

Wisconsin Capitol Pride By-Laws

Approved October 19, 2008

Amended February 4, 2009

Amended May 14, 2009

Article I Organization

1. The name of the organization shall be Wisconsin Capitol Pride.
2. Said organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code

Article II Mission

1. The mission of Wisconsin Capitol Pride is to promote diversity and pride within the greater Madison area's LGBTQA community and acceptance from the rest of the community. This will be a yearlong effort culminating in an annual pride parade and celebration.

Our efforts are to go towards not only celebrating the LGBTQA community, but also invite the whole of Madison to come and join in our celebration. Wisconsin Capitol Pride is here to serve and support the community and its allies to have a more visible face and greater interaction with the general public and the community as a whole.

Article III Organizational Structure

1. Membership in the organization shall be comprised of individuals who have actively served on at least one committee within the previous two years.
2. Wisconsin Capitol Pride Board will consist of a Board of Directors (Board), made up of five (5) officers (the Executive Committee) and seven (7) at large board members.
 - a. To serve on the Executive Committee a member must have served at least one year.
 - b. Chairpersons of the Standing Committees serve as at-large board members.
3. All members of the Board must be residents of the State of Wisconsin and live within 50 miles of the boundaries of Dane County, Wisconsin.
4. Executive Committee members are required to make a 2 year commitment.

Article IV Meetings

1. The annual board meeting shall be held within a month following Pride.
 - a. The Secretary shall notify every member of the Board of the date, time, and place of the annual meeting. The means of notification may consist of email, letter, phone, or phone message no later than one week before the meeting is held.
 - b. The Secretary shall notify the public of the date, time, and place of the annual meeting by posting an announcement to the official website and through additional forums at least two weeks before the meeting is held. All members of the public are invited to attend.
 - c. The presence of not less than 75% of officers and 75% of at large Board members shall constitute a quorum and shall be necessary to conduct the business of Wisconsin Capitol Pride at the annual meeting; but a lesser percentage may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled. The Secretary shall cause a notice of the rescheduled meeting to be sent to all those Board members who were not present at the meeting originally called. A quorum as previously defined is required at any rescheduled meeting.
 - d. An annual financial report will be distributed publically.
 - e. Upcoming elections shall be included in the annual report.

2. A Co-Chair may call special meetings of this organization when he/she deems it for the best interest of the organization. Notification of such meetings will be consistent with the rules specified above, however, notification of such a meeting to members and to the general public must be made no later than two (2) days prior to such a meeting, and include a specific agenda.
3. At the request of 50% of the Executive Committee or 50% of at large board members, a Co-Chair may call a special meeting but such request must be made in writing at least five (5) days before the requested scheduled date.
 - a. No other business but that specified in the agenda as documented in the meeting notice may be transacted at any meeting without the unanimous consent of those present at such meeting.
4. The Secretary, or their designee, shall take notes at each meeting, and publish meeting minutes within four (4) days after the adjournment of the meeting. Meeting minutes will be published on the official website of this organization.

Article V Voting

1. Except for the election of board members, all votes shall be by voice. In such a case when the outcome of such a vote is uncertain, a public, written vote may be taken.
2. The election of board members and officers shall be held by secret ballot at the annual meeting. There shall not be anything on the ballot that may tend to indicate the person who cast such ballot.
3. The results of any election will be included in the minutes of that meeting.
4. Proxy voting shall not be allowed at any meeting.

Article VI Auditing

1. An annual audit shall take place within 3 months following the close of Pride weekend.
2. An audit may be requested, with due cause, by any board member. A simple majority vote of the Board of Directors shall cause an audit to take place.

Article VII Board of Directors

1. The business of this organization shall be managed by the Board of Directors.
2. The at large members of the Board will serve for a term of one (1) year, from the election at the annual meeting and continuing until the annual meeting the following year.
3. Officers of the Board will serve for a term of two years, beginning from the election at the annual meeting and continuing until the annual meeting the following year.
4. Current Board members shall have one vote to elect members to the new Board at the annual meeting following their term.
5. Vacancies in the Board which remain after adjournment of the annual meeting or occur during the year shall be filled by a simple majority vote of the executive committee.
6. A Board member may be removed when sufficient cause exists for such removal, as determined by 75% of the Officers or 75% of the entire Board. The Co-Chairs (or noncharged remaining Co-Chair shall serve as chair of this process, and will convene a removal hearing where all sides are heard. The specific rules of this hearing will be determined at the Executive Committee's discretion. A Board member may be represented by counsel at any removal hearing. After the hearing a majority vote will be taken to determine the status of charged Board member.
7. Each Board member shall have one vote on all issues.
8. Each member of the Board is expected to attend 75% of all meetings of the organization throughout the year, and all meetings in May, June, and July. Exceptions may be made at the Executive Committee's discretion.

Article VIII Executive Committee (Officers)

1. The officers of this organization shall be a Senior Co-Chair, a Junior Co-Chair, a Secretary, a Treasurer and a Committee Director. The responsibilities and requirements of each role are defined below:

Senior Co-Chair, by virtue of their role:

- Preside at all meetings
- Be present at the annual meeting of Wisconsin Capitol Pride.
- Shall ensure that all books, reports, and forms required by law are properly kept/filed
- Be an authorized co-signer on all financial transactions, including checks and disbursements
- Sign all contracts
- Provide overall planning and coordination
- Provide public face of the organizations: give interviews and direct press releases
- Shall see all information pertinent to the organization and distribute appropriately
- Serve as spokesperson in an outreach role to the community
- Must serve for two (2) years (one year as Junior Co-Chair and one year as Senior Co-Chair).

Junior Co-Chair, by virtue of their role:

- Preside at meetings in absence of Senior Co-Chair
- Be present at the annual meeting of Wisconsin Capitol Pride.
- Shall ensure that all books, reports, and forms required by law are properly kept/filed
- In absence of Senior Co-Chair, be an authorized co-signer on all financial transactions, including checks and disbursements
- In absence of Senior Co-Chair, sign all contracts
- Provide overall planning and coordination
- Provide public face of the organizations: give interviews and direct press releases
- Shall see all information pertinent to the organization and distribute appropriately
- Serve as spokesperson in an outreach role to the community
- Must serve for two (2) years (one year as Junior Co-Chair and one year as Senior Co-Chair)

Secretary, by virtue of their role:

- Be responsible for taking and publishing all meeting minutes
- Keep a roll of participants at every meeting
- Answer all public requests which come via email, letter or phone
- Submit all grant applications
- Send out all press releases as directed by Co-Presidents
- Monitor post office box appropriately with another board member present at each visit
- Keep and maintain all paper and electronic records, documents and contracts
- Must serve for two (2) years

Treasurer, by virtue of their role:

- Keep all financial documentation of the organization
- Provide copies of all financial transactions at each meeting to the board members and the public
- Provide and manage the budget within guidelines of the Executive Committee
- Track all expenditures of the organization
- Collect all monies due to the organization with another board member present to account for all balances of received funds via mail or fundraiser
- Pay approved bills

- Be an additional co-signer of checks
- Keep, and maintain, all financial records and receipts
- Must serve for two (2) years

Committee Director, by virtue of their role:

- Shall serve as the liaison between all committees and the executive committee
 - Obtain minutes from committee meetings to present to the executive committee
 - Maintain communication between all committees and the executive committee
 - Coordinate Sponsor Advisory Board
 - Actively recruit committee members
2. The officers as Executive Committee may meet as a group to discuss issues relevant to the organization. Any business transacted at such a meeting must be noticed to the board in minutes.
 3. The above responsibilities are not meant to be all-inclusive, and will include other responsibilities as needed.

Article IX Standing Committees of the Board

1. The standing committees of the Board shall be:
 - a. Logistics
 - b. Entertainment
 - c. Fundraising
 - d. Weekend Activities
 - e. Publicity
 - f. Vendors
 - g. Volunteer & Outreach
2. Committees will be composed of volunteers.
3. Committees will elect a Committee Chair from their membership.
4. Committee members who are not board members are welcome to attend board meetings but shall have no vote.
5. All board members are expected to be in attendance at all sanctioned activities of Wisconsin Capitol Pride.
6. Ad-hoc committee shall be created at the discretion of the Executive Committee.

Article X Committee Charges and Responsibilities

1. All committee chairs and committee members will participate in set-up and clean-up at the park.
2. Committee charges and responsibilities:

Fundraising Committee:

- Coordinate all package pricing deals
- Direct and coordinate fundraising efforts and events
- Manage sponsor relationships
- Sell packages to various sponsors and advertisers
- Coordinate special events

Vendor Committee:

- Recruit food, merchandise and information vendors for Pride Weekend
- Collect payment, if any, from vendors
- Communicate details of time, place, and setup to vendors
- Set up Vendor ID and packets
- Set up, assign marketplace booths

Volunteer & Outreach Committee:

- Recruit volunteers as needed for Pride Promotional and Fundraising events as well as for Pride Weekend
- Make contacts with community organizations to secure large blocks of volunteers (identify benefits i.e. free water, \$ per volunteer hour to the organization)
- Effectively communicate instructions for volunteers
- Set up, manage/staff, and tear down entry stations (front, vendor, parking), Pride sales booth and Drink ticket booth
- Setup and staff first aid tent
- Purchase and manage tickets, wrist bands, and stamps
- Make contacts with community organizations to secure large blocks of volunteers (identify benefits i.e. free water, \$ per volunteer hour to the organization)
- Keep tally of Pride weekend attendees

Publicity Committee:

- Produce and distribute posters for all events and Pride Weekend
- Design, create, and manage all advertising
- Manage the website, keeping information up to date
- Protect logo from unauthorized use
- Arrange for printing and pick-up of Pride Guide
- Collect advertising for Pride Guide
- Produce and distribute Pride Guide, paper and electronic one month before the event

Logistics Committee:

- Manage relationship with City, County, State & other government bodies
- Obtain parade, park, liquor permits
- Arrange for liability insurance
- With security director manage relationship with Madison Police Dept.
- Provide park layouts and sketches as necessary
- Manage Vendor relationships (including but not limited to: A to Z, sound system, portable bathrooms, ice, beer and soda)
- Secure and manage Power plan for park
- Organize parking passes and staff security passes
- Serve as sourcing advisor to other Board members
- Secure and Train security team members
- Manage security on site during Pride
- Be responsible for money collection and storage for Pride Weekend
- Arrange for night time security at park
- Participate with Logistics Coordinator in presenting security plan to City

Entertainment Committee: (adult and youth stage)

- Research, negotiate, and book talent for Pride Weekend
- Work with logistics on selection and setup of stages
- Manage stage during event and coordinate sound
- Produce pageant that crowns Pride King and Queen
- Provide for needs of King and Queen during Pride Weekend
- Manage dressing room and talent needs

- Provide for all logistics for talent (travel, accommodation, needs)

Weekend Activities Committee:

- Signup parade participants, determine parade order
- Communicate parade instructions to all participants
- Coordinate sign in and collect money from parade participants
- Run any and all parade contests, such as best float
- Recommend parade marshal, arrange vehicles for special guests
- Invite all rally speakers
- Coordinate Rally (timing and introductions)
- Arrange all accommodations for speakers
- Plan and carry out all youth area activities

Article XI Salaries and benefits

1. Members of the Board of Directors are all volunteers. No remuneration of any kind shall be paid to volunteers, board members, or officers for their efforts for Wisconsin Capitol Pride.
2. All members of the board (officers and board members at large) will be covered by a Directors and Officers insurance policy.

Article XII Dues

1. No dues shall be collected from any person or organization wishing to be affiliated with this organization.

Article XIII Amendments

1. These By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than 75% of the Board of Directors.

Article XIV Establishment

1. Initial Elections
 - a. Senior Chair shall serve a one year term
 - b. Treasurer shall serve a one year term
2. Initial Elections
 - a. Executive Committee shall be elected from within active members of the Discovery Group.

Article XV Dissolution

1. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.