



## Second Pride Bylaws

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### Article I

#### OUR MISSION

To serve, support, and empower the diverse LGBT communities of Second Life®.

#### OUR OBJECTIVES

- Hold an annual Second Pride Festival to bring together the diverse LGBT communities, clubs, businesses, and individuals in Second Life® for a celebration of Pride.
- Host LGBT social, educational, and advocacy events throughout the year and encourage our partners and members to host events that bring together our communities, support each other, and raise funds for the Festival and our Mission.
- Participate in creating, developing, and maintaining an LGBT Gateway in Second Life for both new and continuing LGBT residents as a safe haven and resource center showcasing the diversity of the LGBT communities in Second Life®
- Provide a directory of the various LGBT support groups and organizations inside and outside of Second Life® for those seeking support for legal, health, and social issues in their real lives.
- Maintain an archive of real life and Second Life® LGBT history.

#### OUR GOAL

***To commemorate our heritage, celebrate our culture, and liberate our people.***

### Article II

#### ***Membership***

##### *Section 1*

##### ***Eligibility for Membership***

ALL LGBT residents, friends, family, and allies in Second Life®

##### *Section 2*

##### ***Definition of Membership***

To be considered a Member for the purposes of this document, an individual (avatar) must be a member of the “Second Pride Festival” group within Second Life®.

Note: Should the name of this group change, this document will be updated to reflect the change with notice given, but no vote required.

##### *Section 3*

##### ***Rights of Membership***

Second Pride is a democratic organization. The most important thing is the right to be heard. This applies to the Annual Meeting of the Membership, regularly scheduled Public and or Board/Work meetings, and certain special meetings as determined by the Board. These meetings are always available for public discourse and the Membership is encouraged to attend.

Members also have the right to vote on any and all matters that require a vote of the Membership as set forth in these Bylaws.

#### Section 4

##### *Termination of Membership*

Any Member who knowingly and capriciously brings harm or disrepute to Second Pride may be removed as a member by a three-fourths vote of the Board. If a Member takes action that must be acted upon immediately, such as grieving or abuse of group chat, a representative of Second Pride may remove them from the group immediately, also invalidating their Membership. The Board retains the discretion to restore a Member by two-thirds vote during any meeting where formal actions are taken.

#### Article III

### Meetings and Members

#### Section I

##### *Annual Meeting*

The Membership will have one Annual Meeting of the Membership to be held on the third (3<sup>rd</sup>) Saturday following the conclusion of the main Second Pride Festival. The purposes of this meeting are as follows:

- For the Board and Committees to update the Membership on the Pride Festival outcome from the standpoint of each department.
- For the Treasurer to present to the Membership a general financial accounting starting from the previous Annual Meeting, including the amount in US Dollars to be donated to the current chosen organization(s).
- For the Chairman to announce election dates for the next Second Pride Board and certain Election guidelines.
- For the Membership to offer questions to the Board in an open, unrestricted, and unfettered forum.
- For the Board to present any additional business deemed necessary.

#### Section 2

##### *Regular Meetings*

Periodic public meetings will be held on a quarterly schedule, beginning no more than ninety (90) days from the Annual Meeting, for the conduct of Second Pride business. The schedule of all meetings will be placed on the Second Pride website for the Membership to view. All Members are encouraged to attend. Additional regular meetings may be called by simple majority of the Board at any time to conduct business that cannot or should not wait until the next scheduled meeting.

- **Public** meetings will be open to the Membership to actively participate in, and the Board will allow for a question and answer period at these meetings.
- **Board/Work** meetings are considered open sessions and the Membership is invited to sit in. The Board will allow a question and answer session from the Membership attending if time allows. These meetings will be determined by the Board and/or Departments and will be announced on the website and by group notice.

#### Section 3

##### *Closed Meetings*

A two-thirds majority of the sitting Board is required to call a closed meeting. Closed meetings may be necessary for reasons of confidentiality. A closed meeting will be limited to informational purposes only. **No formal action**

may take place at a closed meeting. The Board must reconvene in open session for any vote or formal action to occur based on the closed meeting. The Membership may not attend a closed meeting.

#### Section 4

##### *Informal Meetings*

Any situation where multiple Board members gather and have conversation may be considered an **informal** meeting if Second Pride matters are discussed.

- **Informal** meetings would not be documented by the Secretary, and the Membership would not be notified in advance due to the impromptu nature of the meeting. These meetings are for informational purposes only. No formal actions may be taken. No confidential matters should be discussed in this setting.

#### Section 5

##### *Notice of Meetings*

- All meetings will be posted in advance using the website's most convenient way of displaying them. The time and location and tentative agenda of the meeting must be included in the posting. The location must be accessible to all members.
- Notices will be sent in-world to the Second Pride Festival group at random times starting two days prior to the meeting (when possible) and ending with notices one hour prior to the meeting and at the start of the meeting. Agendas should be linked or attached to the notice.
- All meetings are subject to change or cancellation. All methods of notification will be used to alert the Membership of the rescheduled meeting.
- The Secretary will, in addition to the above, notify the Membership of meetings by any additional means he sees fit to ensure the widest distribution.
- Agendas are tentative. Items may be added or removed by simple majority vote of the Board present at any time, including during the meeting.

#### Section 6

##### *Quorum*

A quorum is considered met when more than half the filled positions of the Board are present. If only two Board positions are filled at the time of the meeting, a quorum is not considered met. Article IV, Section 5, paragraph 3 comes into effect, and business other than filling vacant seats is tabled.

- No meeting may proceed without a quorum present.

#### Section 7

##### *Voting*

For the purposes of Public, Board/Work, and Special meetings, a proposal, resolution, or motion will be considered carried or approved by a majority vote of the Board members present unless specific requirements are stated elsewhere in this document, such as in the case of Amendments to the Bylaws (Article VI).

The Board, at its discretion, may see reason to poll the Membership on a particular issue. This poll or vote may be conducted by any reasonable and secure in-world method the Board deems fit, including but not limited to, voting kiosks.

#### Section 8

##### *Department Meetings*

Any committees formed by an individual Board Member are less formal in nature, but should retain reasonable records of their meetings. These committees are for the purposes of conducting the business of that Board Member's Department(s).

## Article IV

### Board of Directors

#### Section 1

##### *Role of the Board*

Second Pride is administered and facilitated by a Board of Directors consisting of elected officers voted on by the Membership.

- The Board's directive is to carry out the Mission of Second Pride.
- The Board is the sole representative of Second Pride to the real and virtual world.
- The Board should encourage participation from the Membership at all Public, Board/Work, and Special meetings, and will avail itself of the Membership as often as is practical.

#### Section 2

##### *Board Seats*

The seats on the Board are as follows. ***Please refer to the August 2018 Addendum at the end of this document.***

- Chairman
- Secretary / Treasurer
- Outreach Director
- Infrastructure Director
- Technology Director

#### Section 3

##### *Terms*

- Each Board Member is elected to a two (2) year term and will assume office no more than seven (7) days after certification of the election results.
- A Board Member may run for re-election at the end of their term, but may only serve two (2) consecutive terms in the same position **UNLESS** no other candidates register for that seat by the time the discussion phase of the election starts. At that time, the former Board Member may register as an uncontested candidate for that seat, and will only remain seated until the next Election, which will follow the same rules.
- A Board Member, having served two (2) terms in the same seat, may run for any other open seat in the next election without restriction.
- All committees and appointed positions except for Auditing and Election are vacated when the new Board is installed. The newly elected Board Member for those committees and positions may choose to immediately reinstate them or seek new members for them.

#### Section 4

##### *Board Elections*

At the Annual Meeting (Article III, Section 1), the dates of the Elections will be announced by the sitting Board. Within 48 hours, information will be provided on the Second Pride website and via in-world group notice with all pertinent information.

- In the event that there is only one candidate for a specific seat on the Board, that candidate is automatically seated. If all seats are uncontested, then no voting will be conducted.
- Members will vote in-world using the current approved method recommended by the Technology Director and agreed to by the board. This includes, but is not limited to, voting kiosks.

- The Election committee as specified in Article V, Section 3 will have the sole responsibility of conducting the Election and must certify the results to the Board and the Membership within two (2) days of completion of the election.

### Section 5

#### *Vacancies*

It should be the goal of the Board to fill all seats and committee positions expeditiously as they become vacant.

- At any time, a vacant seat on the Board may be filled by appointment. Appointments shall be voted on at a Special meeting as determined by the Board. Appointees **may** include former Board members excluded from the formal election by term limits. Available seats should be continuously displayed on the Second Pride website, and periodically announced by group notice in-world.
- In the event that the Chairman position becomes vacant for any reason, including lack of candidates or appointees during the election, another Board member will assume the role of Acting Chairman for the purpose of convening meetings and advancing the business of Second Pride until a new Chairman is elected or appointed. The position will be offered to other members in this order:
  - Outreach Director
  - Infrastructure Director
  - Technology Director
  - Secretary / Treasurer
- When any of the seats on the Board is vacant, the duties of that seat shall be passed to one of the other Board members or divided among them as seen fit by the Board. All feasible means should be used to ensure that all seats are filled.
- *In the event that only two Board seats are filled at any time, all Second Pride business, except for events thirty (30) days or less from starting, must be put on hold until at least one additional seat is filled. If no candidate can be found within 60 days, all operations of Second Pride should be considered suspended, including receipt of donations, and at 90 days, terminated permanently. Donations will not be accepted from the sixty (60) day mark on. Permanent termination would include returning the Second Pride sim to Linden Lab and terminating the Second Pride Avatar account, after donating all remaining funds to the last charity that received a donation from Second Pride. If, at any point during the ninety-day window, there are insufficient funds to retain the Second Pride sim, business will be carried out from a location to be announced until the ninety days is complete and operations end.*

### Section 6

#### *Officers and Duties*

Board Members are expect to form committees and seek volunteers, delegating duties where feasible. It is not expected that any single Board Member is required to fulfill *all* the duties of their departments personally, but to act as a coordinator, a central point of contact, and a leader.

#### *Chairman*

- Lead the Second Pride Board of Directors
- Act as the corporate liaison between Second Pride and Linden Lab
- Facilitate the well-being and continued growth of the organization
- Report to the Second Pride Membership

#### *Secretary / Treasurer*

- Develop a budget for the position within the first quarter of taking office.
- Maintain the minutes of all meetings where required and have them posted to the Second Pride website.

- Document all activities, policies, and decisions and have them posted to the Second-Pride website
- Caretaker of the Second Pride avatar
- Ensure that the complete transaction history of the Second Pride avatar is preserved permanently in a spreadsheet, since Linden Lab only provides 30 days of history.
- Conduct correspondence with external LGBT organizations
- Maintain an archive of Second Pride correspondence, both internal and external.
- Develop the annual budget for Second Pride.
- Provide information to the Auditing Committee as needed.
- Coordinate fundraising efforts from residents throughout Second Life® and other sources.
- Collect and disburse Second Pride funds as directed by the Board.
- Maintain accurate records of Second Pride finances and have these posted to the Second Pride website.
- Arrange for audit of records and reports of Second Pride finances through the Auditing Committee.
- Represent the Board as directed in contract negotiations and fulfillment (payment).
- Coordinate with the Infrastructure and Technology departments on the design and maintenance of the Second Pride donation and information kiosks.
- Change Second Pride avatar password when a new Board is elected, and as required to maintain security, providing the new password to the new Board or other members of the Board.
- Notify the Board of and recommend uses for any excess funds.

#### *Outreach Director*

- Create a committee(s) to assist in the execution of the duties of the office.
- Develop a budget for the position within the first quarter of taking office.
- Seek out artists, collaborators, partners, vendors, and sponsors for inclusion in Second Pride events focusing on the LGBTQ+ community, but welcoming all who are in agreement with the Second Pride Mission and Objectives, and maintain a database of them, capturing all information deemed pertinent (no real world information).
- Seek out sponsors to host Second Pride fundraiser events at their venues.
- Create and distribute application forms for artists, events, hosts, etc.
- Coordinate with the Technology Director to ensure that all events are listed on the website and kiosks.
- Represent the interests of event artists to the Second Pride Board.
- Take charge of the schedule of Second Pride events from beginning to end
- Act as liaison with all groups of the LGBTQ+ communities in Second Life®.
- Act as liaison to the media, both in Second Life® and the real world.
- Create a cohesive advertising campaign for the year, to encourage membership and support Second Pride throughout the year, establishing the theme for the main Festival as early as possible.
- Make advertising materials available in Second Life® and in the real world via the Second Pride website.
- Coordinate with the Technology department on new ways of promoting Second Pride through any possible media, including social networks.
- Coordinate with the Secretary/Treasurer to incorporate advertising into the Second Pride kiosk.
- Maintain and monitor the Second Pride Membership rolls (the Second Pride Festival group).
- Together with the Technology Director, conduct all elections and votes.
- Serve on the Election Committee.

#### *Infrastructure Director*

- Create a committee(s) to assist in the execution of the duties of the office.
- Establish relationships with builders, scripters and designers to fulfill the demand in buildings, places, attractions and environmental design.

- Coordinate a build team for the festival and other Second Pride sponsored events.
- Create a detailed 3D layout of the Second Pride Festival and builds.
- Coordinate with the Outreach Director about vendor and sponsor shops and about venues that will be linked to events.
- Facilitate security at events for the benefit of Second Pride should a venue host request such security.
- Be responsible for structuring, developing, documenting, and implementing a Festival-wide security plan as well as staffing, training, deploying, and managing the security enforcement teams.
- Be responsible for vetting all non-Group created objects which contain scripts.
- Ensure that no individuals at the festival are in violation of LL TOS.
- Be responsible for ensuring that all Second Pride Board policies and guidelines regarding behavior, conduct, and access be enforced.
- Ensure these guidelines are up to date and to visitors at Second Pride events.

#### *Technology Director*

- Create a committee(s) to assist in the execution of the duties of the office.
- Maintain domain registration and records of payments for same.
- Maintain Second Pride website and ensure the security thereof.
- Coordinate, maintain, and facilitate all technical matters concerning the annual election.
- Ensure that the voting system used in said election be as secure as possible.
- Report to the Board on matters concerning voting security and reliability and seek new methods of voting that create a stable and dependable system of balloting.
- Keep Board members apprised of the Web site features and capabilities so that they might use the capabilities effectively.
- Be available to the membership for troubleshooting and answer their questions to help them with access issues.
- Together with the Outreach Director, conduct all elections and votes.
- Serve on the Election Committee.

The duties of Treasurer and Chairman may not be performed by the same Board Member.

#### *Section 7*

##### *Resignations / Terminations / Absences*

A Board member may be terminated for any of the following.

- Failure to perform their duties as described in Article IV, Section 5.
- Knowingly and capriciously bringing harm or disrepute to Second Pride.

Termination for these offenses would require a majority vote of the other sitting Board members. In the event that there is only one member to vote, then a two-thirds vote of the Membership **present** at a Special meeting would be required.

- A Board member is assumed to have resigned if they fail to attend three consecutive meetings without prior notification.
- Resignations should be addressed to the Chairman and Secretary by notecard. The Board may act to fill the vacancy immediately according to the procedures in Article IV, Section 4.

## Article V

### Committees

#### Section 1

##### *Department Committees*

- Each Board Member shall create their own committees to assist in carrying out the duties of their department(s).
- Each Board Member shall provide the membership of their committees to the Secretary/Treasurer for the records and to be listed on the Second Pride website.

#### Section 2

##### *Audit Committee*

The Audit Committee will consist of two (2) volunteers from the Membership, with preference for Past Treasurer or Past Presiding Chairman. The committee's function will be:

- To review records of all financial transactions of Second Pride for accuracy
- To certify a quarterly financial report to the Board and the Membership
- To maintain accuracy, transparency and accountability for the organization.
- At least one member of the Committee will have access to the Second Pride avatar for auditing purposes.

The Auditing Committee may request any financial information regarding Second Pride from any Board Member or any Committee Member at any time to fulfill their function. Refusal, *but not inability*, to provide requested information will be regarded as a resignation of the individual from all of their positions with Second Pride.

The Auditing Committee has the power to call a meeting of the Membership, if necessary, to address any critical issues that fall within their scope.

In the event that there are no volunteers for the Auditing Committee, Second Pride business will be limited to essential spending, such as sim tier, and receipt of donations only. Full operations may resume when at least one seat is filled on the Committee.

#### Section 3

##### *Election Committee*

A permanent Election Committee will consist of the Outreach Director and the Technology Director. This committee will solicit at least two (2) volunteers from the Membership to also serve on the committee. The committee's function will be:

- To review specific voting methods to ensure that Second Pride is using a reliable and secure method for accepting and tallying votes.
- To conduct all elections and votes of the Membership
- To certify the results of any election or vote of the Membership. An election or vote will be certified if it is found that the results reflect a fair effort to remove any duplicate or illegally cast votes, and that of those remaining, that the results reflect the will of the voting membership.

#### Section 4

##### *Charitable Donations Committee*

A permanent Second Pride Charitable Donations Committee will consist of the Treasurer and the Outreach Director. The committee's function will be:



- To recommend organizations that comply with the mission and objectives of Second Pride, meet applicable laws regarding charitable donations, and would be worthy recipients of Member donated funds.
- To engage membership to the extent possible, so that awards of member funds reflect the diverse interests of our LGBTQ+ Community. The committee may choose any method of soliciting community input engagement and participation subject to Board approval.

## Article VI

### Amendments

#### Section 1

##### *General Amendments*

Amendments to the bylaws may be introduced by the Board at any meeting attended by members and then must be posted on the Second Pride website for discussion for a minimum period of ten (10) days. After this time, there must be a two-thirds vote of the sitting Board for the amendments to be passed and the revised bylaws adopted. If, during the discussion phase, the Board feels a change needs to be made, they may do so, but an additional day of discussion must be added.

#### Section 2

##### *Amendments to Article I or Article VI*

- Article I and Article VI may **ONLY** be amended by a vote of the Membership.
- Article I and Article VI amendments may be proposed by two-thirds vote of the Board OR by ten (10) Members present and personally petitioning the Board during any Public, Board/Work, or Special meeting.
- The proposed amendment would then be placed on the ballot and a special vote scheduled and held according to voting procedures set forth in this document.
- The amendment will be considered passed if two-thirds or more of the members **voting** vote in favor.

##### *Typographical and Other Errors*

This document may be updated to correct typographical errors or for clarification at any time, with notice given to the Membership, but no vote required, as long as the meaning of the affected sections is not altered.

## **Addendum - Implementation of new Bylaws - August 2018**

**This section is a temporary addendum to the Bylaws that will expire at the time it has been fulfilled. "Fulfilled" is defined as meaning that only the five Board seats and corresponding duties specified in the new Bylaws are seated. All legacy seats and duties will have been combined into the new positions. At that time, this Addendum will no longer be considered a part of the document and will be removed and archived for historical purposes.**

In the case of the 2018 Election, all legacy seats will be filled. Because we do not wish to dissuade anyone from participating in Second Pride, the new Board structure will be "phased in" over the course of the next two years.

The duties of the legacy seats on the Board will remain as specified in the previous Bylaws.

### **Phasing in of new Board structure:**

The positions of Secretary and Treasurer will continue to be separate seats until one or the other becomes vacant, regardless of reason. At that time, the remaining of the two will assume the title and full duties and responsibilities of the new Secretary/Treasurer position as set forth in the new Bylaws. If they do not wish to assume these responsibilities, it will be accepted that they have resigned, and a new candidate will be sought immediately to fill the position. In the 2020 Election, only the new Secretary/Treasurer seat will be available, and the existing Secretary and Treasurer will be able to run for that position.

The positions of Security Director and Building Director will continue to be separate seats until one or the other becomes vacant, regardless of reason. At that time, the remaining of the two will assume the title and full duties and responsibilities of the new Infrastructure Director position as set forth in the new Bylaws. If they do not wish to assume these responsibilities, it will be accepted that they have resigned, and a new candidate will be sought immediately to fill the position. In the 2020 Election, only the new Infrastructure Director seat will be available, and the existing Security Director and Building Director will be able to run for that position.

The positions of Events Director, Community Relations Director, and Marketing Director will continue to be separate seats until one of the three becomes vacant, regardless of reason. If only one becomes vacant, then the duties of the vacant seat will be shared among the remaining two at their discretion. If two of the three become vacant, then the remaining of the three will assume the title and full duties and responsibilities of the new Outreach Director position as set forth in the new Bylaws. If they do not wish to assume these responsibilities, it will be accepted that they have resigned, and a new candidate will be sought immediately to fill the position. In the 2020 Election, only the new Outreach Director seat will be available, and the existing Events Director, Marketing Director, and Community Relations Director will be able to run for that position.

## **Document History**

This text was approved in an open vote by the membership who have registered to vote according to the communicated and repeated deadlines to do so. It became effective on July 4th 2010.

Amendments to part of the document were made on October 18th 2010 and on December 13th 2010.

Amendments accepted during the Annual Meeting in Second Pride Board year 2014.

Significant document revisions were proposed in the meeting of July 14<sup>th</sup>, 2018.

Revised Bylaws posted to Second Pride website and presented to the Membership for a discussion phase to run from August 26<sup>th</sup>, 2018 through September 4<sup>th</sup>, 2018.

This version of the Bylaws was adopted by a unanimous vote of the seated Board of Directors in a meeting held on September 5<sup>th</sup>, 2018 at 6:30 pm SLT.