



By-Laws

Pride Cheerleading Association

A Non-Profit Corporation

Pride Cheerleading Association
3556 S 5600 W #1-438 Salt Lake City, Utah 84120

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By-Laws

Pride Cheerleading Association A Non-Profit Corporation

Article One Name

The name of the Corporation is Pride Cheerleading Association (“PCA”).

Article Two Recitals

The Articles of Incorporation were filed with the Utah Secretary of State on March 8, 2016. The first By-laws of the Corporation were adopted and approved by the then acting Board of Directors on April 24, 2016, and amended on August 15, 2016, January 22, 2018, and February 25, 2019.

The By-Laws adopted by majority corporate resolution dated January 27, 2020 constituted a complete restatement of the By-Laws of the Corporation.

These By-Laws underwent one amendment dated November 18, 2024 and now constitute the By-Laws of the Corporation.

Article Three Duration

The period of duration for the Corporation is perpetual.

Article Four Purpose

Section 4.01 Purpose

Pride Cheerleading Association has been formed for specific purposes including but not limited to the following:

1. To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah;
2. To engage in any and all other lawful purposes, activities, and pursuits, which are substantially similar to those listed here and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented;

3. To act and operate as a charitable organization committed to promoting health and wellness in the LGBTQ+ community and beyond;
4. To unite, support, and develop such other like-minded organizations that share the spirit, mission, and purposes of PCA;
5. To solicit and receive charitable donations and contributions; to make charitable donations and contributions; to purchase, own, and sell real and personal property; to make contracts; and to spend corporate funds for corporate purposes as designated by the Board;
6. PCA must not support or oppose candidates in campaigns in any way nor will PCA partake in any activities influencing legislation. PCA must refrain from all forms of politics, whether municipal, state, federal or international.

Section 4.02 Tax Exempt Status

Special notes for application for tax exempt status:

1. 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 persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein;
2. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and 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 except as authorized under the Internal Revenue Code of 1954, as amended;
3. 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 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).
4. Upon the dissolution of the organization, the remaining assets must be used exclusively for exempt charitable purposes.

Article Five Offices

Section 5.01 Principal Office

The non-profit corporation's principal office in the State of Utah is **3556 S 5600 W #1-438, Salt Lake City, Utah 84120**. The Board of Directors may change the principal office in the State of Utah from time to time.

Section 5.02 Other Offices

The Board of Directors may at any time establish branch or subordinate offices at those places where the non-profit corporation is qualified to conduct its activities.

Section 5.03 Registered Office and Agent

PCA shall maintain a Registered Office and Registered Agent that comply with state and federal law, and report Office, Agent and changes thereof accordingly.

Article Six Members

Section 6.01 Members

The non-profit corporation will not have members as that term is defined in the Utah Revised Nonprofit Corporation Act. Approval by the Board of Directors is sufficient for any action that would otherwise require approval by a majority or all members. All rights that would otherwise vest in the members will instead vest in the Directors. The non-profit corporation shall have "Member Teams" as the term is defined below.

Section 6.02 Member Teams

PCA shall be an affiliation of Member Teams. Member Teams and their representatives are not individually or personally liable for the debts or obligations of the Corporation. The criteria for membership, application process, dues and fees, cessation, and transfer of membership are discussed in the following sections.

Section 6.03 Criteria for Membership

A group can qualify as a PCA Member Team if they meet the following criteria (hereafter, altogether referred to as "Criteria"):

1. Group must be an adult (ages 18+) cheer, dance, drill, stunt team or other related performance art team (international accepted);
2. Group must be a legal nonprofit. In the U.S., this means 501(c)(3) status. Internationally, this would be an organization that registers as a not-for-profit, charitable, or similar organization under the laws of its jurisdiction that qualifies it for all tax benefits associated with this status;
3. Group must be legally and administratively set up to give and receive charitable donations;
4. Group must support the LGBTQ+ community;
5. Group must provide proof of General Liability Insurance Policy;
6. Group must pay annual membership dues, as determined by the procedures set forth in these By-Laws;

Section 6.04 Application for Membership

Any group that meets the Criteria and is interested in pursuing status as a PCA Member Team can apply for membership. Information and documentation germane to the Criteria will be reviewed by the Corporation. PCA may require that applications be submitted in a particular format. Within a reasonable amount of time, the Corporation will inform the applicant team of status. Application may be rejected if the team does not meet the Criteria or, if for reasons determined by the Corporation, the team does not align with PCA's mission, vision, and purpose.

Section 6.05 Dues and Fees

Member Teams will be required to pay the annual membership fee. These fees may be prorated for mid-year entry and are subject to change. The current fee schedule may be requested from the Corporation. The Corporation shall maintain a fee schedule that is reviewed at least annually, and available to all Member Teams and their representatives.

Section 6.06 Cessation of Membership

Membership may be terminated at the discretion of the Board of Directors if a Member Team no longer meets the Criteria, fails to pay fees, or, if for reasons determined by the Board, no longer aligns with PCA's mission purpose and vision. Procedures for membership termination and appeal of termination will be determined by the Board of Directors at that time. A Member Team may also choose to resign from member status, and any remaining dues may or may not be prorated at the discretion of the Board.

Section 6.07 Transfer of Membership

On case-by-case basis, the Board may consider transfer of membership from one group to another.

Article Seven Board of Directors

Section 7.01 General Power

The Board of Directors will manage the non-profit corporation's property and business affairs. The Board of Directors must act consistently with federal and state law, the Articles of Incorporation and the By-Laws.

Section 7.02 Number

The non-profit corporation's authorized number of Directors is at least 5 but not more than **9**¹ Directors until changed by an amendment to these By-Laws by provisions set forth in these By-Laws. The Board of Directors will fix the number of directors and the number so fixed will comprise the entire Board of Directors.

Section 7.03 Eligibility

Eligibility of each Director shall be dependent on the eligibility of the individual including but not limited to the following:

1. Director must be at least 18 years of age at the time of their election to the Board of Directors;
2. Director shall not have been previously convicted of any crime that calls into question their ability to perform the fiduciary duties of a Director.
 - a. If a Director has previously been convicted or is convicted while serving as a Director, shall immediately inform the Board of the conviction. The conviction shall not disqualify the nominee, or currently serving Director, from acting as Director unless the Board of Directors finds that the facts underlying the conviction are grounds for removal, or disqualification, and the Board of Directors has reasonable grounds to believe that such person will be unfaithful to or neglectful of their duties to the corporation.
 - b. A nominee, or currently serving Director, who fails to inform the Board of Directors of a such conviction may be disqualified from serving as Director.

Section 7.04 Election

An election of Directors will occur at each annual meeting of the Board of Directors, or at such time as deemed appropriate by the Board of Directors. If no election is held at the annual meeting, the election will be held as soon as is conveniently possible after the scheduled meeting date. The election shall substantially follow the below outline:

1. Board of Directors shall provisionally elect the new Director by *majority* vote the proposed Director and submit to the Delegation for vote;

¹ **Amendment 1.** Passed by the majority vote of the Board on November 11, 2024; Approved by majority vote of the Delegation November 18, 2024; Section 7.02 is now to read: "The non-profit corporation's authorized number of Directors is at least 5 but not more than **11** Directors until changed by an amendment to these By-Laws by provisions set forth in these By- Laws. The Board of Directors will fix the number of directors and the number so fixed will comprise the entire Board of Directors. "

2. The Delegation shall review the provisionally elected Director, and only by *majority* vote of the Delegation approve the proposed Director;
3. If the provisionally elected Director passes by *majority* vote of the Delegation, then the proposed Director is approved as a Director of the Board of Directors;
4. If the provisionally elected Director does not pass by *majority* vote of the Delegation then the nomination shall fail, and the vacancy shall be filled subject to **Section 7.06**.

Section 7.05 Terms

Each Director will regularly serve two-year (2-year) terms or until their death, resignation or removal. These terms shall be staggered so that, at each Annual Meeting, approximately one-half (1/2) of the Directors shall have one year remaining on their term. Thus, on the initial Board, approximately half of the Directors will volunteer for inaugural one-year terms to achieve such a stagger and to avoid having years when an entire Board could be replaced. Directors may serve consecutive, unlimited terms. Former Directors may be nominated and re-elected. A Director's term begins on January 1 of the year following the election.

Section 7.06 Filling of Vacancies

Subject to the provisions of **Section 7.03**, if any vacancy is caused by death, resignation, failure to elect in **Section 7.04**, or removal of a Director, the remaining Directors, by majority vote and without Delegation approval, will elect a successor to hold office until the next annual meeting of the Board of Directors, or as such time as is conveniently possible. The Board of Directors shall not elect a successor who in the preceding 12 months has been nominated by the Board of Directors in **Section 7.04** and failed to attain *majority* vote of the Delegation under **Section 7.04(4)**.

In the event the number of Directors is increased as provided in the By-Laws, the current Directors, by majority vote, will elect the appropriate number of additional Directors to hold office until the next regular election of Directors under **Section 7.04**.

No reduction in the authorized number of Directors will have the effect of removing any Director prior to the expiration of their term, unless by explicit amendment to these By-Laws.

Section 7.07 Resignation

Subject to the provisions of Utah law, any Director may resign by giving written notice to the Secretary of the Board of Directors. The resignation will be effective when notice is received by the Secretary unless the notice specifies that the resignation will be effective on a later date. If the resignation is effective at a later date, a successor

may be elected before that date but they will not take office until the resignation becomes effective.

Any Director who is absent from three (3) consecutive board meetings without notice and reasonable excuse may, by majority vote of the Board, be removed from the Board of Directors. A Director may request a leave of absence for a limited period of time, which the Board may approve by majority vote.

Section 7.08 Removal

A Director may be removed for cause by majority vote of all Directors then in office. The action will be taken at a regular meeting of the Board of Directors or at a special meeting called for that purpose. The proposed removal must be announced in the notice and sent to the Directors at least ten (10) days prior to the meeting.

Section 7.09 Compensation of Directors

No salaries will be paid to the Directors for their services, but each Director is entitled to receive reimbursement from qualified expenses that are approved by the Board of Directors. The Board may approve reimbursement of expenses that the Board establishes, by majority vote, to be just and reasonable with respect to the operation of the corporation at the time that the resolution is adopted. The Board of Directors may establish a separate reimbursement policy, approved by a majority vote, and is incorporated herein. Amendments or changes to this policy do not require amendment of these By-Laws.

Article Eight Meetings of the Board of Directors

Section 8.01 Place of Meeting

The Board of Directors will hold its meetings at the non-profit corporation's principal office or at any place the Board of Directors may from time to time select by a *majority* vote or written consent of all the Directors. The place of the meeting may be by telephonic appearance, or another method that allows immediate communication between all of the Directors.

Section 8.02 Annual Meeting

The Board of Directors will hold its annual meeting on a mutually agreed upon time by majority of the Board of Directors for the purpose of electing Directors for the ensuing year and to transact other business that may properly be brought before the Board of Directors.

Section 8.03 Regular Meetings

The Board of Directors may hold regular meetings as determined by majority resolution of the Board of Directors. The resolution may authorize the President to fix the specific date and place of each regular meeting, in which case notice of the meeting date and place must be given in the manner provided in the By-Laws. Neither the business to be transacted at, nor the purpose of, the meeting need be specified in the notice unless specifically required by Utah law or the By-Laws.

Section 8.04 Special Meetings

Special meetings of the Board of Directors may be called by the President or called by the President at the direction of not less than two Directors, or as otherwise provided by law. The Board of Directors may only transact the specific corporate business announced in the notice for the special meeting.

Section 8.05 Notice of Meetings

Except as may be otherwise specifically provided in the By-Laws, the Secretary must give at least ten (10) days written notice of each regular or special meeting to all Directors at their post office address as shown by the non-profit corporation's records, or by electronic notice to an account known to be used by the Director. Any person entitled to notice of a meeting may waive notice in writing either before or after the time of the meeting.

The attendance of a Director at any meeting will constitute a waiver of notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of business at the meeting because the meeting is not lawfully called or convened.

Section 8.06 Quorum

The presence of a majority of the Directors then in office shall constitute a quorum to transact business at all meetings of the Board of Directors. A quorum is defined as more than half of all currently elected Directors. If, however, at any meeting less than a quorum is present, a majority of those present may adjourn the meeting to a different place and time.

Section 8.07 Meetings of Directors

If all of the Directors entitled to vote meet at any place and consent to hold a meeting, the meeting will be valid without call or notice, and any corporate action may be taken at the meeting.

Section 8.08 Meetings by Telephone

Any annual, regular or special meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All participating Directors will be considered present in person at the meeting for all purposes.

Section 8.09 Action without Meeting by Written Consents

If majority of the Directors severally or collectively consent in writing to any action taken by the non-profit corporation, whether before or after the action is taken, those consents will have the same force and effect as majority vote of the Board of Directors at a duly called meeting. The consent may be by written electronic ballot, provided that the Corporation adopts and implements some means of verifying that such written electronic ballot was submitted by the director so identified and not by another person not permitted to consent as such director. The Secretary shall file the consents with the minutes of the Board of Directors.

Section 8.10 Required Vote

Except as may be provided otherwise in the By-Laws or the Articles of Incorporation, the action of a majority of the Directors at a meeting at which a quorum is present shall be the action of the Board of Directors. If a tie occurs then the President shall be entitled to two votes. If the President has abstained, a President is not duly elected, or the President cannot or will not otherwise vote, then the vote shall be set over to the next meeting at which a quorum is present.

Article Nine Officers

Section 9.01 Election, Tenure and Compensation

The officers of the non-profit corporation are the President, the Secretary, the Treasurer, and one or more Vice Presidents and one or more assistants to the foregoing officers as the Board of Directors may consider necessary.

The Board of Directors will elect the officers at each annual meeting of the Board of Directors. If no election is held at the annual meeting, the election will be held as soon as is conveniently possible after the scheduled meeting date. Each officer will serve until their successor has been elected or until their death, resignation or removal.

The President must be a Director and the other officers may, but need not be, Directors. Any two or more of the offices, except those of President and Secretary,

may be held by the same person. No officer, however, may execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or by the By-Laws to be executed, acknowledged or verified by any two or more officers.

In the event that any office (other than an office required by law) is not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then the office and all references to the office in these By-Laws will be treated as inoperative until the office is filled as provided in these By-Laws.

All corporate officers and agents are subject to removal at any time by the majority vote of the Board of Directors.

Section 9.02 Powers and Duties of the President

The President is the non-profit corporation's principal executive officer and has general charge and control over all of the non-profit corporation's business affairs and properties. They shall preside at all meetings of the Board of Directors.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the non-profit corporation. Unless otherwise specifically limited by the Articles of Incorporation and the By-Laws, the President has all powers and authority otherwise permitted the president of a non-profit corporation under Utah law. The President is an ex-officio member of all the standing committees and will perform any other duties assigned to them from time to time by the Board of Directors.

In the event the office of Treasurer is vacant, and no successor is designated, the President shall also have the duties and powers of the Treasurer as provided in Section 9.05.

Section 9.03 Powers and Duties of the Vice President

The Board of Directors may elect one or more Vice Presidents.

Any Vice President (unless otherwise provided by majority resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the non-profit corporation. Unless otherwise specifically limited by the Articles of Incorporation and the By-Laws, each Vice President has all powers and authority otherwise permitted the Vice President of a non-profit corporation under Utah law. Each Vice President will perform any other duties assigned to them from time to time by the Board of Directors or by the President.

In case of the absence or disability of the President, the Vice Presidents, in the order designated by the Board of Directors at the time of their election, will perform the President's duties and be subject to all restrictions and powers of the President.

Section 9.04 Powers and Duties of the Secretary

The Secretary shall:

Give notice of all meetings of Board of Directors and all other notices required by law, the Articles of Incorporation or by the By-Laws.

Keep minutes of the meetings of the Board of Directors in books provided for that purpose.

Perform all other duties that may be assigned to them from time to time by the Directors or the President.

Unless otherwise specifically limited by the Articles of Incorporation and the By-Laws, the Secretary has all powers and authority otherwise permitted the secretary of a non-profit corporation under Utah law.

Section 9.05 Powers and Duties of the Treasurer

The Treasurer shall:

Have custody of all the funds and securities of the non-profit corporation.

Keep full and accurate account of receipts and disbursements in books belonging to the non-profit corporation.

Deposit all moneys and other valuables in the non-profit corporation's name and credit in those depositories as the Board of Directors may designate from time to time.

Disburse the funds of the non-profit corporation as ordered by the Board of Directors after taking proper vouchers for such disbursements.

Furnish to the President and the Board of Directors, whenever either of them requests, an account of transactions as Treasurer and of the non-profit corporation's financial condition.

Furnish to the Board of Directors and to the donors of the non-profit corporation within 60 days from the date that the non-profit corporation's

990-PF is filed a written report of the non-profit corporation's activities, receipts and disbursements during the tax year for which the 990-PF was filed.

Unless otherwise specifically limited by the Articles of Incorporation and these By-Laws, the Treasurer has all powers and authority otherwise permitted the treasurer of a non-profit corporation under Utah law.

Section 9.06 Powers and Duties of the Assistant Secretary

The Board of Directors may appoint one or more Assistant Secretaries. Except as otherwise provided by resolution of the Board of Directors, each Assistant Secretary has the power to perform all duties of the Secretary in the absence or disability of the Secretary and will perform all other duties assigned to them by the Board of Directors or the President.

In case of the absence or disability of the Secretary, the Assistant Secretaries, in the order designated by the Board of Directors at the time of their appointment, will perform the Secretary's duties and be subject to all restrictions and powers of the Secretary.

Section 9.07 Powers and Duties of the Assistant Treasurer

The Board of Directors may appoint one or more Assistant Treasurers. Except as otherwise provided by resolution of the Board of Directors, each Assistant Treasurers has the power to perform all duties of the Treasurer in the absence or disability of the Treasurer and will perform all other duties assigned to them by the Board of Directors or the President.

In case of the absence or disability of the Secretary, the Assistant Treasurers, in the order designated by the Board of Directors at the time of their appointment, will perform the Treasurer's duties and be subject to all restrictions and powers of the Treasurer.

Section 9.08 Agents

The Board of Directors may designate agents of the non-profit corporation as it considers necessary or advisable to receive, deposit and otherwise handle contributions to the non-profit corporation.

Article Ten Committees

Section 10.01 Committees of Board of Directors

The Board of Directors may, by majority vote, designate one or more committees. Each committee may consist of at least one Director and, to the extent provided in the majority resolution, may exercise the powers of the Board of Directors.

The designation of committees and delegation of authority to the committees will not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed on the Board of Directors or any individual members by law.

Section 10.02 Term of Office

Each committee member will serve until their successor is appointed unless the committee is terminated sooner by the Board of Directors, or the member is removed or resigns from the committee. Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee member will serve at the pleasure of the Board of Directors.

Section 10.03 Chair

Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee shall appoint a chairperson by majority vote of the committee.

Section 10.04 Vacancies

Vacancies in the membership of any committee may be filled by appointments in the same manner as the original appointments were made.

Section 10.05 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of committee members shall constitute a quorum to transact business at all meetings of a committee.

Section 10.06 Rules

Each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation and the By-Laws.

Article Eleven Liability and Indemnification

No Director or officer of the non-profit corporation will be personally liable for the payment the non-profit corporation's debts and liabilities except as any Director or officer may be liable by reason of their own conduct or acts. Relief from liability for the non-profit corporation's debts will not, however, apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(3).

Subject to the previous paragraph, the non-profit corporation shall indemnify every Director or officer, their heirs, executors and administrators, against expenses actually and reasonably incurred by them as well as any amount paid upon judgment, in connection with any action, suit or proceeding, civil or criminal, to which they may be made a party by reason of having been a Director or officer of the non-profit corporation.

This indemnification is being given since the Directors will be requested to act by the non-profit corporation for the non-profit corporation's benefit.

This indemnification is exclusive of all other rights to which a Director may be entitled.

Article Twelve Corporate Seal

The non-profit corporation will not have a seal. If a seal is required for any corporate transactions, the word "Corporate Seal" followed by the signature of one or more officers on behalf of the non-profit corporation shall constitute a proper affixing of the seal.

Article Thirteen Financial Matters

Section 13.01 Delegation of Authority by Board of Directors

The Board of Directors may authorize any officer, employee or agent to enter into any contracts or execute and deliver any instruments in the name of the non-profit corporation. The authority granted by the Board of Directors may be general or confined to specific instances.

Section 13.02 Authority Over Certain Funds

If at any time the non-profit corporation is a beneficiary of a charitable lead trust, a charitable remainder trust or other similar trust ("charitable trust"), and the charitable trust was established by a Director, an officer, or a substantial contributor

to the non-profit corporation, the Director, officer, or substantial contributor who established the charitable trust is prohibited from acting on matters concerning funds coming to non-profit corporation from the charitable trust.

The Director who establishes a charitable trust for the benefit of the non-profit corporation may not be counted when establishing a quorum to vote on matters relating to those funds. The Director will be prohibited from voting on any matters relating to the funds received or anticipated to be received from the charitable trust, including voting on any disbursements or grants of such funds.

Any funds received from a charitable trust are to be segregated into a separate account in the non-profit corporation's books.

For all purposes concerning any funds received from a charitable trust described above, the term "substantial contributor" has the same meaning as provided in Section 507(d)(2)(A) of the Internal Revenue Code.

Section 13.03 Deposits

All non-profit corporation funds will be deposited to the credit of the non-profit corporation at those banks, trust companies or other depositories selected by the Board of Directors. The Board of Directors may, however, authorize any officer, employee or agent to select the banks, trust companies or other depositories into which the funds of the non-profit corporation will be deposited.

Section 13.04 Checks and Drafts

All checks, drafts and other orders for payments of money, notes or other evidences of indebtedness by the non-profit corporation must be signed by those officers, agents or employees selected by the Board of Directors, and in the manner determined by majority resolution of the Board of Directors

Section 13.05 Loans

The non-profit corporation is prohibited from making any loans or borrowing any funds unless specifically authorized by a resolution of the Board of Directors. The authority granted by the Board of Directors may be general or confined to specific instances. The non-profit corporation will not make any loans to its Directors or officers.

Section 13.06 Investments

The non-profit corporation's funds may be invested in any investments selected by the Board of Directors or any investment manager appointed by the Board of Directors for that purpose. In making any investments, the Board of Directors or

investment manager (as the case may be) should give due regard to balancing the need to preserve principal, produce income and capital gains, and achieve long-term growth of the non-profit corporation's assets.

Section 13.07 Separate Account

The non-profit corporation must segregate any funds received from a charitable lead trust, a charitable remainder trust or other similar trust ("charitable trust") established by a Director, an officer, or a substantial contributor to non-profit corporation into a separate account in the non-profit corporation's books. The non-profit corporation shall administer the separate account in such a manner as to allow tracing of the funds into and out of that account. The separate account will be administered and distributed by a separate fund committee, and the Director, the officer, or the substantial contributor who established the charitable trust from which the Foundation received the funds may not possess any power over this account or this separate fund committee.

Section 13.08 Expenses

The Board of Directors will pay all expenses of the non-profit corporation including, but not limited to, custodian, investment management fees, legal fees, and accounting fees and charges first from income and then from the principal assets of the non-profit corporation.

Section 13.09 Distributions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

Article Fourteen Delegation

Section 14.01 Creation of the Delegation

The Board of Directors may, by majority vote, designate one or more Delegation(s). The Delegation may adopt rules for its own governance consistent with the Articles of Incorporation and the By-Laws.

Section 14.02 General Power

Each Delegation must consist of at least one Delegation Liaison and, to the extent authorized by the Board of Directors in writing, may exercise the powers of the Board of Directors.

The designation of a Delegation(s) and delegation of authority to the Delegation will not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed on the Board of Directors or any individual members by law.

The Delegation shall be comprised of Delegates from each of the qualified Member Teams of the Pride Cheerleading Association. The Delegation must act consistently with federal and state law, the Articles of Incorporation and the By-Laws.

Section 14.03 Intent

The intent of the Delegation is to provide a general assembly of representatives from the Member Teams to serve the following purposes:

1. To vote, discuss, and review the actions deemed by the Board of Directors to impact the Member Teams directly, or such actions that require Delegation approval subject to these By-Laws;
2. To establish a formal and fair channel of communication amongst Member Teams and the Board of Directors;
3. To provide resources to the Member Teams to help unite, support, and develop;
4. Report back to the Board regarding the general organizational health, satisfaction, and activities of its Member Teams.
5. Or such action(s) as deemed appropriate by the Board of Directors.

The Delegation will not oversee the non-profit corporation's property and day-to-day business affairs.

Section 14.04 Eligibility

Eligibility of each Delegate shall be dependent on the eligibility of both the individual and their Member Team including but not limited to the following:

(a) Team Qualifications

1. Member Team must be in good standing with the Corporation, as determined by the Board of Directors and includes but is not limited to the criteria listed in **Article Six**;
2. Any other qualifications as determined by the Board of Directors.

(b) Delegate Qualifications

1. Delegate must be at least 18 years of age at the time of their election to the Delegation;
2. Be nominated by their Member Team. The nomination process to be determined by the Member Team.

The Delegate is a representative of their Member Team and shall vote in a manner consistent with the general consensus of their Member Team. This does not require the representative to consult with their Member Team prior to voting.

Section 14.05 Election

The Delegation will elect its Delegates at each annual meeting of the Delegation, or at such time as deemed appropriate by the Delegation. If no election is held at the annual meeting, the election will be held as soon as is conveniently possible after the scheduled meeting date.

Section 14.06 Terms

Each Delegate will regularly serve two-year (2-year) terms or until their death, resignation or removal. These terms shall be staggered so that, at each Annual Meeting, approximately one-half (1/2) of the Delegation shall have one year remaining on their term. Thus, on the initial Delegation, approximately half of the Delegates will volunteer for inaugural one-year terms to achieve such a stagger and to avoid having years when an entire Delegation could be replaced. Delegates may serve consecutive, unlimited terms. Former Delegates may be nominated and re-elected. A Delegate's term begins on January 1 of the year following the election.

Section 14.07 Filling Vacancies

Subject to the provisions of these By-Laws, if any vacancy is caused by death, resignation or removal of a Delegate, the Member Team shall nominate a successor Delegate, and the Delegation shall elect the eligible successor, to hold office for the unexpired term of the Delegate whose place is vacant. The successor will serve as a Delegate until the next regular election of Delegates.

Section 14.08 Delegation Liaison

The Delegation shall appoint a Delegation Liaison by majority vote of the Delegation. The Delegation Liaison has general charge and control over the Delegation's affairs. They shall preside at all meetings of the Delegation.

The Delegation Liaison shall:

Give notice of all meetings of the Delegation and all other notices by the By-Laws;

Keep minutes of the meetings of the Delegation in books provided for that purpose;

Maintain an accurate directory of all Delegates and provide a copy of such directory to the Secretary of the Board of Directors;

Be the main point of contact between the Board of Directors and the Delegation;

Shall appear at any Board of Directors meeting upon the request of the Board of Directors.

Perform all other duties that may be assigned to them from time to time by the Board of Directors.

Section 14.09 Resignation

Any Delegate may resign by giving written notice to the Delegation Liaison. The resignation will be effective when notice is received by the Delegation Liaison unless the notice specifies that the resignation will be effective on a later date. If the resignation is effective at a later date, a successor may be elected before that date but they will not take office until the resignation becomes effective.

A Delegate may request a leave of absence for a limited period of time, which the Delegation may approve by majority vote.

The Delegation Liaison may resign by providing notice as described above to both the Delegation and the Secretary of the Board of Directors.

Section 14.10 Removal

A Delegate may be removed with or without cause by two-thirds (2/3) vote of all Delegates present and voting. The action will be taken at a regular meeting of the Delegation or at a special meeting called for that purpose. The proposed removal must be announced in the notice and sent to the Delegates and the Member Team in question at least ten (10) days prior to the meeting.

Any Delegate who is absent from meetings without notice and reasonable excuse, and their absence substantially hinders the furtherance of Delegation business, may by majority vote of the Delegation, be removed from the Delegation.

The Member Team may revoke their endorsement or nomination of their Delegate by immediately notifying the Delegation. Upon such revocation the Delegate shall be immediately removed with or without vote by the then serving Delegation.

Section 14.11 Compensation of Delegates

No salaries will be paid to the Delegates for their services, but each Delegate is entitled to receive reimbursement from qualified expenses that are approved by the Board of Directors. The Board may approve reimbursement of expenses that the Board establishes, by majority vote, to be just and reasonable with respect to the operation of the corporation at the time that the resolution is adopted. The Board of Directors may establish a separate reimbursement policy, approved by a majority vote, and is incorporated herein. Amendments or changes to this policy do not require amendment of these bylaws.

Section 14.12 Actions by the Board that Require Delegation Approval

No action of the Board of Directors shall require Delegation approval unless specifically enumerated below. The Board of Directors may request approval of other actions not listed but are not bound by the outcome of the vote. Such votes are subject to the notice policies established by the Delegation and incorporated herein by reference, or if no such policies exist then the notice requirements and procedures established in **Article Eight**.

1. By-Law amendment, revocation, or restatement;
2. Any proposed change to annual fees, or additional fee structure;
3. The election of new Board of Directors subject to **Article Seven**;
4. At least annually the Board of Directors shall provide a report of receipts and disbursements of the Corporation to the Delegation.

If no Delegation exists, or the Delegation fails to hold a vote within 60 days of notice of time to vote by the Secretary of the Board of Directors and/or Delegation Liaison,

then the actions enumerated above require majority approval by the Board of Directors.

Section 14.13 Meetings

If a Delegation is in existence then the Delegation shall substantially follow those meeting requirements as outline in **Article Eight**, unless other policies are adopted within the Delegation to the contrary. The Delegation must hold at least an annual meeting to discuss the business of the Delegation.

Section 14.14 Termination of the Delegation

At any time deemed appropriate the Delegation may be terminated upon any of the following occurrences:

1. By a majority vote of both the Board of Directors and the Delegation;
2. By a majority vote of the Board of Directors if the total number of elected Delegates is less than 1/3 of the total number of qualified Member Teams;
3. By a majority vote of the Board of Directors if the Delegation fails to meet at least annually;

Upon the termination of the Delegation the Board of Directors shall notify each of its Member Teams of the termination.

Article Fifteen Miscellaneous Provisions

Section 15.01 Fiscal Year

The fiscal year of the non-profit corporation shall end on the last day of December, unless otherwise determined by Board.

Section 15.02 Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word "or" when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

Section 15.03 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and subsections used within the By-Laws are included solely for the convenience and reference of the reader. They have no significance in the interpretation or construction of this agreement.

Section 15.04 Notices

Unless otherwise stated, whenever these By-Laws call for notice, the notice must be in writing and personally delivered with proof of delivery, or mailed postage prepaid by certified mail, return receipt requested, to the last known address of the party requiring notice. Notice is effective on the date personally delivered or on the date of the return receipt. If a party giving notice does not receive the return receipt but has proof that they mailed the notice, notice shall be effective on the date it would normally have been received via certified mail. If notice is required to be given to a minor or incapacitated individual, notice shall be given to the parent or legal representative of the minor or incapacitated individual.

Section 15.05 Waiver of Notices

Whenever any notice is required to be given under federal or state law or under the Articles of Incorporation and the By-Laws, a waiver of the notice in writing signed by the person or person entitled to the notice, whether before or after the time stated in the notice, will be treated as the equivalent to the giving of the required notice.

Section 15.06 Reference to Laws

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Utah are to the laws of the State of Utah as now in force hereafter amended.

Article Sixteen Amendments

The Board of Directors may amend, alter or repeal the By-Laws or any specific provision of the By-Laws, and may from time to time make additional By-Laws, subject to **Article 14**.

I HEREBY CERTIFY that I am the duly elected, qualified and acting secretary of pride cheerleading association, a Utah non-profit corporation (“corporation”), and that the above and foregoing bylaws were adopted as the bylaws of the corporation as of __ November 19, 2024 __, by the board of directors of this corporation.

IN WITNESS WHEREOF, I have executed this Certificate as of __ November 19, 2024 __



Sara Toogood,
Secretary of Pride Cheerleading Association.