organization.

IV. Determination

The Executive Committee shall determine whether or not the eligible person's request may be granted and wherever possible and within the Guidelines below seek to accommodate the eligible person's request. The Executive Committee may defer in favor of a discussion at the full Board and the eligible person shall always have the right

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to appeal to the full Board if unsatisfied by the determination of the Executive Committee.

V. Guidelines

In determining whether to grant a sponsorship or not the Executive Committee shall have regard to the following guidelines:

- A. No more than two eligible persons shall be receiving sponsorship at any one time
- B. Each sponsorship should not exceed 2 round trip airfares in any fiscal year
- C. Total sponsorships should not exceed \$3,000 in total value in any fiscal year
- D. A sponsorship should not be granted for more than two years but may be renewable upon request.

The above list are guidelines only and not an exhaustive list. The Executive Committee should be flexible in specific situations.

VI. Resignation/Dismissal/Retirement

Where the eligible person shall cease to be a member of the Board and/or the Executive Director then the sponsorship shall cease immediately. Any expenses incurred to that point but unclaimed may be claimed, subject to the normal time limits regarding the claiming of expenses.

If the eligible person shall cease to hold their umbrella role then s/he must notify the Executive Committee in writing of this fact within 14 days of his/her becoming aware.

VII. Duality

It may be and it is encouraged that any person holding an umbrella role also be an official delegate of the corporation to the umbrella organization in question and that, therefore, the eligible person's participation be governed by the delegate policy except in situations where the eligible person's umbrella role prevents their participating fully as a delegate or where the activity is one specific to the umbrella role and is not open to delegates (e.g., a meeting of the Executive Committee of the umbrella organization).

VIII. Transitional Arrangements

Eligible persons currently holding umbrella roles shall be covered by this policy and shall within 30 days of this policy commencing shall file a notice with the Executive Committee detailing the nature of their umbrella role and the extent to which they seek the sponsorship of the corporation.

IX. Commencement

This policy shall commence on September 1, 2000.

Approved by the Board 09.05.00

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Endorsements Policy

I. Authority

This policy is in all respects subordinate to the articles of incorporation, by laws and standing rules of the corporation.

II. General

This policy is designed to detail the circumstances in which and the method by which the corporation may issue endorsements.

III. Types of Activities/Issues Which May/May Not Be Endorsed

- A. The activities/issues which may be endorsed shall:
 - 1. Be unrestricted in number.
 - 2. Be consistent with the mission, goals and objectives of the corporation and/or build solidarity with other oppressed peoples.
- B. Subject to the above, the corporation may endorse or oppose specific legislative proposals and/or boycotts.
- C. Activities/Issues which may not be endorsed shall include:
 - 1. Candidates for elected office.
 - 2. Ventures which are exclusively 'for profit'.
 - 3. Those which are unconnected with the mission of the corporation.

IV. Administration

- A. Any entity or person requesting an endorsement must submit in writing a document that precisely and explicitly states the nature and purpose of the requested endorsement.
- B. Upon receipt of this document, the Executive Committee will evaluate the request and determine whether to take immediate action, or whether to wait until the next Board Meeting.
- C. Any response by SFLGBTGCC to an endorsement request will include a statement that makes clear that an endorsement by SFLGBTGCC does not obligate SFLGBTGCC to the allocation of any of its resources to the efforts of the requesting person or organization. This would include, but not be limited to, the allocation of monies, volunteers, the issuing of press releases, or the production of promotional materials. While SFLGBTGCC may choose at some point to provide such resources, it should be made clear that endorsement does not obligate SFLGBTGCC in any way to provide such resources.

Approved by the Board 11.05.01

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Board Removal Procedures

I. General

Article 6, section 7 of the By-Laws state:

“A director may also be removed by resolution of the Board if, on a good faith finding by the Board, the director in question shall be in breach of his/her obligations under his/her Board Agreement (or similar policy) which s/he shall have undertaken to adhere to.”

It is pursuant to that provision that this policy has been formulated to ensure that a process which leads to the final sanction of removal is fair to all parties involved and removes any question of arbitrary enforcement.

II. Definitions

- A. Board of Inquiry-
The Nominating Committee
- B. Convener-
The Board President, Vice-President or Person appointed in accordance with the Procedure outlined below who shall chair the Board of Inquiry.
- C. Date of First Notification-
Either:
 - 1. the date of the Board Meeting or Nominating Committee Meeting at which a complaint shall be made.
 - 2. the later of:
 - a) the third working day following the postmark on the envelope containing the original complaint or, if the complaint shall be delivered by hand, the date of complaint; or
 - b) the third working day following the postmark on the envelope containing the amended complaint filed in accordance with 6.4.1 of this policy or, if the amended complaint shall be delivered by hand, the date of delivery of such amended complaint.
- D. Hearing-
The meeting of the Board of Inquiry at which the Respondent may speak and at which other evidence may be considered.
- E. Period of Inquiry-
The period between the Date of First Notification and the date upon which the Board of Inquiry shall deliver its decision or the complaint shall be otherwise terminated.
- F. Respondent-
The Board member whose acts or omissions shall be the subject of the inquiry.

III. Board of Inquiry

A. Composition

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1. The Respondent shall not sit upon the Board of Inquiry.
2. The Respondent shall be informed in writing by the Convener within 5 working days of the date of first notification of the names of those persons sitting on the Board of Inquiry and, with the exception of the Convener and the Executive Director, the Respondent may each object to one of those persons, who will then be excused from sitting on the Board of Inquiry by the Convener. If by virtue of the Respondent exercising this right or otherwise the number of persons on the Board of Inquiry (including the Convener and the Executive Director) shall be less than five, then at her/his sole discretion the Convener may appoint other Board members to the Board of Inquiry so that there be a minimum of five persons (including the Convener and Executive Director) on the Board of Inquiry.

B. Convener

The Convener shall be (in order of availability):

1. The Board President.
2. The Vice-President, subject to the Board President being unavailable to act in this capacity by reason of illness, absence, or being the Respondent.
3. The Co-Chair of the Nominating Committee, if any, not being one of the above.
4. Some other person, being a member of the Board of Directors of the Corporation, appointed by the Board for this purpose within three working days of the date of first notification in the event that the Vice-President and/or Co-Chair shall be unavailable for the same reasons described in III.B.2 above.

C. Role of the Executive Director

The Executive Director shall be a member of the Board of Inquiry in a record keeping and advisory capacity. S/he shall not have any decision making or voting authority.

IV. Complaint

A. Authority

Only the Board or a Board member may file a complaint, but in either case it shall be recorded in the minutes at a meeting of the Board or Nominating Committee, during Executive Session, how the basis for a complaint is established and the specific instances where the Respondent shall be in breach of his/her obligations under his/her Board Agreement (or similar policy).

B. Process

1. Upon establishing the basis for a Complaint the Board/Nominating Committee shall immediately refer the matter to the Board of Inquiry

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2. The Convener and Executive Director shall draft a statement detailing the alleged breach of obligations and mail this to the Respondent and all members of the Board of Inquiry within 5 working days of the date of first notification. This document shall be known as the Complaint Notice and shall not state a proposed remedy. It shall however be accompanied by a copy of this policy and state the date, time and place of the Hearing. The date of the Hearing shall be no more than 20 business days following the date of first notification. The hearing shall be held on a weekday at 7pm unless the Respondent requests otherwise and such request is agreed to by the Board of Inquiry. The venue of the Hearing shall be the organization's office unless the Board of Inquiry shall direct otherwise. The venue of the meeting shall be accessible to the Respondent and situate within the City and County of San Francisco.
3. The Board of Inquiry shall meet within 10 working days of the date of first notification to discuss any interim arrangements which may be required (see section 6.3 below "Interim Arrangements") and make any other directions for the Hearing including identifying any third parties it wishes to invite to give evidence (oral or written) to the Board of Inquiry. Any interim arrangements which affect the Respondent including the names of any third parties who have been asked to give evidence by the Board of Inquiry shall be communicated by mail to him/her by the Convener the next business day following such meeting.
4. Attendance at the Hearing shall be by invitation of the Board of Inquiry only and shall not be open to the public, guests, media or any other person whatsoever. The Respondent shall attend in person by himself/herself and may upon giving 48 hours written notice to the Convener bring a friend, attorney or other person with them. Such person will attend in 'observer status' only and may attend all parts of the hearing which the Respondent may attend whether s/he is present or not. The Respondent shall have the opportunity to hear all the evidence presented to the Board of Inquiry and may then make a statement of up to 15 minutes in length. The Respondent shall not have the opportunity to question any witnesses. Upon conclusion of his/her statement the Respondent may be asked questions by members of the Board of Inquiry. Following such questions, the Respondent shall be excused and the Board of Inquiry shall consider its decision.
5. In making its decision the Board of Inquiry shall first discuss its findings and clearly document its findings of fact in relation to the Complaint. The Board of Inquiry shall then determine whether the Complaint is valid (in whole or in part). If the Board of Inquiry finds that the Complaint is without substance then it shall publicly exonerate the Respondent and apologize

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for any distress and inconvenience unless the Respondent shall request otherwise. In either event the exoneration and apology shall also be made in writing to the Respondent. If the Board of Inquiry finds that the Complaint is valid, in whole or in part, it shall then determine what remedy is appropriate. Remedies at the disposal of the Board of Inquiry include any one or more of:

- a) Verbal warning
- b) Written warning
- c) Probation
- d) Verbal reprimand
- e) Written reprimand
- f) Termination of Membership (both Board and/or General) and period during which any application for membership submitted by the Respondent will be refused
- g) Permanent Termination of Membership (Board and/or General)
- h) Being relieved of all duties for a period of time
- i) Permanently relieved of all duties
- j) Banishment from organization's offices for a period of time
- k) Permanent banishment from organization's offices

Steps c) and higher shall require ratification by the Board of Directors at its next meeting (unless the Board of Inquiry shall request and be granted an extension by the Board of Directors). In determining what action to take the Board of Inquiry shall have regard to:

- l) Any previous infractions by the Respondent
- m) The desire to mend hurt feelings and create a happy team spirit within the organization as a whole
- n) Any extenuating circumstances
- o) The record and length of service of the Respondent

The Board of Inquiry shall give a time frame within which any and all of the above steps will be completed, such time frame to be no earlier than the date of ratification by the Board of Directors.

6. Nothing in 4.2.5 shall preclude the organization or any other person seeking further relief through the courts or from reporting matters to the appropriate authorities.
7. The Board of Inquiry shall advise the Respondent in writing of its Decision within five working days of the Hearing.
8. Subject to ratification by the Board of Directors, the decision of the Board of Inquiry shall be final and there shall be no appeal notwithstanding the non-attendance and/or non-cooperation (for whatever reason) of the Respondent.

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V. Supplemental Provisions

A. Limitations

1. The complaint must be in writing, signed by a Board member or certified by the Secretary as being accurate from the minutes of the meeting at which the complaint was made and must be filed in triplicate with the Board President, Executive Director and Secretary by the originator.
2. No complaint shall be accepted where the breach of obligations referred to occurred more than 6 months prior to the date of first notification.

B. Notices/Address for Service

1. All notices and communications may be served on any party either in person or by first class mail, fax and/or email at the address currently on record with the organization.
2. The Board of Inquiry shall not be required to investigate the whereabouts and/or schedule of the Respondent within the Period of Inquiry as the time limits set forth are sufficient to accommodate vacations and other factors.
3. Any communication received after 5pm on a business day or on a weekend shall be deemed to be received at 10am on the next business day.

C. Interim Arrangements

1. It may, on occasion, be necessary for the organization to make interim arrangements, prior to the Hearing, to protect either the Respondent or other persons from emotional distress, intimidation and even physical danger. The Board of Inquiry shall have power at its sole discretion, with or without the input of the Respondent and with or without their knowledge and/or attendance, to give interim directions, subject to review at the Hearing, for either one or more of the following:
 - a) Suspension of Membership (including not entering upon the organization's office premises, even for public meetings).
 - b) Suspension of Duties (including not entering upon the organization's office premises).
 - c) Reclassify the complaint as a Grievance or Disciplinary Action.
 - d) Such other interim arrangements as the Board of Inquiry shall deem appropriate.

D. Amendment/Withdrawal of Complaint

1. Upon review by the Convener and Executive Director, it may be that the Complaint as filed does not satisfy all the requirements of this policy. If this is the case, then the Convener shall attempt to remedy these deficiencies by either amending the Complaint or refiling the Complaint.
2. Where the complaint shall have been lodged by a single board member or multiple board members but not by the Board as a whole, s/he/they

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shall have the right at any time up to 48 hours prior to the Hearing, with or without cause, to withdraw the Complaint. In the event of withdrawal, all papers relating to the Complaint shall be sealed in an envelope (which shall be dated) and kept in safe custody by the Executive Director of the organization. Unless another Complaint shall arise against the Respondent, at which time the Board of Inquiry shall determine what action to take in regard to the sealed envelope, the envelope shall be destroyed by the Executive Director in the presence of an independent observer appointed for that purpose by the Board on the second anniversary of the date on the envelope.

E. Confidentiality

1. All matters relating to any Complaint subject to this policy shall be kept confidential and shall only be discussed by the Board during executive session. This is designed to preserve the reputations of persons who may be a party to any process of investigation pursuant to this policy and to protect the organization from legal liability. The staff of the organization may, of necessity, be privy to matters arising under this policy but shall be required to keep such matters confidential. A breach of confidentiality by the Respondent may hasten removal.
2. Following the Period of Inquiry the Board may in its absolute discretion decide to release a summary or, in the event of misinformed media attention generated at the behest of an aggrieved party (or otherwise), make a part, parts or whole of the proceedings available to the media in the interests of defending the organization and/or any person or persons within it, ensuring accurate coverage and fair comment.

F. Consolidation/Multiple Complaints

A Complaint shall only be filed against another individual. However, it may be the case that an individual board member may wish to bring complaints against more than one person and that more than one board member may wish to file a complaint against a single individual, and so multiple Complaints may be filed. In such circumstances the Board of Inquiry may consolidate one or more Complaints within a single process and hearing.

G. Commencement

This policy is effective 02.05.02

H. Implied Indemnity

There shall be a rebuttable presumption that any officer of the Corporation shall be deemed to have acted with the knowledge and consent of the Board in exercising her/his duties and any complaint brought against any officer in relation to that officer's behavior shall be inadmissible unless it can be shown that the officer was not acting with the knowledge and consent of the Board.

Approved by the Board 02.05.02

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Community Advisory Board

I. Purpose

The community advisory board shall consist of community members, stakeholders and SF LGBT Pride members that the Board of Directors and Executive Director have identified as being able to offer advice, expertise or assistance in helping the Board and the organization to carry out its mission. The community advisory board is advisory only and holds no governing powers in the organization.

II. Duration/Guidelines for Membership

Members shall be appointed by the Executive Director and serve at the pleasure of the Executive Director and Board of Directors.

III. How The Community Advisory Board and Its Members Contribute Knowledge and Skills

Members of the community advisory board will make themselves available to provide advice and assistance to the organization via the Executive Director or other designated representative.

IV. Guidelines for Membership

- A. Invitation to participate.
- B. Provide email and phone contact.
- C. Provide list and bio of areas of skills and expertise.
- D. Respond in a timely manner to asks by the Executive Director or designated representative.

V. Benefits of Membership

Members of the committee will receive invitations to all SF LGBT Pride events and will receive complimentary tickets to ticketed events as available. Committee members will receive recognition in appropriate SF LGBT Pride publications.

Approved by the Board 8/4/15

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Code of Conduct

I. General

It is an essential aspect of membership of the organization that all members agree to uphold the highest standards of conduct and ethics

II. Specific Standards of Behavior

All Board, Committee and General Members are required to adhere to the following code of ethics:

- A. To promote the positive public relations and public image of the organization.
- B. To embody respect for truth, honesty, politeness and fairness in dealing with each other and the general public.
- C. To respect diversity including equal regard for ethnic, gender, sexual orientation, religious, age, class and disabled differences.
- D. To comply with the rules, policies and procedures of the organization.
- E. To adhere to the privacy and confidentiality of information of the organization
- F. To serve the organization without expectation of financial compensation or benefit to oneself, family or domestic partner.
- G. To refrain from any action, word or deed which may be construed as sexual harassment towards any other person.
- H. To refrain from disclosing any information to third parties which may be harmful to the organization, and Board member(s), any Committee member(s), any employee(s), any independent contractor (s) and any General member(s).
- I. To fulfill all duties and responsibilities in a timely fashion to facilitate efficient workflow.
- J. At all times to behave in a polite and professional manner, both in meetings and outside of meetings (when representing the organization) respecting the views of others and the directions of the Chair of any meeting in the knowledge that failure to do so is unacceptable to the organization and cause for removal.
- K. Any intellectual property rights which may be created by the members while engaged in activities on behalf of the organization shall automatically belong to the organization and members shall do all such things as may be necessary to give effect to this provision.
- L. Upon the termination of the member's membership of the organization for any reason, including without limitation termination by the organization for cause or without cause, the member shall promptly deliver to the organization all correspondence, manuals, orders, letters, notes, notebooks, reports, programs, proposals and any documents and copies concerning the affairs and business of the organization.

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III. Regulation & Interpretation

The Board and/or Board of Inquiry convened in pursuance of a disciplinary action and/or grievance shall regulate and interpret all matters herein and their decision shall be final.

IV. Non-Compliance

In the event that the Board shall receive a written complaint this shall be dealt with in accordance with the Disciplinary Action and Grievance Policy or similar policy from time to time in force.

V. Amendment

This code may be amended by a two-thirds majority vote of a quorum of the Board.

Conflicts of Interest Policy

I. Purpose

The purpose of this policy is to protect the organization's interests when entering into a transaction or arrangement which might benefit the private interest of an officer or director or which may otherwise be viewed by the organization's stakeholders as unethical. This policy supplements the California Non-Profit Public Benefit Corporation Law.

II. Definitions

- A. **Interested Person** – Any director or principal officer who has a direct or indirect financial interest and/or special interest, as defined below, is an interested person. If a person is an interested person with respect to any affiliate of this organization, s/he is an interested person
- B. **Financial Interest** – A person has a financial interest if s/he has directly or indirectly, through business, investment or family:
 - 1. an ownership or investment interest in any entity with which this organization has a transaction or arrangement, or a compensation arrangement with this organization or with any entity or individual with which this organization has a transaction or arrangement, or
 - 2. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which this organization is negotiating a transaction or arrangement.
- C. **Special Interest** - A person has a special interest if s/he is:
 - 1. a member of an entity which may or may not be not-for-profit in nature with which this organization has a transaction and/or arrangement,
 - 2. an employee, employer, family member or close associate of any person who may be under consideration for any award, privilege or honor bestowed by the organization
- D. **Compensation** – includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.
- E. **Family** - the term "family" shall include; spouse and/or domestic partner, child, parent, and grandparent
- F. **Close Associate** - the term "close associate" shall include co-workers, persons who sit on the same board as the subject and persons with whom the subject (in a representative capacity) shall conduct substantial business

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III. **Procedures**

- A. **Duty to Disclose** – In connection with any actual or possible conflicts of interest an interested person must disclose the existence of and nature of her/his interest to the directors or to the board committee considering the proposed transaction, arrangement, award, privilege or honor.
- B. **Determining Whether Conflict of Interest Exists** – After disclosure of the interest the interested person shall leave the board/committee meeting while the interest is discussed and voted upon. The remaining board/committee members shall decide if a conflict of interest exists.
- C. **Procedures for Addressing the Conflict of Interest** – Where a special interest exists the interested person shall merely recuse themselves from all discussion. Where a financial interest exists, the chair of the board/committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence the board/committee shall determine whether this organization can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board/committee shall, by majority vote of the disinterested directors, determine whether the transaction or arrangement is in the best interests of the corporation, for its benefit and whether the proposed transaction or arrangement is fair and reasonable to this organization and shall make its decision as to whether to enter into this transaction or arrangement in conformity with such determination.
- D. **Violations of this Policy** – If the board/committee has reasonable cause to suspect or believe that a director or officer has failed to disclose actual or possible conflicts of interest, it shall inform the director/officer of the basis for such suspicion and afford the director/officer an opportunity to explain the alleged failure to disclose. If, after hearing the response of the director/officer and making such further investigation as may be warranted in the circumstances, the board/committee determines that the director/officer has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action in accordance with this organization's Disciplinary Action & Grievance Policy.

IV. **Records of Proceedings**

The minutes of the Board and all Committees shall contain:

- A. the names of the persons who disclosed or otherwise were found to have a interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the board/committee decision as to whether the conflict of interest existed; and

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- B. the names of the persons who were present for discussions and votes relating to the transaction, arrangement, award, privilege or honor, the content of the discussion, including (in the case of a financial interest) any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

V. **Compensation Committees**

- A. **Voting by Compensated Party** – A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from this organization for services, is precluded from voting on matters pertaining to her/his compensation.
- B. **Composition of Committee** – Senior staff members who receive compensation, directly or indirectly, from this organization, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters.

VI. **Annual Statements**

Each director and principal officer shall annually sign a statement which affirms that such person:

- A. has received a copy of this organization's Policies & Procedures Manual which includes this policy,
- B. has read and understands this policy,
- C. has agreed to comply with this policy, and
- D. understands that this organization is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

VII. **Periodic Reviews**

To ensure that this organization operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable and are the result of arms-length bargaining.
- B. Whether any acquisition of businesses or activities from non-charitable entities or individuals results in inurement or impermissible private benefit
- C. Whether any partnership or joint venture arrangements or arrangements with management service organizations involving non-charitable entities or individuals conform to written policies, are properly recorded, reflect reasonable payments

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for goods and services, further this organization's charitable purposes and do not result in inurement or impermissible private benefit.

- D. Whether arrangements to provide services and agreements with other service providers, employees and third-party payers further this organization's charitable purposes, and do not result in inurement or impermissible private benefit.

VIII. **Use of Outside Experts**

In conducting the periodic reviews provided for in Section 7 of this policy, this organization may, but need not, use outside experts such as, but not exclusively, a CPA contracted to conduct an audit of the organization's books and activities.

*Approved by the Board 04.06.98
Amended 03.06.01*

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Disciplinary Action and Grievance Policy

I. General

In every organization, honest differences of opinion about interpretation of policy and other matters can occur.

It is also, regrettably, the case that sometimes individuals, by ignoring or flouting the policies and procedures of the organization, can affect the morale and efficiency of those working around them. In some cases this can be prejudicial to the best interests of the organization as a whole. In such circumstances it may be necessary to discipline that individual via a Disciplinary Action.

This policy is also designed to deal with genuine and substantial disagreements between individuals who are volunteers within the organization, be they general members, day of event volunteers, sub-committee members and co-chairs and Board members. If you have a problem you should first discuss this with either the President or the Executive Director who will furnish you with an answer as soon as possible or attempt to arbitrate the dispute (which may include a face to face meeting attended by both parties). We hope that in the vast majority of cases your problem can be resolved at this level. If the issue cannot be resolved according to this route you may file a formal grievance.

The principal distinction between a Disciplinary Action and a Grievance is that a Disciplinary Action is instituted by the Board of Directors and a Grievance is instituted by an individual.

Employment law considerations mean that this policy is not suitable for the resolution of issues between compensated persons and volunteers. Any volunteer who has a complaint to make about a compensated staff member or contractor should first see the Board President. Any Compensated staff and contractors who wish to complain about a volunteer should see the Executive Director. Where appropriate the Board President and Executive Director will bring such matters to the attention of the Board for resolution/action.

A separate policy exists for inter-staff disputes.

II. Definitions

A. Board of Inquiry-

Board Members being members of the Community Affairs Committee, Board Members being members of the Personnel Committee, the Officers and the

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Executive Director. Such persons shall (subject to any provision to the contrary contained in this policy) serve on the Board of Inquiry during their tenure in one or more of the aforesaid capacities regardless of the date of the incident or grievance being considered and shall be relieved of their responsibilities on the Board of Inquiry if they cease to act in one of the aforesaid capacities during the Period of Inquiry.

B. Convener-

The Board President, Vice-President or Person appointed in accordance with the Procedure outlined below who shall chair the Board of Inquiry.

C. Date of First Notification-

Either:

a) the date of the Board Meeting at which a Disciplinary Action shall be instituted; or

b) the later of:

(1) the third working day following the postmark on the envelope containing the original grievance or, if the grievance shall be delivered by hand, the date of delivery; or

(2) the third working day following the postmark on the envelope containing the amended grievance filed in accordance with VI.D.1 of this policy or, if the amended grievance shall be delivered by hand, the date of delivery of such amended grievance.

D. Hearing-

The meeting of the Board of Inquiry at which the Petitioner (if any) and the Respondent may speak and at which other materials, witness statements and evidence may be considered.

E. Period of Inquiry-

The period between the Date of First Notification and the date upon which the Board of Inquiry shall deliver its decision or the Disciplinary Action/Grievance shall be otherwise terminated.

F. Petitioner-

The person who shall file the Grievance.

G. Respondent-

The person named in the Grievance and/or Disciplinary Action whose behavior/actions/failure to act shall be the subject of the Grievance/Disciplinary Action.

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III. Board of Inquiry

A. Composition

1. Neither the Petitioner nor Respondent shall sit upon the Board of Inquiry.
2. No person who shall be giving evidence shall sit upon the Board of Inquiry.
3. The Petitioner and Respondent shall be informed in writing by the Convener within 5 working days of the date of first notification of the names of those persons sitting on the Board of Inquiry and, with the exception of the Convener and the Executive Director, both the Petitioner and the Respondent may each object to one of those persons, who will then be excused from sitting on the Board of Inquiry by the Convener. If by virtue of the Petitioner and/or Respondent exercising this right or otherwise the number of persons on the Board of Inquiry (including the Convener and the Executive Director) shall be less than five, then at her/his sole discretion the Convener may appoint other Board members to the Board of Inquiry so that there be a minimum of five persons (including the Convener and Executive Director) on the Board of Inquiry.

B. Convener

The Convener shall be (in order of availability):

1. The Board President.
2. The Vice-President, subject to the Board President being unavailable to act in this capacity by reason of illness, absence, being a party to the grievance/disciplinary hearing and/or giving evidence to the Board of Inquiry.
3. Some other person, being a member of the Board of Directors of the Corporation, appointed by the Board for this purpose within three working days of the date of first notification in the event that the Vice-President shall be unavailable for the same reasons described in III.B.2 above.

C. Role of the Executive Director

The Executive Director shall be a member of the Board of Inquiry in a record keeping and advisory capacity. S/he shall not have any decision making or voting authority.

IV. Disciplinary Action

A. Authority

Only the may authorize a Disciplinary Action. It may do so of its own volition or upon receiving a written statement of facts from a third party but in either case shall record in the minutes at a meeting of the Board, during Executive Session, how the basis for a Disciplinary Action is established and the specific instances where an individual shall be alleged to have acted or failed to act in accordance with the organization's policies and procedures.

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B. Process

1. Upon establishing the basis for a Disciplinary Action the Board shall immediately refer the matter to the Board of Inquiry
2. The Convener and Executive Director shall draft a statement detailing the alleged behavior/action/failure to act and the consequent breaches of policy and mail this to the Respondent and all members of the Board of Inquiry within 5 working days of the date of first notification. This document shall be known as the Discipline Notice and shall not state a proposed remedy. It shall however be accompanied by a copy of this policy and state the date, time and place of the Hearing. The date of the Hearing shall be no more than 20 business days following the date of first notification. The hearing shall be held on a weekday at 7pm unless the Respondent requests otherwise and such request is agreed to by the Board of Inquiry. The venue of the Hearing shall be the organization's office unless the Board of Inquiry shall direct otherwise. The venue of the meeting shall be accessible to the Respondent and situate within the City and County of San Francisco.
3. The Board of Inquiry shall meet within 10 working days of the date of first notification to discuss any interim arrangements which may be required (see section 6.3 below "Interim Arrangements") and make any other directions for the Hearing including identifying any third parties it wishes to invite to give evidence (oral or written) to the Board of Inquiry. Any interim arrangements which affect the Respondent including the names of any third parties who have been asked to give evidence by the Board of Inquiry shall be communicated by mail to him/her by the Convener the next business day following such meeting.
4. Attendance at the Hearing shall be by invitation of the Board of Inquiry only and shall not be open to the public, guests, media or any other person whatsoever. The Respondent shall attend in person by himself/herself alone and may not bring a friend, attorney or other person with them. The Respondent shall have the opportunity to hear all the evidence presented to the Board of Inquiry and may then make a statement of up to 15 minutes in length. The Respondent shall not have the opportunity to question any witnesses. Upon conclusion of his/her statement the Respondent may be asked questions by members of the Board of Inquiry. Following such questions, the Respondent shall be excused and the Board of Inquiry shall consider its decision.
5. In making its decision the Board of Inquiry shall first discuss its findings and clearly document its findings of fact in relation to the Disciplinary Action. The Board of Inquiry shall then determine whether the Disciplinary Action is valid (in whole or in part). If the Board of Inquiry finds that the Disciplinary Action is without substance then it shall publicly exonerate the Respondent and apologize for any distress and inconvenience unless

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the Respondent shall request otherwise. In either event the exoneration and apology shall also be made in writing to the Respondent. If the Board of Inquiry finds that the Disciplinary Action is valid, in whole or in part, it shall then determine what remedy is appropriate. Remedies at the disposal of the Board of Inquiry include any one or more of:

- a) Verbal warning
- b) Written warning
- c) Probation
- d) Verbal reprimand
- e) Written reprimand
- f) Requiring the Respondent to make a personal and/or public apology
- g) Suspension of Membership for a limited period
- h) Termination of Membership and period during which any application for membership submitted by the Respondent will be refused
- i) Permanent Termination of Membership
- j) Being relieved of all duties for a period of time
- k) Permanently relieved of all duties
- l) Banishment from organization's offices for a period of time
- m) Permanent banishment from organization's offices

Steps c) and higher shall require ratification by the Board of Directors at its next meeting (unless the Board of Inquiry shall request and be granted an extension by the Board of Directors). In determining what action to take the Board of Inquiry shall have regard to:

- n) Any previous infractions by the Respondent
- o) The desire to mend hurt feelings and create a happy team spirit within the organization as a whole
- p) Any extenuating circumstances
- q) The record and length of service of the Respondent

The Board of Inquiry shall give a time frame within which any and all of the above steps will be completed, such time frame to be no earlier than the date of ratification by the Board of Directors.

- 6. Nothing in IV.B.5 shall preclude the organization or any other person seeking further relief through the courts or from reporting matters to the appropriate authorities.
- 7. The Board of Inquiry shall advise the Respondent in writing of its Decision within five working days of the Hearing.

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8. Subject to ratification by the Board of Directors, the decision of the Board of Inquiry shall be final and there shall be no appeal notwithstanding the non-attendance and/or non-cooperation (for whatever reason) of the Respondent.

V. Grievances

A. Process

1. A grievance must be in writing signed and dated by the Petitioner and contain:
 - a) a clear statement of the Grievance
 - b) the date(s) of occurrence
 - c) proposed remedy
2. The Petitioner must file his/her grievance in triplicate with the Board President, Executive Director and Secretary within 14 days of the last occurrence of the behavior and/or incident(s) referred to in the Grievance. All matters relating to the Grievance will be treated as confidential (see clause VI.E).
3. The Convener and Executive Director shall review the Grievance within two working days of the Date of First Notification to check that the Grievance conforms to the requirements of this policy and at this point the Convener may contact the Petitioner pursuant to clause VI.D.1 requesting amendment. If the Petitioner does not provide the requested information pursuant to clause VI.D.1 within the time limit prescribed the Grievance will be automatically dismissed. The Petitioner may always re-file the Grievance respecting the other time limits set out in this policy.
4. Within five days of the Date of First Notification the Convener shall mail the Petitioner, Respondent and all members of the Board of Inquiry a copy of the Grievance accompanied by a copy of this policy. The Convener shall attach to this mailing a covering letter acknowledging receipt of the Grievance and stating the date, time and place of the Hearing. The date of the Hearing shall be no more than 20 business days following the date of first notification. The hearing shall be held on a weekday at 7pm unless either the Petitioner and/or Respondent requests otherwise and such request is agreed to by the Board of Inquiry and both parties. The venue of the Hearing shall be the organization's office unless the Board of Inquiry shall direct otherwise. The venue of the meeting shall be accessible to both the Petitioner and the Respondent and situated within the City and County of San Francisco.
5. The Board of Inquiry shall meet within 10 working days of the date of first notification to discuss any interim arrangements which may be required (see section VI.C below "Interim Arrangements") and make any other directions for the Hearing including identifying any third parties it wishes

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to invite to give evidence (oral or written) to the Board of Inquiry. The Board of Inquiry may also, in its absolute discretion, terminate the Grievance Process at this meeting if, in the opinion of the Board of Inquiry; the Grievance is brought by a vexatious Petitioner, implied indemnity as envisaged by clause VI.I of the policy exists, the Grievance is inadmissible or ill-founded, the Grievance is retaliatory in nature (e.g., a counter-grievance or a response to some other disciplinary action), there shall have been a breach of confidentiality by the Petitioner as specified in clause VI.E.1 of this policy or if the Grievance shall be defective. Any such interim arrangements which affect the Petitioner and/or Respondent, including the names of any third parties who have been asked to give evidence by the Board of Inquiry, shall be communicated by mail to both parties by the Convener the next business day following such meeting together with the reasons for dismissal, if that is the case.

6. Attendance at the Hearing shall be by invitation of the Board of Inquiry only and shall not be open to the public, guests, media or any other person whatsoever. The Petitioner and the Respondent shall attend in person by themselves only and may not bring a friend, attorney or other person with them. The Petitioner and Respondent shall have the opportunity to hear all evidence presented to the Board of Inquiry and may then each make a statement of up to 10 minutes in length. Neither the Petitioner or the Respondent shall have the opportunity to question any witnesses. Upon conclusion of his/her statement the Petitioner and Respondent may be asked questions by members of the Board of Inquiry. Following such questions, the Petitioner and Respondent shall be excused and the Board of Inquiry shall consider its decision. The Petitioner and Respondent shall not be present during the statement and questioning of the other.
7. In making its decision the Board of Inquiry shall first discuss its findings and clearly document its findings of fact in relation to the Grievance. The Board of Inquiry shall then determine whether the Grievance is valid (in whole or in part). If the Board of Inquiry finds that the Grievance is without substance then it shall publicly exonerate the Respondent and apologize for any distress and inconvenience unless the Respondent shall request otherwise. In either event the exoneration and apology shall also be made in writing to the Respondent. The Board of Inquiry may also request the Petitioner to apologize to the Respondent and, in extreme cases, may also recommend action be taken against the Petitioner up to and including all of the steps listed below. The Board of Inquiry may also recommend instituting a Disciplinary Action against a Petitioner. If the Board of Inquiry finds that the Grievance is valid, in whole or in part, it shall then determine what remedy is appropriate. Remedies at the disposal of the Board of Inquiry include any one or more of:
 - a) Verbal warning

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- b) Written warning
- c) Probation
- d) Verbal reprimand
- e) Written reprimand
- f) Requiring the Respondent to make a personal and/or public apology
- g) Suspension of Membership for a limited period
- h) Termination of Membership and period during which any application for membership submitted by the Respondent will be refused
- i) Permanent Termination of Membership
- j) Being relieved of all duties for a period of time
- k) Permanently relieved of all duties
- l) Banishment from organization's offices for a period of time
- m) Permanent banishment from organization's offices

Steps c) and higher shall require ratification by the Board of Directors at its next meeting (unless the Board of Inquiry shall request and be granted an extension by the Board of Directors). In determining what action to take the Board of Inquiry shall have regard to:

- n) Any previous infractions by the Respondent
- o) The desire to mend hurt feelings and create a happy team within the organization as a whole
- p) Any extenuating circumstances
- q) The record and length of service of the Respondent
- r) The remedy proposed by the Petitioner

The Board of Inquiry shall give a time frame within which the above steps will be completed, such time frame to be no earlier than the date of ratification by the Board of Directors.

- 8. Nothing in V.A.7. shall preclude the organization or any other person seeking further relief through the courts or from reporting matters to the appropriate authorities.
- 9. The Board of Inquiry shall advise the Petitioner and Respondent in writing of its Decision within five working days of the Hearing.
- 10. Subject to ratification by the Board of Directors, The decision of the Board of Inquiry shall be final and there shall be no appeal notwithstanding the non-attendance and/or non-cooperation (for whatever reason) of the Petitioner and/or the Respondent.

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VI. Supplemental Provisions

A. Limitations

1. A grievance in writing, signed by the Petitioner, must be filed in triplicate with the Board President, Executive Director and Secretary by the Petitioner within 14 days of the last occurrence of the behavior and/or incident(s) referred to in the Grievance.
2. The Board of Inquiry may extend the period during which a Grievance may be filed upon:
 - a) written representation from the Petitioner explaining why it may not have been possible to file a grievance within the time limit prescribed; and
 - b) a unanimous vote of the Board of Inquiry to waive rule VI.A.1 above.
3. No grievance shall be accepted or Disciplinary Action initiated where the behavior/incident(s) referred to occurred more than 6 months prior to the date of first notification.

B. Notices/Address for Service

1. All notices and communications may be served on any party either in person or by first class mail, fax and/or email at the address currently on record with the organization.
2. The Board of Inquiry shall not be required to investigate the whereabouts and/or schedule of either the Petitioner or Respondent within the Period of Inquiry as the time limits set forth are sufficient to accommodate vacations and other factors.
3. Any communication received after 5pm on a business day or on a weekend shall be deemed to be received at 10am on the next business day.

C. Interim Arrangements

It may, on occasion, be necessary for the organization to make interim arrangements, prior to the Hearing, to protect either the Petitioner or Respondent and other persons from emotional distress, intimidation and even physical danger. The Board of Inquiry shall have power at its sole discretion, with or without the input of the Petitioner and Respondent and with or without their knowledge and/or attendance, to give interim directions, subject to review at the Hearing, for either one or more of the following:

1. Suspension of Membership (including not entering upon the organization's office premises, even for public meetings).
2. Suspension of Duties (including not entering upon the organization's office premises).
3. Request that the Petitioner and Respondent refrain from communicating with one another.

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4. Reclassify the Grievance as a Disciplinary Action
5. Such other interim arrangements as the Board of Inquiry shall deem appropriate.

D. Amendment/Withdrawal of Grievance

1. Upon review by the Convener and Executive Director, it may be that the Grievance as filed does not satisfy all the requirements of this policy. If this is the case, then the Convener shall telephone the Petitioner within two working days of receiving the Grievance, advise her/him of the deficiencies and give her/him a further period of three working days within which to remedy these deficiencies by either amending the Grievance or re-filing the Grievance. This telephone call shall be backed up by a letter sent by first class post and (where possible) email.
2. The Petitioner shall have the right at any time up to 48 hours prior to the Hearing, with or without cause, to withdraw the Grievance. In the event of withdrawal, all papers relating to the Grievance shall be sealed in an envelope (which shall be dated) and kept in safe custody by the Executive Director of the organization. Unless the grievance procedure shall be reinstated by the Petitioner, at which time the Board of Inquiry shall determine what action to take in regard to the sealed envelope, the envelope shall be destroyed by the Executive Director in the presence of an independent observer appointed for that purpose by the Board on the second anniversary of the date on the envelope.

E. Confidentiality

1. All matters relating to any Grievance and/or Disciplinary Action subject to this policy shall be kept confidential and shall only be discussed by the Board during executive session. This is designed to preserve the reputations of persons who may be a party to any process of investigation pursuant to this policy and to protect the organization from legal liability. The staff of the organization may, of necessity, be privy to matters arising under this policy but shall be required to keep such matters confidential. A breach of confidentiality by the Petitioner may render a grievance procedure void and result in the automatic termination of a grievance if, in the opinion of the Board of Inquiry, such breach will prejudice a fair and unbiased hearing.
2. Following the Period of Inquiry the Board may in its absolute discretion decide to release a summary or, in the event of misinformed media attention generated at the behest of an aggrieved party (or otherwise), make a part, parts or whole of the proceedings available to the media in the interests of defending the organization and/or any person or persons within it, ensuring accurate coverage and fair comment.

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F. Consolidation/Multiple Grievances

A grievance shall only be filed by individual against another individual. However, it may be the case that an individual may wish to bring a grievance against more than one person and that more than one individual may wish to file a grievance against a single individual, and so multiple grievances may be filed. In such circumstances the Board of Inquiry may consolidate one or more grievances within a single process and hearing.

G. Commencement/Transitional Arrangements

1. This policy is effective 02.02.00 and replaces the Disputes Policy.
2. This policy is effective in relation to all grievances and disciplinary actions received but not yet acknowledged as of 02.02.00, which date shall be deemed as the effective Date of First Notification in relation to such matters.
3. Subject to VI.G.2 any grievance or disciplinary action under consideration as of 02.02.00 shall be resolved in accordance with the Disputes Policy.

H. Eligibility of Petitioner

A grievance may only be brought by a member in good standing of the Corporation.

I. Implied Indemnity

There shall be a rebuttable presumption that any officer of the Corporation shall be deemed to have acted with the knowledge and consent of the Board in exercising her/his duties and any grievance brought against any officer in relation to that officer's behavior shall be inadmissible unless a Petitioner can show that the officer was not acting with the knowledge and consent of the Board.

*Approved by the Board 02.01.00
Amended 04.04.00*

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Promises Policy

Although this policy pertains primarily to promises made regarding Exhibitor and Parade participation, it should be understood to extend to any other promises made regarding free, discounted or trade participation on any level.

Exhibitor and Parade fees constitute a significant proportion of the corporation's income. Promises or warranties of any description regarding fee waivers (either in whole, part or trade) and/or position/placement made by Board members, subcommittee members, independent contractors and volunteers is strictly prohibited.

All requests for waivers must be in writing from the exhibitor/parade contingent. Exhibitor fee waivers may be decided by the Executive Director. Parade fee waivers shall be referred to a committee consisting of the Board President, Treasurer and Executive Director who shall by (if needs be) majority vote decide whether to approve or decline all Parade fee waiver requests.

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Policy of Confidentiality

All information, materials, or knowledge of matters which a Board member may acquire during their tenure which is not a matter of public record shall be deemed "confidential". It is furthermore incumbent on all Board members to refrain from imparting, in any manner to any person, such information, materials, or knowledge of matters, without the written consent of the full board recorded in the minutes.

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Board Responsibilities Policy

I. Background

Central to the functioning of the Board is the mutual accountability of Board members to one another, the members and the organization as a whole. The agreement signed by Board members is worthless unless there are sanctions to back up that accountability.

II. Responsibilities

Each Board member has made a commitment pursuant to their Board Agreement to:

- A. Familiarize myself with and uphold the Mission Statement, Articles of Incorporation, By Laws, and Standing Rules and other policies and procedures of the Corporation;
- B. Act in the best interest of the organization;
- C. Assume a leadership role;
- D. Demonstrate fiscal responsibility in budgetary and other financial matters concerning, the organization and its functions and events;
- E. Review and uphold all current Board policies, including but not limited to these specific areas of concern:
 - 1. Keys/Keycards (H.01 & H.02)
 - 2. Letterhead (H.03)
 - 3. Meetings (B.06.IV)
 - 4. Confidentiality (B.05)
 - 5. Media Comment & Public Speaking (G.01)
 - 6. Financial Procedures (C.01)
 - 7. Conflict of Interest (B.02)
 - 8. Code of Conduct (B.01)
 - 9. Behavior at Meetings (B.08)
 - 10. Event Conduct (E.05)
 - 11. Email (G.02)
 - 12. Internal Communications (G.04)
 - 13. Board Responsibilities (B.06)
- F. Adhere to all codes of conduct or ethics as adopted;
- G. Attend regular Board meetings, on time;
- H. Take the initiative to stay well-informed concerning the organization and its business, including:
 - 1. Reviewing minutes, reports and other printed materials received prior to attending a meeting at which said materials are on the agenda;
 - 2. Calling and stopping by the office for my mail and messages on a regular basis;
 - 3. Regularly, and in a timely fashion, responding to communications from the organization and other directors;
- I. Be honest and direct in my communications with other directors, members and staff;

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- J. Work as a team member, demonstrating by my behavior in committees, at meetings, in public and in private my willingness and ability to support fellow directors, members, and staff in the work of the organization;
- K. Serve on at least one standing committee of the Board during my first year and two during my second and subsequent years;
- L. Serve on other committees as my skills and schedule allow;
- M. Devote at least two days during this year's tenure to significant volunteer recruitment and public relations work in a public venue or at another L/G/B/T event or function.
- N. Promote the positive public image and positive public relations of the organization.
- O. Volunteer time as requested by the Board President and/or Executive Director.
- P. Support the organization's special fundraisers and events.
- Q. Maintain a high degree of familiarity with issues, concerns and trends in the community.
- R. Serve the organization without expectation of financial compensation or benefit to oneself, family and spouse/domestic partner for their service as a member of the Board of Directors.
- S. Agree to be mentored during my first year of board service and attend an orientation.
- T. Each Board of Director is responsible for giving or getting a minimum of \$500 in donations per year. This can be cash or in-kind donations and the responsibility can be met by working on one of SF Pride's fundraising events.
 - 1. At its discretion, the Board can waive all or part of a year's requirement on an individual basis.

The term "Serve" as used above shall mean physical attendance at meetings and completing assigned tasks.

III. Sanction

- A. Subject to Section 4 "Attendance" Removal for "cause" shall include failure to observe one or more of the above commitments but shall not be confined to the covenants listed above.

IV. Attendance

- A. The Board Agreement states that regular and on time attendance at Board Meetings and service upon one Board Committee is required. In pursuance of that covenant it is also recognized that there may be occasions upon which a Board Member may be prevented from attending such a meeting. Circumstances which may prevent attendance include:
 - 1. Illness of self, partner and/or dependents
 - 2. Bereavement of partner, dependent, parent or sibling
 - 3. Unavoidable work commitment
 - 4. Absence at the behest of the organization (e.g. conference)

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- a) In any event, any Board member who anticipates missing a meeting s/he is required to attend should send their apologies to the Board President who shall have power to excuse attendance. Minutes of meetings shall record those Board Members present, those excused and those absent. Board members absent without leave for two consecutive meetings or for an aggregate of four meetings out of 10 shall be subject to immediate termination.

V. Non-Communication

- A. Any Board member who shall fail to give reason for failure to attend to his/her duties and/or fail to communicate for a period in excess of 28 days without leave of the Executive Committee and/or Board President shall be removed from the Board.

VI. Equity

- A. The intent of this policy is to promote and insure consistency of the board in strategic planning, setting policy, handling fiscal and budgetary responsibilities and in the overall management of the organization. As such, termination from the board should be in the manner of a last resort if all other attempts to match expectations with performance shall fail.

***Approved by the Board 03.09.99
Amended 04.04.00
Amended 11.05.01
Amended 03.04.02
Amended 06.03.14
Amended 08.04.15***

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Corporate Participation Policy

I. Background

SFP is committed, as far as possible and as long as possible, to preserving free admittance to the San Francisco Pride Celebration

In pursuit of this fundamental goal and the desire to offer a quality event and the best standard of service to the community it is recognized that the level of resources required invites a prudent and diverse funding base.

SFP also recognizes its unique position to act as a positive nexus for promoting the involvement of corporations at the leading edge of good corporate relations in respect of the LGBT community.

II. General

SFP welcomes the support of corporations or entities who wish to support the San Francisco Pride event by underwriting the costs and expenses of production and promotion. However, SFP does not welcome the participation of corporations or entities who have demonstrated a lack of support for our community or those groups who have taken a stand against our community which by their conduct or statements it would appear they are unrepentant of. In addition SFP does not accept sponsorship from specific industries.

III. Authority

This policy is in all respects subordinate to the articles of incorporation, by laws and standing rules of the corporation.

IV. Specific Industries, Corporations and Situations

A. General

The industries, corporations and groups which SFP shall not deem as appropriate for partnership will be reviewed on an annual basis in August of each year.

The phrase "corporate partnership" shall include: sponsorship, marketing, and/or promotion of or in connection with SFP organized events; sponsorship, marketing, and/or promotion of or in connection with events not organized by SFP but where SFP shall be a beneficiary, host, endorser or have some other role which

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associates SFP with the corporate partners assisting that event; direct or indirect (e.g. through an event not organized by SFP) donations; and, sponsorship, marketing, and/or promotion of or in connection with events not organized by SFP but where SFP shall be a participant.

SFP shall not enter into corporate partnerships with the industries, Corporations, and groups listed below:

B. Tobacco

SFP shall not enter into corporate partnerships with the tobacco industry and/or tobacco products.

C. Adolph Coors Brewing Company

SFP applauds the many advances made for LGBT employee rights within the Adolph Coors Brewing Company but regrets the continued funding by the Coors Family and the Castle Rock Foundation of causes which are antithetic to SFP's mission. Notwithstanding the technical distinctions between ownership of the foundation and the brewing company, SFP considers them but tentacles of one octopus. While the Castle Rock/Coors empire continues to support causes antithetic to SFP's mission a fundamental conflict applies and SFP does not deem the Adolph Coors Brewing Company to be appropriate for corporate partnership.

D. Exxon Mobil

The decision by Exxon Mobil to deny its employees domestic partnership benefits which they had been previously entitled to is antithetic to SFP's mission. SFP does not deem Exxon Mobil as appropriate for corporate partnership.

E. Hostile Media

SFP does not deem media who are hostile to the lgbt community, its issues, SFP or Pride events in general as appropriate for corporate partnership. SFP shall deem media 'hostile' if, over a period of time, there is a pattern in editorial coverage of an unduly negative and unbalanced viewpoint in relation to the lgbt community, its issues, SFP or Pride events generally, SFP shall also deem media as 'hostile' if a single editorial shall evoke overwhelming outrage within the community. The decision as to whether media be classified as 'hostile' or not shall rest with the Executive Committee in the first instance but may be reviewed and modified by the Board as a whole.

F. Military

1. SFP applauds the removal of the US Armed Forces "Don't Ask, Don't Tell Policy" officially ending more than two centuries of anti-homosexual discrimination by those institutions. SF Pride emphatically supports and honors the members of our community who are now serving or have served in the past in the U.S. Armed Services. Nevertheless, because of the following ongoing institutional practices:

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- a) Discrimination against Transgender people.
 - b) The use of intentionally misleading advertising specifically targeting economically disadvantaged youth.
 - c) The danger faced by women and men of sexual assault, rape and harassment by other members of the armed services.
2. The SF LGBT Pride Committee does not deem Armed Services recruiters an appropriate entity for participation in our Vendor or Corporate sponsorship programs."

V. Minimum Requirements

At a minimum, all corporate sponsors of SFP shall:

- A. endorse the mission of SFP
- B. include sexual orientation, gender identity, and gender expression in their policies
- C. of non-discrimination
- D. not discriminate in the provision of benefits between employees with domestic partners and employees with spouses, and/or between the domestic partners and spouses of employees. This provision to have immediate effect in relation to all new sponsors of SFP, existing sponsors to be given 12 months from 08.16.02 to comply.

VI. Administration

- A. The Executive Director shall negotiate and agree all corporate sponsorships within an agreed framework determined by the Board. No agency or third party may negotiate sponsorship on behalf of SFP except as expressly provided for elsewhere in this section.
- B. As soon as practicable after the start of the fiscal year the Executive Director shall devise standard sponsorship and media partner packages and circulate these to the Board and staff for comment and feedback. Thereafter the Executive Director may negotiate with prospective sponsors on the basis of the benefits described in those packages. Any substantial departure from the types of benefits described shall be agreed with the Board President prior to presentation to prospective sponsors.

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- C. The Executive Director shall determine the consideration required of the sponsor in connection with each sponsorship and negotiate the same.
- D. All sponsorships shall be evidenced by an agreement direct with the sponsor signed by the sponsor, Executive Director and Board President. When agreements are entered into a copy shall be automatically circulated to the members of the Executive Committee and appropriate staff.
- E. Subject to the above, certain pass through rights may be granted to SFP's media partners. Pass through rights shall typically include such things as a booth at the event. The extent of the pass through rights shall be established in the media partner packages described in 6.2 above.
- F. All sponsorship consideration shall be paid to SFP in advance of the event.
- G. All sponsorship agreements shall include a clause guaranteeing the artistic integrity of the event making it clear that the sponsor shall have no influence over programming.
- H. No sponsor or employee of a sponsor may serve as a director of the corporation, without first signing an agreement to recuse themselves from influencing any decisions or participation in conflict of interest discussions.
- I. No one shall receive any payments or inducements from sponsors and any gifts received must be disclosed.
- J. Venue Managers being independent producers may, with the prior approval of the Executive Director, enter into sub-sponsorships relative to their venue.
- K. Any sponsorship which includes a presence at an event venue shall be discussed with the relevant venue manager prior to agreement with the sponsor.

VII. Conclusion

- A. Subject to the above, SFP shall adopt an open-door policy to corporate participation but shall seek to balance this with community based programs which encourage partnership between community and corporations.

*Approved at Board Meeting 09.07.99
Amended at Board Meeting 02.05.02
Amended at Board Meeting 08.06.02
Amended 02.04.14*

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Meetings Behavior Policy

I. Authority/Scope

- A. This policy is in all respects subordinate to the articles of incorporation, by laws and standing rules of the corporation.
- B. This policy should be read in conjunction with the rules of order which govern the meeting in question, e.g. consensus model/Robert's Rules of Order (decorum sections etc), and the Corporation's other policies from time to time in force, such as the Code of Conduct.
- C. This policy shall apply to anyone and everyone who attends meetings of the Corporation.

II. General

- A. This policy is designed to give guidance to those attending meetings of the Corporation as to what standards of behavior are required and what is unacceptable.

III. Disruptive Persons

- A. In order to conduct its business in a mature and respectful manner it is essential that those attending meetings of the Corporation adhere to the process and do not engage in disruption of the meeting.
- B. Disruption is, for the purposes of this policy, defined as:

Behavior which does not show respect for:

- 1. The process
 - 2. The Chair
 - 3. Anyone present
 - 4. Any member, director, staff ,or volunteer of the Corporation
- C. If a person or group of persons disrupt a meeting and ignores two warnings given them by the Chair at that meeting, they will be removed by the sergeant-at-arms for the purpose of being given an opportunity to calm down. Such person or persons may rejoin the meeting later, but if they continue to be disruptive, then upon being given a third warning by the Chair, they will be removed by the sergeant-at-arms from the meeting, not allowed to rejoin the meeting and have their membership of the Corporation (in the event that they are members) suspended, pending a hearing by the Community Affairs Committee and possible expulsion as a member.
- D. Anyone present at any meeting shall have the power to call for a three second silence to help calm a tense situation.

IV. Sergeant-at-Arms

- A. Every meeting shall have a Sergeant-at-Arms who shall be appointed at that meeting and in default shall be the Vice-President of the organization.

Approved by the Board 02.01.00

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Basic Financial Procedures Policy

I. Receipts (Cash, Checks and Charge Slips)

- A. Cash (Note: we do not accept cash in the office! However, if you absolutely must take cash, here are some procedures for handling it):
 - 1. Issue a receipt with the following information:
 - a) Date
 - b) Amount Received
 - c) Two signatures:
 - d) Received from
 - e) Received by
 - 2. Make an entry in a receipts log which includes the following:
 - a) Date
 - b) Description (Women's Motorcycle / T-shirt Purchase / Donation)
 - c) Payer
 - d) Amount
 - e) Receipt # (from the receipt book)
 - f) Account Distribution
 - 3. Keep receipts and receipt log (and the cash, until it is able to be deposited) locked in the petty cash box when not in use.
- B. Checks
 - 1. Endorse all checks immediately for deposit into our account
 - 2. When check is for payment of an application:
 - a) Make two photocopies of the check
 - (1) Original check and one photocopy of the check (plus a photocopy of the application) goes to the Accountant for deposit
 - (2) Second copy of the check gets attached to the back of the original application
 - 3. When check is for other type of payment:
 - a) Make one photocopy of check, attach to original check and give to the Accountant for deposit
- C. Charge receipts
 - 1. Verify expiration date of card
 - 2. Complete charge slip with the following information:
 - a) Date
 - b) Description
 - c) Amount, including surcharge
 - d) Total amount
 - e) Your initials

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3. Call for authorization of amounts over \$50.00. Write authorization number on charge slip.
4. Have payer sign slip
5. Give payer the customer copy
6. Keep remaining copies with cash receipts
7. Make entry into receipts log as with cash receipts

II. Deposits

A. General

1. Deposits should be made weekly or when cash receipts exceed \$100
2. Verify the receipts log by comparing the totals column to the sum of all account distribution columns
3. Complete bank deposit slips in duplicate and initial

B. Cash/Checks

1. Fill out deposit voucher with the following information:
 - a) Date
 - b) Description
 - c) Amount per account distribution
 - d) Total amount (total from deposit slip)
2. Photocopy deposit slip, all checks (this should already have been done), and each application (this should already have been done, too) or other document associated with the deposit and attach copies to voucher
3. Bring deposit to bank and bring duplicate slip back to the office
4. Attach duplicate deposit slip to file copy, verifying that the encoded deposit amount matches deposit slip total.

C. Charges

1. Charge deposits must be made separately from the cash/check deposits, but are done using the same procedures
2. Complete a charge deposit batch header
3. Create a deposit voucher as with cash deposits, with the following information:
 - a) Date
 - b) Description
 - c) Amount per account distribution
 - d) Total amount (from deposit slips)
4. A copy of the deposit slip, the merchant copy of the batch header and all merchant copies of charge slips should be attached to the voucher
5. Deposit itself must include the deposit slip, batch header and bank copies of each charge slip.

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6. Bring deposit to bank, and bring duplicate slip back to the office. Attach duplicate deposit to file copy, verifying the encoded deposit amount matches deposit slip total.

III. Disbursements

A. Non-payroll

1. Each invoice/reimbursement/payment, etc., must be prepared with an Expense Voucher containing the following information:
 - a) Vendor/Payee name, mailing address and contact phone #.
 - b) Description of request
 - c) Amount due per account distribution
 - d) Requester's name, title and contact phone # (must be a budget holder)
 - e) Date of request
 - f) Due Date
2. The invoice/receipt or other appropriate back-up documentation should be attached to the voucher and submitted for processing to the Accountant at least five working days prior to the due date.
3. The expense will then be forwarded to the Executive Director and a member of the Executive Committee for approval.
4. When approved, the voucher may then be entered into the Accounts Payable system. Vouchers should not be entered into the system without appropriate authorizations.
5. Checks should be written in time to meet the due date.
6. Each check needs two signatures meeting the following requirements:
 - a) One signature must be that of a member of the Executive Committee
 - b) The other signature must be that of the Executive Director.
 - c) Where a check shall be made payable to the Executive Director, such check shall be signed by two members of the Executive Committee and not the Executive Director.

B. Payroll

1. Time sheets for hourly workers, if any, should be submitted to the Executive Director on the 15th and last day of each month.
2. The Accountant will prepare payroll vouchers for salaried employees and for the hourly employees and submit these to the Executive Director for approval.
3. Payroll checks will be disbursed on the 15th and last day of each month.

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Financial Protocol

No expenditure can be incurred without going through the Executive Director in advance. This includes reimbursement of expenses outside of the set guidelines. If you expect to have an expenditure, prior approval must be sought from the Executive Director as soon as possible. Procedures exist and checks and balances are in place to ensure that all expenditures go through a proper approval process with the Board. All expenditures are accounted for during the annual budgeting and audit processes.

Approved by the Board 09.14.98

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Board/Staff Expense Policy

This policy shall apply to members of the Board of Directors, Staff, ratified Subcommittee, Co-Chairs and "Significant Volunteers", where expenses are incurred in the performance of their duties. In general, expenses are handled on a reimbursement basis, where all receipts and backup documentation are provided when claiming the expense. Paying an advance for expenses is not favored. In all cases, the following guidelines apply:

Expenses may be claimed by Board members, Staff, Subcommittee Co-Chairs and "Significant Volunteers", (or through these people on behalf of someone else, the details of re-payment to be handled between parties involved.)

A "significant volunteer" must be identified as such by the Board by resolution

All Expenses are claimable (but don't feel that you have to...)

Unless resolved by the Board, expenses incurred more than 45 days prior to any claim will not be accepted for reimbursement.

There must be supporting documentation for all expense claims. Any items claimed without receipts, canceled checks, invoices showing payment, credit card statements, etc., will not be reimbursed.

Up to \$30 in travel expenses (bridge tolls, gas charges and the like), and up to \$30 in telephone expenses (Pride-related calls or faxes made from home and the like) incurred while on official business for the organization may be claimed, by any or all of the above-designated persons, for any one calendar month (but again, don't feel that you have to...).

Travel expenses must be substantiated by the amount, time and/or date of travel, place or location, and business purpose, in addition to all receipts.

Telephone expenses must be substantiated by a photocopy of the phone bill in question. All calls to be reimbursed must be marked, must indicate the name of the party to whom calls were made, and must indicate the business purpose of the calls.

Any travel or telephone expenses in excess of \$30 per month not specifically sanctioned in advance by the Board must be submitted to both the Treasurer and Executive Director for approval.

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General Guidelines for Filling Out Expense Vouchers

1. Fill in completely the **Vendor/Payee** info section. The Vendor or Payee is the person or business to whom the check is made out, so, if it is a reimbursement to you, you are the Vendor/Payee. Otherwise, it should be the company or organization with whom you are doing business. Phone numbers and mailing addresses are important so that the Payee can quickly be called with any questions and so that the check is ultimately mailed to the correct place.
2. **Describe the expense**, especially if the check is in payment of several different expense line-items in your budget. Then list the Subcommittee whose budget is being drawn from and break down the expense by line-item according to the expense line-items listed on your budget. Do not make up new categories! If you can't figure out where the expense lies, ask the Executive Director. Break down the expense by amounts, so that each expense gets billed against the appropriate line-item. The majority of expense requests cover only one line-item.
3. Fill out the **Check Request Info** section with your information. If this check is a reimbursement to you, your info will be listed in both the Vendor/Payee section and in the Check Request section. This is okay. Please don't forget a phone number for easy reference. And, please list a due date! It may take up to five business days to cut a check, so please plan your expense ahead of time as much as possible.
4. You are responsible for obtaining the proper **Approval Signatures**. Each expense must be approved by the Budget Holder of the budget being drawn from the Executive Director.
5. All Expense Vouchers must be submitted with **Backup Documentation**---original receipts, invoices, canceled checks, etc. Call the CFO or Executive Director if you are uncertain what constitutes appropriate backup documentation. When in doubt, submit it all. **NO EXPENSE VOUCHERS WILL BE PAID WITHOUT APPROPRIATE BACKUP DOCUMENTATION. PERIOD!**

Do not worry about filling in the grayed-out portions of the Expense Voucher. The Accountant will be checking your expense against the approved budget, but you should be doing this as well.

Please Write Legibly!

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Fiscal Agent Policy

I. Authority

- A. This policy is in all respects subordinate to the articles of incorporation, by laws and standing rules of the corporation.

II. General

- A. This policy is designed to detail the circumstances in which and the method by which the corporation may act as a fiscal agent.

III. Types of Activities Which May Be Sponsored

- A. The activities for which SF Pride may act as a fiscal agent shall:
 - 1. Be restricted to a total of three in any calendar year.
 - 2. Be consistent with the mission, goals and objectives of the corporation.
 - 3. Have an annual budget not exceeding \$20,000.
 - 4. Be of a 'once only' nature or be an annual event and/or activity.
 - 5. Be community based.
- B. The activities for which SF Pride may not act as a fiscal agent shall include those which:
 - 1. Exhibit an unacceptable degree of financial risk.
 - 2. Shall be run 'for profit'.
 - 3. Relate to ongoing administrative costs for an organization.
 - 4. Include as more than 10% of the budget for the activity, fees and other compensation inuring to the benefit of those engaged in the activity.

IV. Administration

- A. The corporation shall require that all fiscal agent requests are made to the corporation in writing. Such requests shall include a summary of the project, a statement as to who is to be served by the activity, how the corporation's aid will be recognized and a budget of the anticipated income and expenditure.
- B. All fiscal agent arrangements shall be evidenced by a fiscal agent contract which shall include indemnities and guarantees to protect the corporation.
- C. The corporation shall administer all funds relative to fiscal agent through a separate bank account in the name of the corporation designated for the sole purpose of fiscal agent.
- D. In choosing which projects the corporation shall consider these on a case by case basis having due regard to fiscal responsibility and diversity.
- E. The corporation shall levy a \$150 administration fee in respect of all fiscal agents where the budget project shall be up to \$5,000. For projects where the budget shall be over \$5,000 the administration fee shall be equivalent to 12.5% of the total budget.

***Approved by the Board 02.01.99
Amended 2/4/14***

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Bidding & Proposals Report Dated 12/01/97

I. **Introduction**

- A. Bidding falls into two categories, the award of concessions (i.e. beverage, merchandise, Pride Guide etc.) and the supply of equipment and services.
- B. As a community organization organizing an event perceived as being in public ownership it is vital that a competitive bid process take place and that this be seen to be fair and open. It is, therefore, important that we clarify the rules and procedures for the award of concessions and contracts. It is also important that we heighten public awareness of this process by advertising and involving the queer business community.

II. **Equipment & Services**

- A. It is obvious that the majority of equipment supplied is in connection with the Celebration. It must be the case that wherever possible all equipment and services go out to competitive bid at regular intervals. There may be certain areas where competitive bid is impossible due to the unique nature of the service being provided. It should be the case that unless the Board decides otherwise that no contract should extend for more than a single Parade Cycle. The award of contracts for the supply of equipment and services should lie with the Board working within established budgets.

III. **Concessions**

A. General

- 1. Concessions confer upon the recipient the right to commercially exploit a retail and/or publishing opportunity.
- 2. Concessions currently “available” and the frequency with which I suggest these are renewed are as follows:
- 3. Magazine - 200
- 4. Pride Guide - Annually
- 5. Bar Operator - Annually going to Bi-annually
- 6. Beverage - Annually
- 7. Merchandise - Annually

- B. I think that it also makes sense for no one person or corporation to be awarded more than one concession. The reason for this, apart from the time-honored principle of not putting all of one’s eggs in one basket, is developing a policy of “participation”. We have, I would suggest, a duty and an interest in seeing that the butter is as evenly spread around the queer business community as possible.

IV. **Frequency of Bid**

- A. One view is that because of the nature of the event and the annual board elections that it is logical to review all concessions annually. In the main I think that this is a good principle provided that room for flexibility remains. Many business people will feel reluctant to commit themselves for one year only – most business plans take 3 years to reach fruition and it may well be that in terms of

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developing a service or product that in year one the operator may not budget to make any money at all. Certainly, there would have to be exceptional circumstances for a new bidder to be awarded more than a one year deal first time around.

V. **The Bid Process & Timetable**

- A. The bid process should, in each case, commence with the public advertising of that fact. The advertisement should appear in at least one suitable queer publication and elsewhere as required. The advertisement should be accompanied by a press release. Any advertisement should include:
 - 1. Title and nature of the concession giving brief information as appropriate.
 - 2. Date of the Event.
 - 3. Our address, telephone number, fax number and email address
Indication of asking price (if appropriate).
 - 4. Closing date for the receipt of completed bids.
 - 5. Our corporate logo.
 - 6. Statement that the advertisement is subject to contract and that we reserve the right to re-advertise or not, as we see fit, if the initial bid process fails to produce an acceptable bid.
- B. Upon receiving a request, bid information will be mailed to the applicant consisting of:
 - 1. Cover Letter
 - 2. Information for Bidders
 - a) This will consist of a brief history of the event and summarize the expectations of SFLGBTPCC.
 - 3. Bid Form
 - a) This will be a standardized form which the applicant will complete when making their bid.
 - 4. Certificate as to Non-Collusive Bidding
 - a) A certificate signed by the bidder certifying that they have not colluded with others (i.e. "fixed it") when putting their bid together.
 - 5. Checklist
 - a) This will be a checklist for bidders to ensure that their bid is valid.
 - 6. Return Envelope
 - a) All bids need to be submitted to the offices of our attorneys.
 - b) A draft set of documents for the Pride Guide, which may be adapted, appear in the appendix.
 - c) It is important that the bid process be seen to be above board. Completed bids should be sent to an address other than ours to instill confidence in the bid process. Lawyers have a reputation for higher ethical standards and it makes sense for our attorneys to receive the completed bids on our behalf. After the closing date these will be collected by the Executive Director who will then open them in the presence of the CFO and a Board member. It will be the responsibility of the Executive Director to report to the

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Board Meeting next following the closing date on the contents of the bid(s) received.

- d) SFLGBTGCC must then apply criteria in awarding the concessions. I suggest that the criteria to be taken into account in order of importance be:
- (1) Price
 - (2) Financial stability of the applicant.
 - (3) Ability of the applicant to fulfill the terms of the contract.
 - (4) Quality of expected service delivery.
 - (5) Previous record of dealings with SFLGBTGCC. Community profile – i.e. the extent to which the bidder has assisted and/or benefited the LGBT community.
 - (6) References.
 - (7) GGBA membership.
 - (8) It is to be noted that references should be requested but that greater reliance should be placed upon production of audited accounts and credit checks.
 - (9) All concessions must be awarded by the Board and the right to publicize the amount offered by all bidders reserved.
 - (10) Subject to existing contracts, all concessions should be awarded by October 31st in any year and require a minimum up front payment. For 1998, all contracts should be awarded by January 31st.
- e) Lists
- (1) I would not advise exclusive bid lists. What I would advise is that there is a bid list for each concession, entry to which is free and without restriction, unless in the opinion of the Board entry to the bid list of any person and/or corporation would be in some way prejudicial to the interests of the organization.
- f) Finance
- (1) I suggest that we have in mind the following price tags for next year's concessions:
- g) Concession
- | | \$ |
|------------------|---------|
| (1) Magazine | 10,000 |
| (2) Pride Guide | 5,000 |
| (3) Bar Operator | 90,000 |
| (4) Beverages | 10,000 |
| (5) Merchandise | 5,000 |
| (6) Total | 120,000 |
- h) In effect, the above forecast will reduce our expenses by \$45,000 and increase our income \$45,000, thereby having a \$90,000 net positive effect on the balance sheet.

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- i) Method
 - (1) I think that the bid process is to be preferred to, say, auction where the attendees would probably all be far too mistrustful of each other to join in with enthusiasm. In the event that the bids received fall short of expectations, then a negotiated deal can be done with an interested party.
- j) Merchandise
 - (1) Merchandise is a special case.
 - (2) In order to go out to competitive bid it is better to do so with a history of the concession and statistics proving that it has worked. This is not yet the case with merchandise. I would therefore recommend that for 1998 we seek a negotiated deal with merchandise and that this concession go out to competitive bid for 1999 onward.
- 7. Golden Gate Business Association (GGBA)
 - a) It behooves SFLGBT to be a member of the GGBA and to seek to engage the GGBA as a partner in its business affairs. A notice should be sent to the GGBA of business opportunities as they arise.
- 8. Interface with Fundraising & Sponsorship
 - a) The award of concessions does indeed raise funds for the organization but this relates to commercial activity and should not be confused with fundraising in its traditional sense. There is, however, a need for a strong interface as some areas of the organization's service contracts may be linked to sponsorship. Also, it is the case that with beverage, deals are likely to be sponsorship led and so the competitive bid process should be subsidiary to the sponsorship process in relation to beverage.
- 9. Non-Discrimination
 - a) In all our dealings where the substance of a contract is worth more than \$10,000, I think we are both entitled to and have a duty to inquire as to our prospective business partners whether they have non-discriminatory work policies.
- 10. Regulation and Review
 - a) While the Board will decide on the award of concessions, the bid process will be managed and regulated by the Executive Director. Review will occur on an annual basis.

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Financial Responsibilities Policy

I. Authority

- A. This policy is in all respects subordinate to the articles of incorporation, by laws and standing rules of the corporation.

II. General

- A. This policy is designed to facilitate sound fiscal responsibility within the organization and clarify the relative responsibilities of the Board, the Treasurer, the Executive Director and the Bookkeeper. In short, the job of the Board is to set policy and provide oversight, the Treasurer's is to provide detailed oversight and ensure the board has the information they need to fulfill their fiduciary responsibility, the Executive Director's is to manage the Finance and Accounting personnel and ensure corporate and legal compliance and the Bookkeeper's is to carry out day to day accounting functions. Particularly, the Treasurer and Executive Director will work as a team. The Executive Director will be responsive to the input and feedback of the Treasurer and the Treasurer will recognize that his/her duties do not extend to the micromanagement of the accounting function or specific budgets or any "veto" power over expenditures authorized by the Executive Director within the budget(s) set by the Board. All Board of directors shall receive annual training in the reading and understanding of financial documents of SF Pride, including but not limited to, profit and loss statements, budgets, and cash flow projections/projections. The training shall be documented and tracked in Board Director files. The Board Treasurer and the Executive Director will be responsible for arranging the training.

III. Responsibilities & Duties

- A. The Board has a fiduciary responsibility, jointly, for the fiscal health and sustainability of the organization as a whole. Specifically the board shall:
 - 1. Work with the Treasurer and the Budget and Finance Committee ("BFC") as needed to review, adjust and approve a sound, balanced income and expense budget.
 - 2. Approve or reject amendments to the budget from time to time before or during the fiscal year as may be requested by the ED, reviewed by the BFC and submitted by the treasurer.
 - 3. Promptly review submitted financial reports and audits and pose reasonable questions and information requests of the Treasurer and ED to gain the clarity needed to uphold fiduciary responsibility to the corporation.
 - 4. Appoint a Treasurer with appropriate knowledge of accounting and fiscal controls.
 - 5. Adjust and approve community partner grant totals prior to announcement of the check granting party each year.

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- B. The Treasurer's principal responsibility in the area of Finance shall be one of strategy and oversight. Specifically the Treasurer shall:
1. Supervise, through the Executive Director where possible, the charge, custody and deposit of all funds and the maintenance of the corporation's financial records.
 2. Submit a report to each meeting of the Board and the General Membership containing a profit and loss statement, balance sheet, statement of cash flows FYE budget to actual projection (See *Reporting Below*)
 3. Monitor financial performance to budget and draw to the attention of the board any deviations from budget, irregularities or patterns of expenditure which indicate a budget overrun or which the Treasurer feels should be brought to the attention of the Board.
 4. Convene the Budget and Finance Committee, which shall meet on dates and times as directed by Treasurer.
 - a) Budget and Finance Committee shall meet at least one month prior to new fiscal year to review proposed new fiscal year budget.
 - b) Budget and Finance Committee shall meet a minimum of 6 times per year and as often as necessary to ensure the smooth operation of the Finance and Accounting function of the corporation.
 5. Interface with the CPA assigned to perform the yearly audit, review the audit and submit it to the board for review and approval at the earliest opportunity, but no later than 3 months after the close of the fiscal year.
 6. Periodically review financial procedures and controls and propose updates as needed to maintain compliance with other policy changes, and changes to the bylaws, Generally Accepted Accounting Principles (GAAP) and federal, state and local regulations, etc.
- C. The ED's principal responsibility shall be to manage the accounting staff and contractors and ensure that sound day-to-day fiscal management of the corporation is properly administered in compliance with applicable law, and in accordance with generally accepted accounting principles, this policy, and the SF Pride Financial Accounting Policies and Procedures. Specifically the ED shall:
1. Make decisions regarding expenditures within each line item on the budget ensuring that no expenditures are made in a new fiscal year prior to having a ratified balanced budget in hand, and that no line item or the overall budget is overspent at the end of the fiscal year.
 - a) Executive Director must seek approval for any new fiscal year expenditure that must be paid prior to board approval of new fiscal year budget.
 - b) Ensure that all contracts (excluding sponsorship) are negotiated and presented to the Treasurer prior to new fiscal year for Board approval.

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- c) ED must seek approval for any reallocation of budgets from one line item to another prior to incurring expenditures against those reallocations.
 - 2. Supervise the Bookkeeper and ensure compliance with all corporate, federal, state and local reporting procedures, requirements, regulations, Generally Accepted Accounting Principles and the SF Pride Financial Accounting Policy.
 - a) Ensure the books are closed and balanced monthly within one week of the last day of the each month.
 - b) Seek board approval for any changes to a closed accounting period.
 - c) Ensure the proper creation of monthly, quarterly and FYE financial statements.
 - 3. Meet with the Treasurer on a quarterly basis and prior to any Budget and Finance Committee Meeting to review the budget and any other financial matters requiring attention.
 - 4. Make recommendation to the board for community partner grant totals in advance of the announcement of the check granting event along with documentation clearly describing how those totals were calculated, including donation totals, a full beverage P&L, and an explanation of how expenses may have been allocated from or shared with the main P&L.
 - 5. Promptly answer any and all finance and accounting questions, reporting and information requests posed by any Board or BFC member that would not otherwise violate SF Pride policy and procedures or federal, state, or local laws.
 - 6. Make reasonable efforts to utilize the governing Board, Community Advisory Board, and other volunteer or pro-bono services and resources that may be available in the SF Pride community at large in lieu of paid resources.
- D. Under the direction of the ED and also the Treasurer, the Bookkeeper shall carry out the bookkeeping and financial administrative functions such as cutting checks, keeping the books of account, filing returns, maintaining the corporate accounting calendar, depositing funds, processing invoices and generating all administrative/board financial reports cited herein or that which may be requested from time-to-time by the ED or the Treasurer.

IV. **Check Signing**

- A. All checks will require two signatures. The Executive Director, Board President and Treasurer shall be the recognized signatories on the bank mandate. All checks shall be signed by the Executive Director and, wherever possible the Treasurer. In the event that the Treasurer shall not be available the Executive Director may ask the president to sign a check. The Treasurer should be notified within 48 hours of any checks not bearing his/her signature. No one may sign a check made payable to herself/himself.

V. **5. Emergency Procedures**

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- A. President's Spending Authority.
 - 1. It is recognized that due to the nature of the corporation's business there may be occasions on which an unbudgeted expense arises. The help facilitate the work of the corporation the Board President shall have discretion to spend up to \$5,000 on an emergency basis. To qualify as an emergency the expenditure must meet three tests:
 - a) It shall be deemed necessary by the Board President.
 - b) Item must be unbudgeted.
 - c) The item must be time sensitive, i.e., there must be no time to bring the matter before the Executive Committee prior to the expenditure needing to be incurred.
- B. The Board President shall, if possible, seek the advice and counsel of both the Treasurer and Executive Director before doing so.
- C. Bookkeeper Safeguards
- D. The bookkeeper shall maintain open access and confidential communication at all times with the Board President and Treasurer and, in an emergency, may be asked by either to address the entire board.

***Approved at Board Meeting 09.07.99
Amended at Board Meeting 10.05.99
Amended at Board Meeting 06.05.12
Amended at Board Meeting 10.02.12
Amended 02.04.14
Amended 06.03.14
Amended 09.08.15***

**San Francisco Lesbian, Gay, Bisexual, Transgender
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Financial Accounting Policy and Procedure

I. Authority

- A. This policy is in all respects subordinate to the articles of incorporation, by laws and standing rules of the corporation.

II. General

- A. This policy is designed to create clear rules for how and when SF Pride enters accounting transactions on its books, how and when the books are closed on a monthly, quarterly and yearly basis. The basic intent of the policy is to ensure that SF Pride complies with applicable law, generally accepted accounting principles and specific SF Pride accounting principles. It is not intended to unduly constrain the ED and F&A staff and contractors from using the accounting system to support operational needs.

III. Compliance and Filings

- A. Accounting will be performed in compliance with all applicable federal, state and local laws.
- B. Accounting will be performed according to applicable Generally Accepted Accounting Principles (GAAP).
- C. The Corporation is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code and from the California franchise and/or income taxes under section 23701(d) of the Revenue and Taxation Code and shall keep its books of record in compliance with these tax codes.
- D. The Corporation will file all legally required business filings, income tax and sales tax returns in accordance with applicable tax codes.

IV. Accounting Policies

- A. **Basis of Accounting** – Accounting transactions will be entered and financial reports will be presented on the accrual basis of accounting in accordance with GAAP.
 - 1. Revenues are recognized when they become both measurable and available.
 - 2. Expenditures are recognized when the obligation to pay is incurred.
- B. **Basis of Presentation** – SF Pride accounts for and reports information regarding its financial position and activities according to three types of assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.
 - 1. Unrestricted Net Assets consist of resources over which the Board of Directors of the Corporation has discretionary control. These resources are used in carrying on the operations of the Corporation in accordance with its articles of incorporation and bylaws.
 - 2. Temporary Restricted Assets consist of contributions received with donor-imposed restrictions that limit their expenditure either to specific purposes or to specific time periods.

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3. Permanently Restricted Net Assets consist of the part of the net assets of the Corporation resulting (a) from contributions and other inflows of assets whose use by the Corporation is limited by donor-imposed stipulations that neither expire by passage of time nor can be fulfilled or otherwise removed by actions of the Corporation, (b) from other asset enhancements and diminishments subject to the same kinds of stipulations, and (c) from reclassification from (or to) other classes of net assets as a consequence of donor-imposed stipulations.
- C. **Cash and Cash Equivalents** – For the purposes of the Statement of Cash Flows, management considers all unrestricted highly liquid investments with an initial maturity of three months or less to be cash equivalents.
- D. **Property and Equipment** – Purchased furniture and equipment are recorded at cost. Donated furniture and equipment are recorded at estimated fair market value when received. Property and equipment that are donated or acquired with resources restricted for such acquisitions are considered to be unrestricted when placed in service. The Corporation follows the practice of capitalizing all expenditures for equipment in excess of \$1000 USD. Depreciation is computed on straight-line method over the assets estimated useful lives ranging from three to five years depending on the asset class.
- E. **Trademarks** – The Corporation has and may from time to time create internally developed intangible assets such as copyrights and trademarks. The cost associated with registering these assets is capitalized.
- F. **Support and Revenue Recognition** – All contributions are considered to be available for unrestricted use unless specifically restricted by the donor.
 1. Support that is restricted by the donor is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities as net assets released from restriction.
 2. Gifts of cash and promises to give are presented as restricted support if they are received with donor stipulations that limit the use of the donated assets; otherwise they are presented as unrestricted support.
 3. Contributions of services, materials and supplies are recorded at their fair values on the date of contribution.
 4. Revenue that is earned and collected during the SF Pride celebration by various alcohol and merchandise booths located throughout the celebration grounds are audited upon deposit to the books of record. Adequate care shall be taken to guard against shrinkage of these revenues due to theft.
 5. Contributions are recognized when received or unconditionally promised. The Corporation reports gifts of cash and other assets as restricted support if such gifts are received with donor stipulations that limit the use of the donated asset.

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- 6. Donated Professional Services are recognized when received if such services (a) create or enhance non-financial assets or (b) require specialized skills that are provided by individuals possessing those skills, and would typically need to be purchased if not donated. The value of these contributed services is recognized as revenue.
- 7. Donated Merchandise/Advertising are recognized when received if such services (a) create or enhance non-financial assets or (b) require specialized skills that are provided by individuals possessing those skills and would typically need to be purchased if not donated. The value of these services are recognized as revenue.
- G. **Functional Expense Classifications** – The Corporation’s operating expenses are classified between program, management, and fundraising activities based on actual expenses, employee ratios and estimates made by the Corporation’s management. Additional classifications are tracked for internal reporting and operational needs at managements descretion
- H. **Fiscal Year** – The Corporation’s fiscal year starts on the first day of October and runs through the last day in September each year.
- I. **Accounting Calendar** – The corporation will maintain an accounting calendar documenting all key dates for accounting events, filing dates and reporting due dates.

V. Reporting Specifications

The Corporation will issue financial reports as follows:

Report Name	Description	Periodicity	Due	Initial Distribution
P&L Budget to Actual FYE Projection	Shows Actuals to Date, Total of budget allocated to remaining months, Total FY Budget, Projected FYE Variance by account. Accounts are grouped and summarized by revenue and expense type.	Monthly	3 days in advance of any scheduled finance committee meeting or Board Meeting	BFC Members
P&L	Shows P&L Actuals by Month, including the most recent closed month and total P&L to Date by account	Monthly	Same as above	BFC Members

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Balance Sheet	Shows Assets and Liabilities to date for the most recent closed accounting period. Summarizes by Current and Long term assets and liabilities and owners equity. Includes Accounts Receivable and Accounts Payable for all contracts, invoices issued, and invoices received.	Monthly	Same as above	BFC Members
Statement of Cash Flows	Report all inflows and outflows affecting the balances of all cash asset accounts	Monthly	Same as above	BFC Members
Budget Adjustment Record	Report on all budget adjustments and reallocations including account, change in value, reason, status, approved by and approval date.	Monthly	Same as above	BFC Members
Treasurer's Report	The Treasurer's Report will include all the above reports plus a narrative report highlighting and discussing significant realized or projected budget variances, cash flow problems and any other unexpected liabilities or assets. The report should highlight any fiscal policy or budgeting issues that should be discussed by the BFC or Board	Monthly	Same as above	Board of Directors
Audit Report	Upon completion of the Audit, the auditor will complete an audit report along with a set of audited financial statements in compliance with applicable law. The report is subject to review and approval by the Board of Directors	Yearly	Within 3 months after the end of the Fiscal Year	

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Entertainment Compensation Policy

I. Authority/Scope

- A. This policy shall be subordinate in all respects to the articles of incorporation, by-laws and standing rules of SFLGBTGCC.
- B. This policy only applies to entertainers (persons hired to perform - e.g. musical acts, poetry recitals, dance troupes, emcees, comedians, DJ's and other artists) hired by SFLGBTGCC to perform on stages at the annual SF Pride Celebration which are managed and programmed directly by SFLGBTGCC.
- C. For the avoidance of doubt, as at the date of this policy, this policy covers entertainers performing at the Main Stage and Community Dance Stage only.
- D. Recognizing the ongoing relationships between entertainers and the promoters/communities who are responsible for managing/programming the other venues, compensation of entertainers at all other venues at the event shall be at the discretion of the venue managers for those venues. SFLGBTGCC does, however, encourage those programming the other venues at the event to treat all their performers in a respectful manner, mirroring (where appropriate and relevant) the spirit and content of this policy.
- E. For the avoidance of doubt, this policy does not apply to speakers as such persons are invited to speak on the stage in order to promote their cause.
- F. The decision as to whether someone qualifies for compensation under this policy shall be in the purview of the Executive Director.

II. Entertainer Compensation

- A. Entertainers covered by this policy shall receive
 - 1. prompt notification of receipt of their materials and clear details of the timetable for selection/notification of appearance.
 - 2. respectful treatment from stage management.
 - 3. option to receive a booth structure at the Celebration (both days) to sell exclusively their own merchandise (no pass through rights) OR option to have merchandise sold from official pride booth (staffed by SFLGBTGCC).
 - 4. subject to meeting publication deadline(s) exposure within official pride publications (e.g. Pride Magazine, Pride Guide, Pride Supplement).
 - 5. a fee equivalent to the minimum union rate for the time being for live performance or \$100 per soloist (this includes DJ's) and \$200 for all other performances (bands, dance troupes, duets etc.) whichever shall be the greater.
 - 6. such other fees and expenses such as transportation (air) and accommodation (hotel) as may be negotiated on a case by case basis.
- B. Members, Staff and their immediate family, spouses and domestic partners are ineligible for compensation under this policy.

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- C. All compensation arrangements shall be subject to SFLGBTGCC receiving funding to cover such expenses. SFLGBTGCC shall use its best endeavors to secure funding for entertainer compensation early in the production cycle, e.g. prior to February 1 each year.

III. **Administration**

- A. All entertainers entitled to compensation under this policy shall, in the absence of any specific agreement with that entertainer to the contrary, be paid by check following their performance and only after submitting a typed invoice to SFLGBTGCC for the amount due.
- B. Additional compensation of entertainers as provided for by clause 2.1 of this policy shall be in the discretion of the Executive Director for the time being of SFLGBTGCC, working within the budget established by the Board.

IV. **Commencement**

- A. This policy shall come into effect on January 1, 2001.

V. **Amendment**

- A. 5.1 This policy may be amended at any time by a quorum of the Board

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Loans Policy

I. Authority

- A. These guidelines are in all respects subordinate to the articles of incorporation, by laws and standing rules of the organization.

II. General

- A. This organization is not a bank and is not in the business of lending money. Any organization applying for a loan should approach their own bank, members and/or board or attempt some other fundraising activity. Any organization applying for a loan must understand that this organization will only consider granting a loan in the most exceptional of situations and only as a last resort. This organization may, however, in exceptional circumstances make loans from time to time to other organizations and such requests shall be reviewed on a case by case basis and shall be subject to the strict criteria below.

III. Eligibility

- A. 3.1 In order to be eligible for a loan from the organization the borrower must:
 - 1. be a 501(c)3 corporation and/or existing community partner of the organization
 - 2. have a mission statement and exempt purposes consistent with the exempt purposes of the organization
 - 3. unless it is a Pride organization, have its principal office and deliver its services principally within the Bay Area
 - 4. No borrower shall be eligible for a loan until the expiration of 24 months since the repayment of any prior loan from the organization
 - 5. For the avoidance of doubt individuals and for-profit businesses or business ventures shall not be eligible for any loan from the organization

IV. Size of Loan

- A. 4.1 Subject to 4.3 and 4.4 below, the minimum loan shall be \$3,000
- B. 4.2 Subject to 4.3 and 4.4 below, the maximum loan shall be \$20,000
- C. No loan shall exceed more than 10% of the annual gross income (as reported in
- D. the last completed accounts covering a 12 month period, or longer) of the borrower
- E. No more than 10% of the net assets of the organization shall consist of loan(s) at the time any loan is made
- F. All loans shall be subject to the borrower obtaining (at least) matching funds from a financial institution.

V. Administration

- A. There shall only be one loan outstanding on the organization's books at any one time, regardless of size
- B. All requests for loans must be made in writing

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- C. All loans must be evidenced by a loan agreement which shall specify (amongst other things) the principal, the interest rate, whether the loan is secured or unsecured, the collateral (if any), guarantees (if any) and the repayment schedule
- D. Wherever possible loans should be secured against collateral and/or guarantees
- E. All loans shall attract interest at 2% above the unsecured business lending rate for the time being of Wells Fargo Bank.
- F. Loans shall be for a minimum 6 month and maximum 12 month period unless the borrower shall be a Pride organization in which case the maximum period shall be 24 months.
- G. If successful, the borrower must agree to participate in the organization's community partners program and agree to any monies inuring to the borrower from that program being a lien/first charge in favor of the organization against default by the borrower.
- H. All loans must be approved by the Board.
- I. Even if the applicant for a loan qualifies to apply for a loan under this policy the Board may deny any request with or without reason.
- J. In the event that the borrower shall adhere to the repayment of principal schedule agreed with the organization, the Board may vote to forgive the interest, in whole or in part, i.e., make a donation of the interest to the borrower.
- K. In the case of default by the borrower, the Board will meet and determine an appropriate course of action.

Approved by the Board 04.03.01

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Grants Guidelines

- I. **Authority**
 - A. These guidelines are in all respects subordinate to the articles of incorporation, by laws and standing rules of the corporation.
- II. **General**
 - A. The corporation makes grants on an annual basis to its community partners, all of whom are in the Bay Area. Community Partner Grants are the mechanism through which Bay Area non-profits may benefit from grants from the Corporation. The Corporation may make further grants from time to time to organizations outside the Bay Area and these shall be reviewed on a case by case basis. The corporation may proactively solicit applications in this regard but shall be under no obligation to make any such grants nor shall it be bound to publicize the possibility of making grants. These guidelines shall therefore not be public documents but remain confidential and known to the Board and Executive Director only.
- III. **Types of Activities Which May Be Sponsored**
 - A. It shall be unusual to make any grant to a single organization in excess of \$3,000 in any fiscal year.
 - B. It shall be unusual to make grants which, in aggregate, total more than \$10,000 in any fiscal year.
 - C. Subject to 3.1 and 3.2 above the organization shall make grants in any amount to any number of organizations.
 - D. Grants shall be made to organizations both within the USA and outside the USA with an identical or similar mission to the corporation, i.e. other Pride Committees/ Organizations or organizations who are seeking to put on a Pride event either for the first time or otherwise. No grants shall be made to individuals.
 - E. Grants make take the form of scholarships (consisting of transportation, accommodation and registration costs) to attend Pride conferences, grants for specific projects, sponsorship of events, donations for capital projects and contributions towards general running costs.
 - F. It shall be the desire of the Corporation to financially assist and otherwise mentor another Pride organization in the USA outside of the Bay Area and another Pride organization outside the USA as part of any Grants program.
- IV. **Administration**
 - A. Applications for grants shall be in writing to the Executive Director. Applicants shall be advised that a decision on their application may take up to two months from the date their application is received.
 - B. The Executive Director shall copy the grant application and circulate this to the members of the Grants Committee with additional commentary and/or documentation as appropriate, such additional information to be an aide to the committee is assessing whether the application meets the criteria spelt out in this policy.

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- C. The Grants Committee shall meet and assess applications on a regular basis. The Grants Committee shall be a sub-committee of the corporation and so its meetings shall be public. The committee itself shall be advisory and the purpose of the committee shall be to assess applications and to present its recommendations to the Board for approval
- D. In assessing applications, the Grants Committee shall have regard to:
 - 1. The record of the applicant in relation to receiving grants from the corporation and/or others.
 - 2. What other sources of revenue might better suit the applicant.
 - 3. The Public Relations implications of making a grant
 - 4. Who is served by the grant.
 - 5. Diversity in terms of the organizations receiving grants and the persons served.

V. Local Project Grant

- A. In addition to the above the corporation may also, at its discretion award a local once a year only project grant totaling no more than \$1,000 for a specific activity, event or display. Such award must have a clear connection with the mission of the corporation and the subject must be freely enjoyed.

VI. Conversion of Loans

Notwithstanding anything in this policy it shall also be within the power of the Board to forgive, (i.e. make a donation of) either in whole or in part, the principal of any loan made by this corporation pursuant to the Loans Policy of the corporation.

*Approved by the Board 02.01.99
Amended 04.03.01*

**San Francisco Lesbian, Gay, Bisexual, Transgender
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Operating Reserve Fund Policy

I. Statement of Purpose

The San Francisco Lesbian, Gay, Bisexual, Transgender Pride Celebration Committee, Inc. (SF Pride) Board of Directors designated an OPERATING RESERVE FUND by resolution at its January 6, 2015 Board meeting. The general purpose of the fund is to help to ensure the long-term financial stability of the organization and position it to respond to varying economic conditions and changes affecting the organization's financial position and the ability of the organization to continuously carry out its mission. SF Pride will maintain a Board-Designated Operating Reserve Fund to achieve the following objective(s):

- A. To enable the organization to sustain operations through delays in payments of committed funding and to accept reimbursable contracts and grants without jeopardizing ongoing operations;
- B. To promote public and funder confidence in the long-term sustainability of the organization by preventing chronic cash flow crises that can diminish its reputation and force its leaders to make expensive short-term, crisis-based decisions;
- C. To create an internal line of credit to manage cash flow and maintain financial flexibility.

II. Board-Designated Operating Reserve Fund Balance

The target amount to be attained and maintained for the Board-Designated Operating Reserve Fund is \$300,000.00, representing approximately 6 months of operating expenses on average. To establish the Operating Reserve Fund, the SF Pride Board of Directors has designated \$150,000.00 of existing accumulated liquid net assets as the beginning balance of the fund. The remaining \$150,000.00 is to be funded over the next 5 fiscal years in increments of \$30,000.00, through funding strategies incorporated into SF Pride's annual fundraising plan and capital budget.

III. Use of the Board-Designated Operating Reserve Fund

The Executive Director may access up to \$50,000.00 for purposes as outlined above, as long as sufficient accounts or grants receivable are available to repay such usage within 120 days. The Executive Director will notify the Treasurer in writing, and usage will be subject to the approval of the Executive Committee. E-mail or fax shall be acceptable forms of notification and acknowledgement.

Any funds borrowed from the Operating Reserve Fund for greater than \$50,000.00 and/or for longer than 120 days shall be requested by the Executive Director and approved by the Board of Directors. At any time that a borrowing from the Operating Reserve is outstanding, the status of the borrowing and payments made against the proposed repayment schedule will be reviewed at the regularly scheduled Board meetings.

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IV. Management of the Board-Designated Operating Reserve Fund

Under the direction of the Treasurer or the Budget & Finance Committee, the Executive Director will establish a separate bank account for the Board-Designated Operating Reserve Fund. Policies and procedures for handling deposits, reconciling statements, safeguarding access, etc. will be the same as established from time to time for any of the organization's other bank accounts. If feasible, the funds will be invested according to the guidelines set in an Operating Reserve Investment Policy. Until that Policy has been adopted by the Board, the funds shall be invested in an insured Money Market account or other insured liquid account which is not subject to negative fluctuation.

The Operating Reserve Fund will be listed separately in the net assets section of the organization's statement of financial position as "Board-Designated Operating Reserve" and longer-term borrowings from the reserve will be shown as a liability – "Due to Operating Reserve" – in internal financial reports.

V. Authorization of Draw-Down From the Board-Designated Operating Reserve Fund

A draw-down from the fund that will not or cannot be replaced with operating funds in the time frame established in "Use of the Board-Designated Operating Reserve Fund" above, must be approved by a majority of the Board, either by a majority of the votes of a quorum present at a regular Board meeting, or by a 2/3 majority of the Board if such vote is conducted by other means. A record of any such action will be maintained and be made a part of the Board meeting minutes. Any such action would remove the Board designation of "reserves" from these funds.

VI. Operating Reserve Shortfalls

If the Operating Reserve is and has been less than 75% of the targeted reserve level for two consecutive years, the Board of Directors, in the absence of any extraordinary circumstances, will adopt an operational budget that includes a projected surplus sufficient to rebuild the Operating Reserve Fund to its targeted reserve level over the following two years.

VII. Responsibilities of the Budget & Finance Committee

The Budget & Finance Committee will receive reports on the Board-Designated Operating Reserve Fund at its regular meetings and shall be charged with assuring that the funds are invested prudently in accordance with the guidelines stated above and that the organization receives a reasonable rate of return considering the size of the reserve fund, the instruments in which it is invested and other relevant factors.

The Treasurer will report the status of the Board-Designated Operating Reserve Fund to the Board as part of the regular Treasurer's report.

The Finance Committee will review the Operating Reserve Policy every three years, or sooner if conditions warrant, and put forward any necessary changes for Board approval.

**San Francisco Lesbian, Gay, Bisexual, Transgender
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Becoming a Member

- I. The General Membership (Voting Body) of the San Francisco Lesbian, Gay, Bisexual, Transgender Pride Celebration Committee Inc., meets for regularly scheduled General Planning Meetings. Anyone may attend these meetings but only those who are members in good standing may vote.

- II. Membership in good standing is attained when:
 - A. A prospective member completes, and submits all completed membership materials
 - B. At least sixty (60) days have passed since the receipt of completed membership materials

- III. In the interim after the application is submitted and before sixty (60) days have passed since the signature date on the membership application form, the applicant will be known as an **Associate Member** and have the same rights and privileges as a Member of the corporation with the exception that the Associate Member cannot vote.

Approved 08.03.16

**San Francisco Lesbian, Gay, Bisexual, Transgender
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Procedures for Dealing with the Receipt & Processing Of Membership Application Forms

I. **Availability**

- A. Membership applications are available online and prospective members are encouraged to sign up on the organization's website. Staff will be available in the San Francisco Pride office to assist with online membership registration by appointment only during normal business hours.
- B. Requests for membership applications, whether received by telephone, email, post or otherwise will be mailed to the person requesting the application form(s) by the assigned staff member within 5 business days of receiving a mailing address to which the applications may be sent.

II. **Record Keeping**

- A. Upon receiving all completed membership materials from a prospective member, the assigned staff member shall produce and file a hard copy of the membership application within 5 business days.
- B. If the application submitted is a physical copy the assigned staff member shall send a receipt of payment, copy of the membership application, and all other associated membership materials within 5 business days to the address provided by the prospective member.
- C. No amendment shall be made to any members' details (although tentative changes may appear in the "comments box") unless a member submits a request for the change to membership@sfpride.org or the San Francisco Pride office.
 - 1. If submitted via email a requested change must include the member's individual membership number.
 - 2. If submitted in person or by mail a member must include a copy of their current membership card.
- D. Any termination of membership excluding expiration of membership term may only be made with the express written authority of the Secretary.

III. **Storage**

- A. The original application forms, submitted by the member shall be kept in an alphabetized file by the assigned staff member.

**Approved 12.08.99
Approved 08.03.16**

**San Francisco Lesbian, Gay, Bisexual, Transgender
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Membership Renewal Procedures

- I. **Annual Renewal Date**
 - A. All memberships of the Corporation will be renewable on November 12 each year.
 - B. Any member who has joined at any time in the preceding year will be subject to renewal on November 12 notwithstanding the fact that they may have just recently joined.
 - C. Any member who joins between the date of the Annual General Meeting (AGM) and November 12 shall be considered members for the following year.
- II. **Procedure**
 - A. Renewal Notices will be available beginning at the AGM.
 - B. Any member who has not renewed by October 1 will be mailed a renewal notice by first class post by the assigned staff member at least 28 days prior to November 12.
 - C. The renewal notice will require the member in question to sign the renewal notice and either return it in person or mail it to the SF Pride office by way of an accompanying SASE.
- III. **Renewal/Expiration**
 - A. The renewal period for membership shall start on the date of the AGM Meeting.
 - B. Signed notices returned to the SF Pride office between the AGM and November 12 will qualify for renewal.
 - C. There will be a 28-day grace period following November 12 during which signer renewals will be accepted with the proviso that voting rights for the member in question will be suspended during the period November 12 until the renewal notice is received.
 - D. Members who do not return their signed renewal to the office by December 10 will lapse and their membership in the Corporation will cease as of November 12. Any member whose membership ceases as aforesaid may reapply for membership at any time but will be subject to the 60-day associate member period.

*Approved by the board on 12/8/99
Revised 1/5/10
Revised 8/4/15*

**San Francisco Lesbian, Gay, Bisexual, Transgender
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Main Stage Entertainment Policy

The Main Stage of the Pride Celebration shall seek to engage the audience with the highest standard.

Entertainment on the Main Stage shall be predominantly of a musical variety and reflect the expectations and tastes of the audience, seeking to showcase a variety of performers and speaking to diversity.

Above all, entertainment from the Main Stage must seek to engage a broad audience and in the case of specific genres of musical style, shall be from artists whose work crosses over to a wider audience.

The sexual orientation of performers shall not be a factor in determining their suitability for program selection, but the views and the extent of the support of the performer for the LGBT audience and communities shall.

Approved by the Board 01.05.98

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Main Stage Speaker Topic Selection Policy

I. Introduction

An essential component of the Main Stage Program shall be speakers. Speaker topics may address a variety of issues but shall serve the purpose of invigorating the audience and stimulating their sense of Pride. More than a single speaker on one topic should be avoided. The range of speaker topics should cover issues of local, national and international topicality as well as diversity and the theme. The selection of speakers should also reflect the diversity of the LGBTQ communities.

II. Number

There shall be a goal of four Saturday speakers and three Sunday speakers. There must, however, be flexibility to add or subtract from this number in the event of cancellation or the emergence of an issue of importance.

III. Selection of Topics

Two of the Saturday speakers topics shall be chosen by the general membership and two by the Board. Two of the Sunday speaker topics shall be chosen by the general membership. The third speaker topic shall be selected by the Board.

IV. Selection of Speakers

Selection of speakers will be done by the Executive Director with approval by the Board.

V. Timing

The General Membership shall make its selection by the January meeting each year and the Board shall make its final selection at the May Board meeting.

***Approved by the Board 02.01.98
Amended 09.14.03
Amended 03.04.14
Amended 06.03.14***

**San Francisco Lesbian, Gay, Bisexual, Transgender
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Event Standards

The following event standards are established by the board to guide the Executive Director and staff in producing the 1999 San Francisco Pride Parade and Celebration:

- I. No stages by ethnicity - new stages to be programmed according to musical genre with encouragement for a multi-cultural perspective throughout.
- II. The Parade to be given a more "Mardi Gras" feel with more colorful and outrageous contingents.
- III. Theme and logo to be evident throughout the design and program.
- IV. Community organization booths to have a more central/prime space location.
- V. Corporate support to be visibly linked to the event in some fashion e.g. "XXX salutes San Francisco Pride".
- VI. Encourage the flow of corporate support to the community groups.
- VII. Theme and logo to be the dominant feature of Main Stage design.
- VIII. Encourage theme use and community participation in supporting the "look".
- IX. Investigate feasibility of Wedding Chapel.

Formulated at Board Retreat 11.21.98

Approved at Board Meeting 12.08.98

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SF PRIDE GRAND MARSHAL/PINK BRICK AWARD POLICIES

I. Authority

This policy is in all respects subordinate to the Articles of Incorporation, By-Laws, and Standing Rules of the Corporation.

II. Purpose/Categories

- A. There will be four (4) categories of Grand Marshals: Community, Organizational, Lifetime Achievement, and Celebrity.
- B. Grand Marshals will be selected for their contributions to the LGBTQ communities.
- C. Grand Marshals shall serve as VIPs of the Parade and be placed towards the front of the line up. They shall not serve as spokespersons for the Parade and/or SF Pride, nor will they automatically be asked to speak on any of the various Celebration stages.
- D. Grand Marshals may elect to either march in the Parade or ride in a vehicle provided by SFLGBTGCC at no cost to the Grand Marshal. The Grand Marshal may elect to ride in a vehicle of their choosing, at their expense, and subject to the rules and guidelines imposed by the Parade Manager and/or SFLGBTGCC.
- E. The Pink Brick Award recipient shall be an opportunity to recognize an individual or organization who has done the most harm to the LGBTQ community, and to serve to educate the community, the Pink Brick Award recipient, and the world.

III. Definitions

- A. **Board:** The Board of Directors of SFLGBTGCC, Inc./SF Pride
- B. **Members:** The General Membership of SFLGBTGCC, Inc./SF Pride

IV. Qualifications /Criteria

- A. The Community Grand Marshals shall be local heroes who have contributed in large part to the SF Bay Area LGBTQ community, or, as openly gay LGBTQ, contributed in large part to society at large.
 - 1. "Local heroes" shall be defined as individuals currently and primarily living in the nine-county Bay Area: Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano, and Sonoma counties.
 - 2. "Primarily living in the nine-county Bay Area..." shall be defined as the individual residing in one of the nine Bay Area counties for at least 6.5 months of the calendar year.
- B. The Organizational Grand Marshal shall be a nonprofit organization, following the same geographical criteria as individual Community Grand Marshals.
- C. The Lifetime Achievement Grand Marshal shall follow the criteria of the Community Grand Marshal, with the addition of having their contribution to the LGBTQ community being both significant and having spanned many years.

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- (2) Following the January Membership Meeting and upon closure of nominations, the Board may, at its discretion, whittle down the list of Community Grand Marshal nominees to ten (10) names to be placed on the voting ballot. When selecting those to be placed on the voting ballot, the following shall be considered as criteria: Annual Theme, Timeliness, Diversity, Connection to/with the local community, previous Community Grand Marshal selections.
- (3) Following the closure of nominations, and under the direction of the Executive Director, all nominees will be vetted and confirmed; biographies and headshots collected; and ballots designed.
- (4) Paper and online voting ballots will be prepared and published within 14 business days of the January General Membership meeting for the community vote. Ballots will feature a maximum of ten (10) Community Grand Marshal nominees; five (5) Organizational Grand Marshal nominees, and three (3) Pink Brick Award recipient nominees.

d) February:

- (1) At the February General Membership meeting, all attending members will submit their nominations for a General Members-only Community Grand Marshal slate, which will be vetted identical to the open, public community grand marshal candidates.
- (2) Following the closure of member-ballot only nominations, and under the direction of the Executive Director, all nominees will be vetted and their acceptance of the nomination confirmed.

e) March:

- (1) The deadline to close general public voting/polling will be the Monday before the March Board of Directors meeting.
- (2) Winners of the public vote will be announced no later than the March General Membership Meeting.
- (3) March Board of Directors Meeting: The Board of Directors may choose to appoint a Lifetime Achievement Grand Marshal, or decline to do so, in any given year.
- (4) March General Membership Meeting: Members will have an opportunity to vote for their choice of Community Grand Marshal from the list of candidates on their slate, or be able to choose from the public slate.
- (5) Following the March General Membership Meeting, the Board of Directors may also, but are not required to,

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choose up to two additional Community Grand Marshals from the slate, to add diversity.

- f) April:
 - (1) Within 14 business days of the March General Membership meeting, all elected Community Grand Marshals will be contacted to accept or decline the honor, submit a short bio, and supply a high-resolution photograph.
 - (2) Announcement of the final Community Grand Marshals will be made at no later than the April General Membership meeting.

C. Voting Ballots and Polling Places

- 1. Only original voting ballots produced by SF Pride will be valid.
- 2. All polling places will be staffed by SF Pride.
- 3. All polling places must be in public places, so as to avoid restricted access, including for those with accessibility issues. Location, dates, and times of polling places must be clearly posted in all media.
- 4. To guarantee fairness and avoid undue influence/intimidation, nominees and their supporters are asked not to campaign:
 - a) within 50 feet of an outdoor polling station
 - b) immediately outside or at an indoor polling stationFailure to comply may result in the closure of the polling station in question, and/or invalidate any votes cast.
- 5. Any individual, regardless of residence, shall be eligible to vote.
- 6. Ballots will be counted by SF Pride staff or Board.

D. Publicity

- 1. Press releases, email announcements, and social media notifications shall accompany the opening and closing of all nominations, the start of all elections, and the sum results from those elections.
- 2. Whenever possible, profiles of the Grand Marshals and Pink Brick Award recipient will be included in the SF Pride publications and website.

E. Special Awards

The BOD may, in any given year, award one, some, all, or none of the following special awards:

- 1. **Heritage of Pride Awards** (given out at the Media Party, no parade benefits)
 - a) **10 Years of Service Award** - For those organizations, individuals, or other entities that have contributed ten (10) years of consecutive service to the LGBTQ community.
 - b) **Pride Freedom Award** - For outstanding contributions to advancing civil rights and freedom for LGBTQ people.
 - c) **Pride Creativity Award** - For outstanding artistic contribution to the LGBTQ community.

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d) **Pride Community Award** - Given for outstanding service to LGBTQ communities.

2. **Commemoration Awards** (similar to Grand Marshal, parade benefits)

a) **Gilbert Baker Pride Founder's Award**

The Gilbert Baker Pride Founder's Award honors those who have made a significant and historical impact on the LGBTQ community and the movement for LGBTQ rights.

b) **Audrey Joseph LGBTQ Entertainment Award**

The Audrey Joseph LGBTQ Entertainment Award is awarded to honor those who have made a significant and historical impact, or left an indelible impression on the LGBTQ community and the movement for LGBTQ rights, through their artistic expression, or through their contribution within the entertainment industry.

c) **José Julio Sarria History Maker Award**

The José Julio Sarria History Maker Award is given to Bay Area people who make extraordinary changes in the way society views the LGBTQ community.

3. **Mayoral Awards** (similar to Grand Marshal, parade benefits)

Teddy Witherington Award

Awarded by the current City of San Francisco Mayor, recognizing those individuals who have contributed a longstanding, large body of work to the LGBTQ community.

VI. **Amendment**

The board may amend this policy either by consensus or simple majority.

Approved by the Board 02.01.99

Amended 01.04.00

Amended 10.03.00

Substantially Amended 01.07.03

Amended 10.28.03

Amended 01/07/2014

Amended 12/2/14

Amended 3/3/15

Amended 1/6/16

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Event Conduct Policy

I. Introduction

San Francisco Pride is a world class event and relies upon those entrusted with its production to adhere to the highest professional standards. It is of paramount importance that San Francisco Pride, its agents and subcontractors behave in a way that is commensurate with those standards. For the purposes of this policy the term “staff” shall mean all persons employed and/or retained by SFLGBTGCC to work on the event whether as volunteers, compensated staff or otherwise.

II. Specific Standards of Behavior

While performing their duties staff:

- A. shall not do so under the influence of alcohol, recreational drugs, mind altering substances or other intoxicants (including medicinal marijuana)
- B. shall behave in a courteous manner to fellow staff and members of the public
- C. shall observe all rules, regulations and policies of SFLGBTGCC

III. Sanctions

If a member of staff fails to observe this policy s/he shall be subject to immediate removal from the event without prejudice to further sanctions and action post-event.

Approved by the Board 03.09.99

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Parade Line-Up Policy

I. Purpose

Each year, the Parade contingents must be placed in a line-up order. The factors which determine the line-up are of a detailed operational nature and also depend upon a variety of other factors such as previous placement, theme, sponsor hierarchy, participation in the organization's community partner program, political protocol for elected officials, stage appearances at the Celebration and so on. It is necessary that all of these factors be taken into account and balanced when designing the Parade Line-Up. It is also important that the community have an opportunity to make representations to the organization regarding parade placement of particular community organizations and affinity groups.

II. Reverse Leap-Frog & Elected Officials

Where contingents or individuals wish to be together in the Parade then the foremost placed contingent shall forgo their placement and join the contingent placed rearmost. For the avoidance of doubt this shall mean that where, for example, an elected official shall want to ride in the Parade with another elected official, an affinity group or other contingent s/he must be prepared to vacate her/his placement in the Parade and move towards the rear. Under no circumstances shall s/he move up towards the front of the Parade to join an elected official with a higher protocol ranking. However, the more senior elected official shall have the option of joining the more junior elected official according to the junior elected official's protocol ranking. Protocol ranking shall be established by the office of the Mayor.

III. Public Comment

All contingents shall be invited (via the parade application form) to give reasons for any special placement requests. In addition there shall be a meeting open to the public at which non-profit organizations may attend and make verbal representations. For the avoidance of doubt, this meeting shall be for non-profit community organizations only and not businesses, elected officials and sponsors who shall have their position determined by other factors.

IV. Promises & Warranties

No promises or warranties may be made by any individual concerning Parade placement. The only indications which may be given in advance may only be made by the executive director acting in concert and by consensus with the sponsor manager and parade manager.

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V. Line-Up Design

The Parade Line-Up shall be determined by the Board President, Executive Director, Event Manager, and the Parade Manager.

VI. Publicity

The organization shall endeavor to publish the parade line-up each year.

*Approved at Board Meeting 09.07.99
Revised 8/4/15*

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Alumni Policy

1. General

The Corporation relies upon the committed service of volunteers and compensated staff. It is appropriate that length of service is recognized within the organization.

2. Board Members

Board members shall be recognized at the time of their retirement from the Board and (if applicable) during their Board service at five year intervals.

If a board member shall not be seeking re-election or shall fail to be re-elected to the Board or shall otherwise retire from service before the completion of his/her term s/he will receive:

- A certificate of appreciation where the length of service is less than one year
- An engraved pink triangle trophy where the length of service is between one year and five years
- An large engraved trophy where the length of service is five years or longer

The Board may, by 2/3 vote decline to issue a certificate or trophy where in the opinion of the Board the outgoing Board member has resigned and engendered an atmosphere of unnecessary acrimony.

A board member who shall receive a certificate and/or trophy as provided for above shall be a member of the Alumni Association and shall, upon request, qualify for VIP privileges at the event.

3. Volunteers

Every year each event production sub-committee may supply up to three names, the Executive Committee (consulting with the Volunteer Coordinator and other staff) may supply up to ten names, of volunteers for recognition via certificate of appreciation at the Volunteer recognition party. In addition, each volunteer will receive a special pin. In addition to that, each event production sub-committee may supply an alumni list of volunteers to the corporation and volunteers shall receive a special engraved bronze star after three years of service, a silver pin after 5 years of service, an engraved trophy after ten years of service and a platinum colored engraved award after 15 years of service.

The volunteer aspects of this policy shall commence on June 25, 2001 and volunteers who volunteer for the 2001 event shall qualify. Calculation of length of service shall be retroactive.

4. Staff

Staff shall receive a special engraved bronze star after three years of service, a silver pin after 5 years of service, an engraved trophy after ten years of service and a platinum colored engraved award after 15 years of service.

Approved at Board Meeting 08.01.00

Whistleblower Protection Policy

I. Purpose

The Corporation is committed to honest, ethical and lawful conduct, full, fair, accurate, timely and transparent disclosure in all public communications, and compliance with applicable laws, rules and regulations. In furtherance of these commitments, all directors, officers, employees, staff, contractors, volunteers and members of the Corporation (each, a “Covered Person”) must act in accordance with all applicable laws and regulations, and with the policies of the Corporation at all times, and assist in ensuring that the Corporation conducts its business and affairs accordingly.

This Whistleblower Policy (a) establishes procedures for the reporting and handling of concerns regarding action or suspected action taken by or within the Corporation that is or may be illegal, fraudulent or in violation of any policy of the Corporation, as well as any other matter that could cause serious damage to the Corporation’s reputation (each, a “Concern”), and (b) prohibits retaliation against any Covered Person who reports a Concern in good faith.

By appropriately responding to Concerns, we can better support an environment where compliance is valued and ensure that the Corporation is meeting its ethical and legal obligations.

II. When to Raise a Concern

A Covered Person has an affirmative duty to disclose to and seek guidance from an appropriate supervisor or manager if he/she believes any Covered Person or other person associated or doing business with the Corporation has engaged, is engaging, or may engage in any illegal or unethical behavior or has violated, or may violate any law, rule, regulation or policy of the Corporation. Such reportable activity may include, for example, financial wrongdoing (including circumvention of internal controls or violation of the accounting policies of the Corporation), fraud, harassment, or any other illegal, unethical, or proscribed conduct. While Concerns may be submitted at any time, Covered Persons should endeavor to report a Concern as soon as reasonably possible after becoming aware of the matter.

III. How to Raise a Concern

Concerns may be submitted either in writing or orally. No form is required to submit a concern, but you are encouraged to provide as much information and detail as possible so that the Concern can be properly investigated. A Concern may be submitted:

A) By discussing it with a supervisor or manager, who will in turn forward the Concern to Executive Director for review where appropriate; or

B) If the supervisor or manager is a subject of Concern, it may be forwarded to the Executive Director.

C) If the Executive Director is a subject of the Concern, it will be forwarded to the Board President for review where appropriate; or

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D) If both the Executive Director and Board President are subjects of the Concern, it will be forwarded to the Chair of the Personnel Committee.

E) If all above parties are subject of the Concern it will be forwarded to a non-involved Board Member in good standing.

IV. Confidentiality

All Concerns received will be treated confidentially or anonymously, as applicable, to the extent reasonable and practicable under the circumstances.

V. No Retaliation Against Whistleblowers

It is the Corporation's policy to encourage the communication of bona fide Concerns relating to the lawful and ethical conduct of the Corporation's business. It is also the policy of the Corporation to protect those who communicate bona fide Concerns from any retaliation for such reporting. No adverse employment action may be taken and retaliation is strictly prohibited, including, without limitation, intimidation, harassment, discrimination, coercion, or otherwise, whether express or implied, against any director, officer, employee, staff, contractor, volunteer or member of the Corporation who in good faith reports any Concern or assists in an investigation of, or the fashioning or implementation of any corrective action or response made in connection with, any Concern. Any person who violates this prohibition against retaliation will be subject to appropriate disciplinary action, which may include termination of employment or other relationship with the Corporation.

VI. Policy Distribution

A copy of this Policy shall be distributed to each Covered Person promptly following the adoption of or amendments to this Policy, and at such time as a person becomes a Covered Person.

Approved by the Board 8/4/15

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Media Comment & Public Speaking Policy

I. Authority

This policy is in all respects subordinate to the articles of incorporation, by laws and standing rules of the corporation.

II. Policy

No board member, staff member, committee co-chair and/or member or general member shall comment in any fashion whatsoever to the media or publicly without the express authorization of the Board President and/or Executive Director which two people shall be solely responsible for media comment. The Board President may, however, authorize individual board members to speak to the media on a case by case basis in situations where a pride spokesperson from a designated community is required.

III. Free Speech

Nothing in this policy is designed to restrict in any manner whatsoever the right of any member to free speech, a right cherished by the corporation. This policy only applies to situations in which persons are commenting on behalf of the corporation, not in their capacity as free individuals. Board members have a higher standard of responsibility and should refrain from commenting about the corporation or matters concerning the corporation, commenting in their capacity as free individuals, bearing in mind legal liability issues.

Approved at Board Meeting 12.08.98
Amended at Board Meeting 09.07.99
Amended at Board Meeting 08.01.00

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Email Protocol

I. General

While recognizing the benefits of email communication the organization also recognizes that, unchecked, email can lead to miscommunication of intent and a proliferation of trivial communication. The organization, therefore, has a policy of using telephone as the primary method of communication outside of meetings and one of using email sparingly.

II. Specific Rules

- A. Email which originates as one on one between members of the organization should remain one on one unless both parties agree otherwise.
- B. Unless all agree, no additional parties should be brought into an email discussion.
- C. Board members and others wishing to raise an issue for discussion within the organization should first email the Executive Committee and the Executive Committee shall then determine the correct process to deal with the issue in question.
- D. Communication between board members shall remain between board members. Infringement of this rule shall be cause for termination.
- E. General emails of an informational nature and memos may be sent by the ED to the Board but these shall not be discussed via email.
- F. No voting shall take place via email.
- G. Email shall not be used as a method of communication for the resolution of interpersonal issues.
- H. No member of the Corporation may divulge the email address of another member to any other party without that member's express written consent.
- I. Willful and persistent violation of this policy by any member will result in a review by the Board and/or Board of Inquiry (convened in accordance with the Disciplinary Action and Grievance Policy) of that member's membership of the corporation, which committee may determine action up to and including termination.

III. Sunshine

The purpose of this protocol shall be to facilitate the efficient dispatch of the corporation's business and shall in no way conflict with the corporation's policy of public access, accountability and sunshine in relation to aspects of the business of the corporation within the public domain.

*Formulated at Board Retreat 11.21.98
Approved at Board Meeting 12.08.98
Amended at Board Meeting 09.07.99
Amended at Board Meeting 01.04.00*

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Decision Making Outside Board Meetings Policy

I. Authority

This policy shall in all respects be subordinate to the articles of incorporation, by laws and standing rules of the corporation.

II. General

Generally, this policy will only be used sparingly and in matters of dire emergency because of established procedure relating to decisions which may be made by the Executive Committee between board meetings. Notwithstanding that policy and subject thereto, it may be necessary for the Board to make decisions of import between meetings where the Executive Committee has neither the mandate nor the will to do so.

III. Policy

In emergency situations where a decision of the Board is required, the Board President shall poll the Board, by telephone and a decision may only be made if there is 100% agreement by all Board members. In the event that it shall not be possible to reach a particular Board member(s) or there shall not be 100% agreement, an emergency Board Meeting may be called.

Approved by the Board 02.01.99

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Internal Communications Policy

I. Authority

This policy is in all respects subordinate to the articles of incorporation, by laws and standing rules of the corporation.

II. General

This policy is designed to facilitate good communication within the organization and encourage board members, volunteers and staff to keep one another informed.

III. Responsibilities & Duties

A. The Board President shall:

1. Keep all other Board members informed of matters of importance and material developments in programs between board meetings.
2. Act as point person for all communication with general members of the corporation other than routine requests.
3. Keep the Executive Director informed in a timely fashion of any material developments or changes in policy of the board which may affect the operation of the corporation.

B. The Executive Director shall:

1. Contact by the Board President by telephone on a daily basis (on weekdays) in order to check in and advise the Board President of any material information of which the Board President should be aware as it affects the operation of the corporation. If the Board President shall not be available at the time of the call the Executive Director shall leave a message and the Board President shall be responsible for contacting the Executive Director.
2. Ensure that copies of any press releases are both emailed to and hard copy placed in the internal mail slots of all directors within three hours of release.
3. Ensure that all relevant members of the organization are informed of developments which affect them and their role(s) in a timely fashion.
4. Keep a written record of official engagements at which a representative of the corporation was present together with a note of whether the representative spoke publicly.
5. Send out to the Board, via email, a weekly calendar of forthcoming events at which it is anticipated that the organization may have a presence PROVIDED that where a board member shall not have access to email

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the calendar shall be faxed or a phone call made to the board member(s)
in question.

C. Committee Co-Chairs shall:

1. Ensure that there are regular meetings of their committee.
2. An annual calendar of their committee meetings for the forthcoming production cycle is given to the Production Manager by January 1 at the latest.
3. Ensure that written minutes of all committee meetings are delivered to the Office within 7 days of the meeting.
4. Ensure that the Production Manager is informed in a timely fashion of all material developments in relation to the work and responsibilities of their committee.

D. Board Members shall:

1. Communicate with the Board President on a regular basis and respond to all communications from the board president, other board members, staff and committee members in a timely fashion.
2. Inform the Board President and Executive Director of matters of import to the organization of which they may become aware.
3. Advise the Executive Director by 5pm each Friday of events the following week which they plan to attend in some capacity relative to their membership of the Board of the organization.

E. The Production Manager shall:

1. Ensure that the Executive Director and, where appropriate, individual board members and other staff are kept informed in a timely fashion of the status of the committees in achieving their objectives.

F. Staff shall:

1. Ensure that each other are aware of all material developments in relation to their own work and responsibilities.
2. Ensure that the Executive Director is kept fully briefed in relation to all aspects of their work program.

G. Venue Managers shall:

1. Ensure that the Executive Director is kept fully briefed in relation to all aspects of the program and preparations relative to their venue and provide written reports to the Executive Director on a monthly basis in good time prior to each monthly meeting of the Board.

Approved by the Board 02.01.99

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Public Comment at Pride Meetings

The Public Comment section of the meeting is an opportunity for those who have no say in the formulation of the agenda, to speak to the meeting. Public Comment is offered in a spirit of open communication and the organization being receptive to new ideas and constructive suggestions. The Chair of the meeting may adopt a flexible approach in allowing public comment but will not tolerate personal attacks and/or indecorous behavior.

Approved at Board Meeting 08.01.00

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Key/Keycard Policy

Executive Board Members and Staff may hold a key/keycard to the main office (Suite 305). In addition, the staff and executive committee may hold keys to the various staff offices. All key/keycard holders must adhere to the following:

- I. Key/keycard holders will not allow non-key/keycard holders access to the office if closed, except during office hours and/or during public meetings — and then only on condition that the key/keycard holder remain with the non-key/keycard holder until their business is completed. Non-key/keycard holders should not be left unattended in the office.
- II. Key/keycard holders and their guests shall sign in when entering the office.
- III. Key/keycard holders will schedule all meetings which they intend to hold in the office with the Executive Director, no matter how informal.
- IV. Use of office premises and equipment shall be for corporation business only.
- V. Key/keycard holders are responsible for tidying the office after their usage and before leaving it are responsible for returning it to the condition in which they found it.
- VI. Key/keycard holders shall always obtain the permission of the Executive Director and/or staff member to use equipment and/or desk space which may be the work station of a staff member and/or volunteer and shall advise the Executive Assistant of any supplies used by them, whether any supplies need replenishing, and of any problems encountered with office equipment.
- VII. Key/keycard holders (other than staff), while in the office, shall not remove from the fax machine any messages not intended for them and, if answering the telephone, shall take messages and place these in the mailbox of the Executive Assistant.
- VIII. Upon leaving the office all key/keycard holders will check to ensure that the bathroom keys and keycards are on their respective hooks, the file cabinets are shut, the internal doors locked and the lights off. Key/keycard holders and their guests shall then sign out and lock the outer door to Suite 305.
- IX. Failure to comply with the above policy may result in revocation of key/keycard-holding privileges.

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Key/Keycard Holder Agreement

I, the undersigned, have read and understand the Key/Keycard policy attached hereto and agree to adhere to it.

Signature

Date

Print Name

=====

For Office Use Only:

Key/Keycard holder ___ Exec. Board ___ Reg. Board ___ Staff

Level: Authorized ___ 1663 Mission Entry

For: ___ Bathroom

___ Suite 305

___ Suite 560

Key(s) Checked Out: _____

Key(s) Checked In: _____

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Letterhead Policy

The letterhead of the corporation bears the burden of representing the Board of Directors and the entire organization. It is currently the policy that the corporate letterhead and attendant stationery resides solely in the office, and that no Board member or Subcommittee chair, regardless of position, holds any Pride letterhead of her or his own at home. This is in the interest of ensuring that files copies of all letters are made and held at the office, that there is an appropriate approval procedure followed, and that there is a consistency of editing and professional aesthetic for all communications going out on letterhead.

All communications sent on behalf of the corporation, whether on letterhead or not, need the approval of two Board members or the Executive Director. It is incumbent on the drafter of the communiqué to obtain the proper approval signatures prior to the draft being submitted to the office for implementation.

The office provides a "Letter Draft Form" (attached) which will guide the drafter in the kinds of information and formatting needed for the office staff to expedite the letter in as little turn-around time as possible, but the drafter of the letter can speed things up considerably by putting together a cogent, legible draft and getting the required approval before submitting the letter to the office.

Letter Draft Form

COVER PAGE FOR ANY LETTER TO GO OUT ON LETTERHEAD

Please fill out this form completely and submit with the draft text of any letter needing to go out on Pride letterhead. Letter drafts can be faxed, e-mailed, submitted on disk or hand-delivered (formatting details in section III below). All letter drafts must be approved by two Board members or the Executive Director before being submitted to the office. If you yourself are a Board member, one of the two approvals can be yours. All letters should be submitted with this form or contain all the information this form requires. This will help expedite letters as quickly as possible and cut down on unnecessary guesswork. The office staff appreciates this effort immensely!! Depending on the workload we're dealing with, and providing you've supplied all necessary information and approvals, your letter should go out within one to two business days.

I. Addressee Information

- A. Full Name of Addressee: _____
- B. Title (if applicable): _____
- C. Name of Business/Org (if applicable): _____
- D. Street Address: _____
- E. City, State, Zip: _____

II. Salutation

- A. Dear (circle one): Mr. / Mrs. / Ms. / Friend
- B. or Dear (other): _____

III. Body of Draft Letter Text

- A. Faxing or hand-delivering your letter
 - 1. This is fine by us, but be aware that we will have to re-type it for you.
- B. Digital (email or on-disk): Please be sure to still include all the information asked for on this form!

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1. If you have Word for Windows, v.6.0 or Microsoft Works (less preferable) or are able to save your document in either of these formats, please submit on a PC-formatted disk or attach to an email document (sent to sfpride@aol.com). Be aware that sometimes attached documents from non-AOL email do not come through in any sort of readable way.

2. If you do not have Word or Works or America OnLine, you can also copy and paste your letter into a piece of email and send it that way and we will copy and paste your email into Word. Special formatting will be lost, but the text will be very easy to work with.

IV. Closing

- A. Sincerely (your name): _____
B. Your title: _____
SFLGBTGCC, Inc.

V. Expediting Instructions

- A. Date letter is to go out by: _____
B. Enclosures (if any): _____
C. Signature (choose either 1 or 2):
1. Hold for my signature
2. Sign my name for me and send
D. Special instructions (circle all that apply):
1. Send by mail and fax, fax # is: _____
2. Put a copy in my box
3. Send in manila envelope
4. Send by overnight mail
5. Send by certified mail
6. cc to: _____
7. other: _____

VI. Approval of Letter

- A. I have reviewed this draft and approved its preparation:
1. Your Signature: _____
2. Signature of add'l Board member: _____
THIS IS MANDATORY!!
3. Date submitted to office: _____

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Professional Advisor & Business Card Policy

I. General

The Corporation retains the services of professional advisors such as lawyers, accountants, auditors and others from time to time. Such advisors charge by the hour for their advice to the corporation and so use of professional time needs to be regulated in such a fashion that the corporation does not incur professional time unnecessarily.

Restrictions as to who may contact a professional advisor and do not exist to curtail free speech but to protect the organization from unnecessary expense.

Board members and staff of the corporation need to be able to identify themselves to third parties as being associated with the corporation by having business cards. It is, however, recognized that due to the transitory nature of some positions and the expense of printing individualized business cards, coupled with the risk of cloaking persons in apparent authority, that issue of business cards should be carefully handled and that a policy needs to exist.

II. Professional Advisors

- A. Day to day communication with professional advisors shall be handled by the Executive Director and may be delegated by her/him on a situational basis to other staff.
- B. The Board President may also speak directly with any professional advisor
- C. The Secretary may also speak directly with the attorneys but shall advise the Board President and/or Executive Director if s/he intends to do so and clear this in advance.
- D. The Treasurer may also speak directly with the auditors but shall advise the Board President and/or Executive Director if s/he intends to do so and clear this in advance.
- E. Except as provided for above, no individual Board member may speak with nor instruct a professional advisor in any manner without the prior authorization of the Board President, Executive Director, Executive Committee or Board.

III. Business Cards

- A. Business cards bearing the corporation's name and/or logo shall only be issued to the Board Members, Executive Director and full time staff of the corporation.
- B. All other persons including; independent contractors, part-time staff, staff contracted on a temporary basis, volunteers, general members and committee co-chairs, shall not be issued with business cards.

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- C. Business cards marked "Board Member" may be issued to Board members generally.
- D. Executive Committee members, the Executive Director and full time staff members may have business cards which bear their name.
- E. All business cards shall give the corporation's office address, telephone number, fax number, email address and website. No personal telephone numbers, email addresses or other personal contact information shall be printed on any business cards.
- F. All business cards shall be ordered and distributed via the Executive Director's office.
- G. Upon ceasing to hold a staff or other position in which business cards have been issued, the holder shall return any unused business cards to the Executive Director (or in the case of the Executive Director, to the Executive Committee) as soon as possible.

IV. Breach

Any member, volunteer or board member found to be in breach of this policy may be subject to disciplinary action under the corporation's Disciplinary Action & Grievance Policy. Any staff member found to be in breach of this policy shall be subject to disciplinary action in accordance with the corporation's employment policies.

Approved at Board Meeting 08.01.00

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Document Destruction and Retention Policy

Purpose

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, and in accordance with the California Electronic Discovery Act, this policy provides for the systematic review, retention, and destruction of documents received or created by THE SAN FRANCISCO LESBIAN GAY BISEXUAL TRANSGENDER PRIDE CELEBRATION COMMITTEE in connection with the transaction of organization business.

This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept, and how and whether documents and records may be destroyed (unless under a legal hold). The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate SF PRIDE's operations by promoting efficiency and freeing up valuable storage space.

This Document Retention policy is designed to conform with the charitable laws of states which, like California, give the Attorney General an unusually long statute of limitations (10 years) within which to bring an action for breach of charitable trust.

Document Retention

SF PRIDE follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time.

Corporate Records

Annual Corporate Filings	Permanent
Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Minute books of Board of Directors, including Bylaws and Articles of Incorporation	Permanent
Board Policies/Resolutions	Permanent
Bylaws	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Reports to the City's Controller's Office	Permanent
Contracts and leases still in effect	Permanent
Contracts and leases (after expiration)	10 years
Correspondence, including emails (general)	10 years or more

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Accounting and Corporate Tax Records

Annual Audits and Financial Statements	Permanent
Depreciation Schedules	10 years
IRS Form 990 Tax Returns	Permanent
General Ledgers and schedules	10 years
Business Expense Records	10 years
Expense analyses and expense distribution schedules (includes allowance and reimbursement of employees, officers, etc., for expenses)	10 years
IRS Form 1099	7 years
Journal Entries	10 years
Invoices to customers	10 years
Invoices from vendors	10 years
Sales Records (books)	10 years
Scrap and salvage records	10 years
Petty Cash Vouchers	3 years
Voucher register and schedules	10 years
Cash Receipts	3 years
Credit Card Receipts	3 years
Purchase Orders	5 years
Correspondence, including emails	10 years or more

Bank Records

General ledgers	Permanent
Financial Statements (end of year)	Permanent
Bank Deposit Slips	10 years
Bank Statements and Reconciliation	10 years
Cash books	10 years
Electronic Fund Transfer Documents	10 years
Checks - Important Payments (i.e., taxes, purchase of property, special contracts, etc.) (canceled)	Permanent
Checks – Other (canceled)	10 years
Account payable ledgers and schedules	10 years
Accounts receivable ledgers and schedules	10 years

Payroll and Employment Tax Records

Payroll Registers and summaries	10 years
State Unemployment Tax Records	Permanent
Earnings Records	10 years
Garnishment Records	7 years
Payroll Tax Returns	Permanent
Tax Returns and Worksheets	Permanent
Revenue agents' reports	Permanent
Materials relating to determination of tax liability	Permanent
W-2 Statements	10 years
Correspondence, including emails	10 years or more

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Employee Records

Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion or Discharge	10 years after termination
Accident Reports & Worker's Compensation Records	5 years
Salary Schedules	5 years
Employment Applications	5 years
I-9 Forms	3 years after termination
Time Sheets and Cards	10 years
Volunteer records	5 years
Correspondence, including emails	10 years or more

Donor and Grant Records

Donor Records and Acknowledgment Letters (endowment funds and of significant restricted funds)	Permanent
Donation records (Other - see Note 1)	10 years
Grant Applications	7 years after completion
Contracts	Permanent
Correspondence, including emails	10 years or more

Legal, Insurance, and Safety Records

Appraisals	Permanent
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies (expired)	Permanent
Insurance records, accident reports, claims, policies, etc.	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Contracts and Leases still in effect	Permanent
Contracts and Leases - expired	10 years after expiration
OSHA Documents	5 years
Subsidiary ledgers	10 years
Correspondence, including emails	10 years or more

Other

Archives (documents identified for historical import such as writings, pictures, letters, event flyers, sign-in and registration sheets, video recording, etc.)	Permanent
Inventories of products, materials, supplies – year end	10 years
Digital files and records	10 years
Correspondence - unimportant (such as scheduling meetings), including emails	5 years
Internal reports, miscellaneous	5 years

Approved by the Board of Directors on June 5th 2012

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Note 1: Donation records include a written agreement between the donor and the charity with regard to any contribution, an email communication or notes of or recordings of an oral discussion between the charity and the donor where the representative of the charity made representations to the donor with regard to the contribution on which the donor may have relied in making the gift.

Exceptions to this Policy:

There may be some documents that are worth saving for the community's sake or for the sake of the public benefit that go beyond these legal guidelines.

All permitted document destruction shall be halted if the organization is being investigated by a governmental law enforcement agency or facing litigation, and routine destruction shall not be resumed without the written approval of General Counsel and the President of the Board of Directors.

Glossary of Terms

1. Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the SF PRIDE's minute book.

2. Commercial Fundraiser. A commercial fundraiser for charitable purposes must maintain during each solicitation campaign, and for not less than 10 years following the completion of each solicitation campaign, records including any electronic records, containing information regarding:

a) The date and amount of each contribution received as a result of the solicitation campaign and, for non-cash contributions, the name and mailing address of each contributor.

b) The name and residence address of each employee, agent or other person involved in the solicitation campaign.

c) Records of all revenue received and expenses incurred in the course of the solicitation campaign.

d) For each account into which the commercial fundraiser deposited revenue from the solicitation campaign, the account number and the name and location of the bank or other financial institution in which the account was maintained.

i. If commercial fundraiser sells tickets to events and represents that they will be donated for use by another, then he or she must keep the number of tickets purchased and donated by each contributor, name address of all orgs receiving donated tickets. SF PRIDE must maintain a copy of its contract with the commercial fundraiser and records of solicitations and donations according to the table above.

3. Contracts. Final, executed copies of all contracts entered into by the SF PRIDE should be retained. SF PRIDE should retain copies of the final contracts for at least seven years beyond the life of the agreement, and longer in the case of publicly filed contracts.

4. Development/Intellectual Property and Trade Secrets. Development documents are subject to intellectual property protection in their draft and final form (e.g., patents, trademarks, trade secrets, and/or copyrights). The documents detailing the development process are often also of value to SF PRIDE and are protected as a trade secret where SF PRIDE:

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- a) derives independent economic value from the secrecy of the information; and
- b) SF PRIDE has taken affirmative steps to keep the information confidential.
- c) SF PRIDE should keep all documents designated as containing trade secret information for at least the life of the trade secret.

5. Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

6. Personnel Records. State and federal statutes require the Company to keep certain recruitment, employment and personnel information. SF PRIDE should also keep personnel files that reflect performance reviews and any complaints brought against SF PRIDE or individual employees under applicable state and federal statutes. SF PRIDE should also keep all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file. Personnel records should be retained for seven years.

7. Press Releases/Public Filings. SF PRIDE should retain permanent copies of all press releases and publicly filed documents under the theory that SF PRIDE should have its own copy to test the accuracy of any document a member of the public can theoretically produce against SF PRIDE.

8. Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of deductions, business costs, accounting procedures, and other documents concerning SF PRIDE's revenues. Tax records should be retained permanently. Payroll tax returns can be retained for only seven years.

Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be tested on a regular basis.

Emergency Planning

SF PRIDE's records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping SF PRIDE operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

Document Destruction

SF PRIDE's manager of operations is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

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Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Compliance

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against SF PRIDE and its employees and possible disciplinary action against responsible individuals. The manager of operations and finance committee chair will periodically review these procedures with legal counsel or the organization's certified public accountant to ensure that they are in compliance with new or revised regulations.