

Bylaws

Something Queer Music and Arts Collective

A California Nonprofit Public Benefit Corporation

Effective: May 18, 2021

ARTICLE I. ORGANIZATIONAL STRUCTURE

- A. The name of the corporation is Something Queer Music and Arts Collective.
- B. This corporation shall be registered as a Nonprofit Public Benefit Corporation in the State of California
- C. This corporation shall have a fiscal year that commences on January 1st and concludes on December 31st of each year.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

A. Something Queer Music and Arts Collective is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Purpose

- A. The specific purpose of Something Queer Music and Arts Collective is to build queer community through education, art, music, culture, social support, self-expression, and civic engagement.
- B. The specific objectives and purpose of this organization shall be:
 - i. to host an annual retreat for members of the queer community to build community; and
 - ii. to provide opportunities within and among the queer community to connect and build mentorship opportunities; and
 - iii. to provide scholarships and other funding to queer members of the community to effectuate our purpose; and
 - iv. to sponsor, host and/or participate in other events and activities that promote our purpose.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers

A. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs, finances, and property of the Corporation.

B. Directors shall exercise fiduciary duties of care, loyalty, and obedience.

C. All directors will be required to attest to and follow the Corporation's conflict of interest policy.

Section 2. Number, Tenure, Requirements, and Qualifications

A. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no fewer than three (3) and nor more than fifteen (15), including the officers.

B. The officers will also be voting directors of this corporation.

C. Subsequent directors shall be elected by a majority vote of the currently seated directors.

D. The members of the Board of Directors shall, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected by the Board. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Section 3. Regular and Annual Meetings

A. An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

B. Regular and annual meetings of the Board can be held over virtual platforms that allow for both audio and video.

Section 4. Special Meetings

A. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

B. Special meetings of the Board can be held over virtual platforms that allow for both audio and video or through conference telephone call.

C. Notice of any special meeting of the Board of Directors shall be given at least 48 hours in advance of the meeting by telephone or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 5. Quorum

A. The presence, in person or through virtual format of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

B. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 6. Vacancies

A. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 7. Compensation and Reimbursements

A. Members of the Board of Directors shall not receive any compensation for their services as Directors.

B. Members of the Board of Directors may be entitled to reimbursement for specific pre-approved expenses.

Section 8. Informal Action by Directors

A. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all Directors following notice of the intended action to all members of the Board of Directors.

Section 9. Confidentiality

A. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation.

B. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Section 10. Parliamentary Procedure

A. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 11. Removal.

A. Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby.

B. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

C. Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in this section.

ARTICLE IV. OFFICERS

A. The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active and voting members of the Board.

B. All officers will be required to attest to and follow the Corporation's conflict of interest policy.

Section 1. President

A. The President shall preside at all meetings of the Board. The President shall have the following duties:

- i. They shall be the chief executive of the Corporation
- ii. They shall preside at all meetings of the Board of Directors and Executive Committee.

- iii. They shall have general supervision and direction of all other officers of this corporation and see that their duties are properly performed.
- iv. They shall submit a report of the operations of the program for the fiscal year to the Board of Directors at their annual meetings, and from time to time, shall report to the Board all matters that may affect the Corporation.
- v. They shall be Ex-officio member of any standing or ad-hoc committees and shall have the power and duties usually vested in the office of the President.
- vi. They shall be granted authority to enter into contracts, legal instruments, and other arrangements on behalf of the Corporation.
- vii. They shall be a signatory on all financial documents.
- viii. They shall perform any and all additional duties, as assigned by the Board.

Section 2. Vice-President

A. The Vice-President shall attend all meetings of the Board of Directors and Executive Committee. The Vice-Presidents duties are:

- i. They shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board of Directors.
- ii. They shall succeed to the office of President, should a vacancy occur.
- iii. They shall maintain the association's conflict of interest disclosure documents.
- iv. They shall perform any and all such duties, as assigned by the Board of Directors.

Section 3. Secretary

A. The Secretary shall attend all meetings of the Board of Directors and of the Executive Committee and will act as a clerk thereof. The Secretary's duties shall consist of:

- i. They shall record all votes and minutes of all proceedings.
- ii. They, in concert with the President, shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization.
- iii. They shall send notices of all meetings to the members of the Board of Directors and shall take reservations for the meetings.
- iv. They shall perform all official correspondence from the Board of Directors as may be prescribed by the Board or the President.
- v. They shall affix the official signature and/or seal to all documents on behalf of the Corporation
- vi. They shall perform any and all additional duties, as assigned by the Board.

Section 4. Treasurer

A. The Treasurer shall attend all meetings of the Board of Directors and of the Executive Committee. The Treasures duties shall be:

- i. They shall be responsible for monitoring and maintaining the official accounts of the Corporation.
- ii. They shall present an annual budget to the Board of Directors during the annual meeting to commence on the following fiscal year.
- iii. They shall present a complete and accurate report of the finances at each meeting of the Board of Directors.
- iv. They shall preside over the Finance Committee of the Board.
- v. They shall sign and/or co-authorize any transaction above \$1000 USD in addition to the President.
- vi. They shall complete and sign the annual legal financial disclosure documents.
- vii. They shall perform any and all additional duties, as assigned by the Board.

Section 5. Election of Officers

A. The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Advisory Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Advisory Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Section 6. Removal of Officer

A. Officers may be removed by the Board of Directors in a manner prescribed by Article III Section 11.

Section 7. Vacancies

A. The Board of Directors shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers.

B. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE V. COMMITTEES

Section 1. Committee Formation

A. The board may create committees as needed. The board chair appoints all committee chairs.

Section 2. Executive Committee

A. The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

A. The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members.

B. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee.

C. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the board members and the public.

ARTICLE VI. IDEMNIFICATION

Section 1. General

A. To the full extent authorized under the laws of the State of California, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

A. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an

undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

A. The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE VII. BOOKS AND RECORDS

A. The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation

A. The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail.

B. Passage of an amendment of the Articles shall require a 2/3 majority of the Board.

Section 2. Bylaws

A. The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

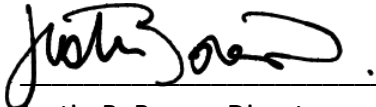
AMENDMENT HISTORY:

Approved May 18, 2021 by the Board of Directors

ADOPTION OF BYLAWS

We, the undersigned, are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 8 preceding pages, as the Bylaws of Something Queer Music and Arts Collective

ADOPTED AND APPROVED by the Board of Directors on this 18th day of May, 2021.



Justin P. Boren, Director




Jason Godfrey, Director



Max Kellogg, Director



Darrell Nguyen, Director



Danni Pomplun, Director



Ashleigh Wilson, Director