

CONSTITUTION OF SALEM CAPITAL PRIDE

PREAMBLE

Salem Capital Pride seeks to elevate the voices of the LGBTQIA+ community in the central Willamette Valley and provide opportunities for the promotion of and advocacy for the community and our allies.

ARTICLE I - NAME

The name of the corporation shall be Salem Capital Pride.

ARTICLE II - PURPOSE

Salem Capital Pride is organized exclusively for charitable, educational, religious, or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE III - FIDUCIARY RESPONSIBILITY

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the clause hereof. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV - FEDERAL COMPLIANCE

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE V - MEMBERSHIP

Membership is open to any interested individual of the age of consent who is in agreement with and will support the purpose of Salem Capital Pride. Rights of members will be set forth in the By-Laws.

ARTICLE VI - AUTHORITY

The Board of Directors shall have the authority to establish policies, procedures, and programs for Salem Capital Pride and shall direct business and affairs of the same. The Board of Directors shall have power to adopt such By-Laws for the governance of Salem Capital Pride as they deem necessary, subject to this Constitution and the law of the land. The Board of Directors shall have the authority to appoint such non-elective positions as they deem necessary and to grant such positions special or general authority, and may likewise withdraw such appointment and/or authority, all upon such terms and conditions as the Board of Directors may determine, subject to this Constitution and the law of the land.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The Board of Directors will consist of five executive members.

Section 2. In September of each year, the voting members will elect the Board of Directors as set forth in the By-Laws. The term of service for each executive member will consist of the current year until the next annual September election. There will be no limit to the number of terms a member may be elected to.

Section 3. At the first meeting of the new Board of Directors, they shall vote on the positions of President, Vice President, Secretary, Treasurer and Executive Director.

Section 4. The Board of Directors shall meet at least quarterly.

Section 5. The Board of Directors may establish such committees, groups, or programs as it may deem necessary, subject to this Constitution and the law of the land.

Section 6. If a Board member is unable to complete their term, a replacement will be voted in at the next membership meeting to serve until the next annual September election.

Section 7. A Board member may be removed from the Board by a two-thirds ($\frac{2}{3}$) vote of the membership at a membership meeting that has been posted for such a vote and confirmed by a majority vote of the Board of Directors.

ARTICLE VIII - DISSOLUTION

Upon the dissolution of this corporation (Salem Capital Pride), assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, 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.

ARTICLE IX - AMENDMENTS

This Constitution may be altered, amended, or changed, or a new Constitution may be adopted by the membership at any meeting called especially for Constitution changes, by a two-thirds ($\frac{2}{3}$) vote of all members present at such a meeting.