



BOARD OF DIRECTORS AGREEMENT

Effective April 24, 2020

The Capital Pride Alliance, through its stewardship of diverse programming and events, specifically year-round LGBTQ+ Pride festivities centered in Washington, DC and the National Capital Region, serves to celebrate, educate, support, and inspire our multi-faceted communities in order to grow and preserve our history and protect our rights for current and future generations.

BACKGROUND

The membership of Capital Pride Alliance for corporate purposes is the Board of Directors. It is recognized that the Capital Pride Alliance is comprised of staff, volunteers, and community partners.

Board members are elected to three-year term, with elections held annually in September. Mid-term vacancies on the Board may be filled at the discretion of the board by a majority vote for the unfilled portion of the term. The Board of Directors shall consist of no less than five (5) and no more than twenty-five (25) Directors.

The Board conducts business at meetings and by e-votes. The Board shall meet at least quarterly (and generally meets ten (10) times annually, with meetings typically lasting approximately two (2) hours. A quorum of the majority of the membership of the Board shall be required to transact business. Meetings of the Board may be open to members of the public depending on the agenda, except when in executive session, at the discretion of the Board. The Board shall convene community forums throughout the year to solicit feedback on operations of the Capital Pride Alliance.

Board members may vote in person or by teleconference at board meetings. Board members may vote by virtual electronic methods and/or electronic ballot when a board action is required outside of a meeting. Board members are expected to serve on at least one committee of the Board or as a Board liaison to an operational committee.

It is expected that members of the Board of Directors attend at least half of the meetings held annually in-person, subject to exceptions approved by the President.

DUTIES AND RESPONSIBILITIES

The Bylaws of Capital Pride Alliance articulate the following responsibilities for the Board of Directors:

- Acts as the final arbiter and authority of any dispute within the organization.
- Has final authority over use of the Capital Pride Alliance name, logo, property and any other interests in Capital Pride Alliance. The Board may delegate this authority to individuals it sees fit.
- Has the authority to remove Directors for cause by a two-thirds vote of the full Board;
- Serves as the financial steward of the corporation;
- Approves contracts that exceed a financial threshold established by the Board every year at the annual meeting;



- Contributes to the corporation's efforts through a financial “Give or Get” commitment of at least \$100 annually per board member and each member participates in a leadership role at a minimum of marquee event annually;
- Selects honorees for the corporation's community and volunteer awards, including any grand marshals;
- Reviews the corporation's assets and assure that policies are in place to safeguard said assets;
- Reserves the right to make decisions on individual sponsors based on their mission and actions, as well as feedback from our community;
- Assists in the recruitment of prospective members of the Board and staff members; and,
- Approves the hiring of all paid employees of the corporation.

EXPECTATIONS

It is expected that Board members shall:

- Become familiar with the budget and financial operations of Capital Pride Alliance and take an active part in reviewing, approving, and monitoring the budget and finances;
- Ensure that both the strategic and operational plans maintain the integrity of the mission and values of Capital Pride Alliance;
- Understand the bylaws and operational guidance for Capital Pride Alliance, and participate in the creation and review of policies as necessary;
- Participate in Board meetings, retreats, and workshops and be accessible for contact between board meetings;
- Provide visibility for and promote the Capital Pride Alliance whenever possible;
- Attend and participate in the fundraising and other activities of the Capital Pride Alliance; and
- Participate in the hiring, evaluation (and termination if necessary), and setting compensation for the Executive Director and other employees. In addition, insure that the organization strictly adheres to fair employment practices.

CONFLICTS OF INTEREST

No member of the Board shall derive any personal financial benefit, profit, and/or gain—directly or indirectly—by reason of your participation with the Capital Pride Alliance and shall refrain from participating in any decision on such matter. Board members shall disclose in writing:

- Any actual or potential financial and/or fiduciary interest that you may have in any matter pending before any Capital Pride Alliance program or event that is produced by CPA;
- Any familial relationship by blood, marriage, or domestic partnership to another Board member, employee, customer, supplier, and/or potential Board member, employee and/or award recipient/honoree;
- Any status change due to marriage or domestic partnership with another Board member, employee, customer, and/or supplier;
- Any actual or potential business, benefit, or grant from a Capital Pride Alliance transaction, benefit, or payment for any contract, subcontract, good, and/or service (other than reimbursement for legitimate expenses incurred as provided by Capital Pride Alliance policy) to any family



member, business, or organization where the Board member has a financial interest or fiduciary responsibility; and

- Any proposed or actual use of Capital Pride Alliance Proprietary Information such as distribution lists, prospective and actual donor/sponsor information, logos, trademarked and copyrighted property, pre-decisional and confidential information, personally identifiable information, and other materials except for use to execute Board member duties.

NON-DISCLOSURE OBLIGATIONS

Board members shall maintain in confidence and shall not, directly or indirectly, disclose or use, either during or after the term of Board participation, any Proprietary Information (as defined below), confidential information, or trade secrets belonging to Capital Pride Alliance, whether or not it is in written or permanent form, except to the extent necessary to perform the services of the organization, as required by a lawful government order or subpoena, or as authorized in writing by Capital Pride Alliance.

These non-disclosure obligations also apply to Proprietary Information belonging to customers and suppliers of Capital Pride Alliance and other third parties, learned by any Board member as a result of performing the services of his or her office.

“Proprietary Information” means all information pertaining in any manner to the business of organization, unless (i) the information is or becomes publicly known through lawful means; (ii) the information was part of Director’s general knowledge prior to his relationship with the organization; or (iii) the information is disclosed to Directors without restriction by a third party who rightfully possesses the information and did not learn of it from Capital Pride Alliance.

DUTIES AND RESPONSIBILITIES TO BOARD MEMBERS

Capital Pride Alliance officers and employees shall:

- Provide Board members with materials for meetings and e-votes containing the agenda and other materials to assist in informed decision-making in a reasonable timeframe before decisions are to be made;
- Keep me informed about issues in the community and relating to the Capital Pride Alliance;
- Provide me with fundraising information and assistance; and
- Provide Directors & Officers liability insurance.

CERTIFICATION AND COMMITMENT

I certify that:

- I have read and understand this Board of Directors Agreement;
- I hereby agree with and willingly accept the responsibilities outlined in this agreement; and
- I am not a participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the Capital Pride Alliance that has resulted or could result in personal benefit to me; and



- Whenever a director or officer has a financial or personal interest in any matter coming before the Capital Pride Alliance board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested CPA directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

I attest and identify the following conflicts of interest during my term as a Capital Pride Alliance Board of Director.

- 1.
- 2.
- 3.
- 4.
- 5.

I will in good faith agree to contribute \$_____ for my “Give or Get,” attend and participate in Board deliberations, and serve in a leadership role at a minimum of one marquee event annually. I also understand that participaton in multiple events during Capital Pride week is a desired expectation.

Signed:

Member, Board of Directors

Date

President or Vice President, Board of Directors

Date