

**Haverhill Pride Collective Bylaws**  
**Adopted 1/8/2026**

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**ARTICLE I: GENERAL PROVISIONS**

**Section 1.1: Name**

The name of the organization shall be **Haverhill Pride Collective** (hereinafter “**HPC**”).

**Section 1.2: Purpose**

**HPC** is a non-profit corporation and shall operate exclusively for educational, charitable, community-building, and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Our mission:

**HPC** champions the LGBTQIA+ community by working together toward a more vibrant Haverhill where every queer person is celebrated and empowered to belong and thrive.

**Section 1.3: Values**

We commit to the following values:

- **Community:** Community is at the heart of everything we do. We believe in creating a place where everyone feels a sense of belonging and where all identities are celebrated. Our goal is to foster a space that feels like family, built on respect and shared joy.
- **Empowerment:** We believe true empowerment begins with a deep understanding of our own worth. Queer people are the vibrant architects of culture, art, and innovation, and we deserve to stand in that truth without shame. We are committed to fostering justice and equity, not as a goal, but as a living practice that affirms our essential role in society.
- **Education:** We believe our knowledge is our power, and sharing it is how we build a bridge of understanding. History has shown us that when our stories are hidden, they can be weaponized against us. We provide clear, factual information to dismantle harmful stereotypes and build a stronger, more compassionate world.
- **Pride:** For us, Pride is both a force and a promise. It's the joy we feel when we come together, the celebration of our identities, and the unwavering resistance against anything that seeks to diminish us. At a time when our rights and freedoms are under attack, we are committed to standing firmly in our truth.

**ARTICLE II: MEMBERS**

**Section 2.1 Classes of Members**

**HPC** shall have one tier of membership. Members retain the right to elect Directors to the Board and vote on organization-wide decisions as determined by the Board.

Voting members must be an active member of a current **HPC** subcommittee. Members may not miss more than two consecutive subcommittee meetings without advanced notice and must attend a minimum of 50% of subcommittee meetings to maintain voting rights. Attendance shall be tracked by the Subcommittee Lead.

## **Section 2.2 Eligibility and Admission**

To become a Voting Member of **HPC**, an individual must join a current subcommittee.

Any person who:

- Is at least 18 years of age,
- Is an active participant on at least one current **HPC** subcommittee
- Lives in or has a personal connection to the Haverhill Pride Community

shall be approved for membership by the Membership Committee or the Board of Directors.

For the safety of our community, members in certain roles may be subject to a background check, in accordance with Massachusetts law. All background checks will require written consent and handled confidentially. Background checks will be requested at the discretion of the BOD.

## **Section 2.3 Rights and Powers of Members**

Members in good standing shall have the right to:

- Elect the Board of Directors at the annual membership meeting;
- Attend and speak at membership meetings;
- Receive notices of meetings and organizational updates.

Members do not have the authority to manage daily affairs or act on behalf of the **HPC** unless expressly authorized by the Board.

## **Section 2.4 Term of Membership**

Membership shall be valid for the current fiscal year and may be renewed annually by fulfilling the eligibility requirements. There is no limit to consecutive terms of membership.

## **Section 2.5 Termination of Membership**

Membership may be terminated:

- Voluntarily, by written notice from the member;
- Automatically, if unable to meet the membership eligibility requirements;
- By a simple majority vote of the Board of Directors for cause, following notice and an opportunity for the member to be heard by the Board.

### **Section 2.6 Membership Meetings**

An Annual Meeting of the members shall be held each year at a date and time determined by the Board to elect Directors to the Board. Subcommittee meetings will happen on a regular cadence as determined by the Subcommittee Lead.

Special meetings may be called by the President, a majority of the Board, or upon written request of 10% of the membership.

### **Section 2.7 Quorum and Voting**

A quorum for membership meetings shall consist of 30% of the total membership. Each member shall have one vote. Unless otherwise specified, actions are approved by a majority vote of members present.

If unable to achieve quorum, an electronic vote is acceptable. Electronic voting should be distributed via email to the address currently on file for each voting member, and should allow a minimum of 7 days to collect votes.

Members shall be deemed to have consented to electronic notice and voting upon providing an email address for official correspondence.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section 3.1: Composition & Duties**

The Board shall consist of no fewer than **five (5)** and no more than **nine (9)** Directors. Roles shall include the following:

- President: Serves as chief volunteer officer, presides over meetings, represents **HPC** publicly
- Vice President: Supports the President, acts in their absence
- Secretary: Maintains records, takes minutes, manages correspondence
- Treasurer: Oversees finances, prepares budgets, and financial reports
- Member-At-Large: Voting member who does not hold specific office or title

The Board shall strive to maintain diversity across gender identity, sexual orientation, race/ethnicity, age, ability, and lived experiences.

Directors are bound by fiduciary duties legally requiring them to act in the best interest of the organization.

### **Section 3.2: Powers**

The Board shall exercise all legal powers of **HPC** not expressly reserved in the Articles of Organization or these Bylaws.

The Board may establish standing or ad hoc committees. The Board may delegate to Committees some or all of its powers, except for the powers of the Board: (i) to nominate, elect, or remove Officers and Director; (ii) to amend these Bylaws; and (iii) such other powers as the Board is prohibited from delegating by law, the Articles of Organization, or these Bylaws.

Only the President of the Board is authorized to sign or enter a contract on behalf of **HPC**. In some cases, the President may delegate the physical signing of the contract to another member of the Board. This applies only to contracts that have already been through a formal review process and have been approved by the President and does not empower that member of the Board to engage in further negotiations unless expressly stated.

As required, the Board may take informal action to respond to emergent or unexpected situations. Informal action will be decided via Special Meeting, as outlined in Article 3 Section 3.9 herein.

### **Section 3.3: Terms & Term Limits**

Directors shall serve two-year terms beginning of the fiscal year, July 1. Directors may serve a maximum of three (3) consecutive terms in the same role, after which they must step down for at least one (1) year before returning to the same role.

Terms may be staggered so that approximately half the Board is up for election in any given year.

### **Section 3.4: Qualifications**

Directors must be at least 18 years old and reside in or have strong ties to Haverhill or its surrounding communities. Directors must have completed a full year as a Voting Member of **HPC** in order to be eligible for the position.

For the safety of our community, Directors in certain roles may be subject to a background check, in accordance with Massachusetts law. All background checks will require written

consent and handled confidentially. Background checks will be requested at the discretion of a simple majority vote of the BOD.

### **Section 3.5: Elections**

Directors shall be elected by a majority vote at the Annual Meeting of the members, held each year at a date and time determined by the Board.

### **Section 3.6: Vacancies**

Vacancies may be filled by Board appointment for the remainder of the unexpired term even if less than a quorum.

### **Section 3.7: Attendance**

Directors must attend at least  $\frac{2}{3}$  of scheduled meetings annually.

### **Section 3.8: Quorum and Voting**

A quorum for BOD meetings shall consist of  $\frac{2}{3}$  of the total board. Each Director shall have one vote.

If a meeting is called but a quorum cannot be reached due to Director availability, the Board may take action on the matter by unanimous written consent. Such consent may be provided by email or other electronic means and shall be filed with the corporate records. Actions taken in this manner shall carry the same effect as a vote held during a meeting. Electronic votes may be cast via online form, email, or text message.

Directors shall be deemed to have consented to electronic notice and voting upon providing an email address for official correspondence.

### **Section 3.9: Meetings**

Board of Director meetings shall be held on a regular cadence, as determined by majority sentiment of those expected to attend. Notice of meetings will be given at the close of the current meeting session, or delivered electronically shortly thereafter.

Meetings will happen virtually unless otherwise noted. In person meetings will offer a virtual attendance option where attendees simultaneously hear each other, for any Director unable to physically attend. Participation by virtual communication constitutes presence in person at the in person meeting.

Special Meetings may be called at the request of any Director. Special meetings shall be had at the earliest convenience of all members. If a Director is unable to attend they may submit written consent for the meeting being held in their absence via email or SMS message. A simple majority of Directors in attendance of a Special Meeting may take action on a vote during this type of session. In the event that a Director is unable to attend, a written summary of the Special Meeting will be distributed within 24 hours of adjournment.

### **Section 3.10 Resignation or Removal**

Directors may resign from their position via written notice to the president with a minimum of 30 days notice. This notice period may be waived in the event of extenuating circumstances or major life changes.

A director may be removed only at a meeting called for that purpose, and notice of the proposed removal must be given.

Directors may be removed from their position for cause by a 3/5 vote of Directors, following notice and an opportunity for the Director to be heard.

Directors may be removed from their position without cause by a 2/3 petition of voting members and a 2/3 vote of Directors, following notice and an opportunity for the Director to be heard.

### **Section 3.11 Conflict of Interest**

The Board shall adopt and periodically review and readopt, as necessary, a Conflict of Interest and Compensation Policy to protect HPC's interests when any transaction or arrangement may benefit any Director, Officer, employee, affiliate, or member of a Committee with board-delegated powers. All such individuals shall comply with HPC's Conflict of Interest and Compensation Policy as adopted and amended by the Board.

## **ARTICLE IV: ADVISORY COUNCIL**

### **Section 4.1: Advisors**

The Advisory Council of HPC shall aim to consist of no fewer than three (3) Advisors. Their primary responsibility is to act as a subject matter expert in their particular field, consulting with the BOD as needed.

### **Section 4.2: Eligibility and Admission**

Advisory Council Members must be 21 years of age or older and should have personal or professional experience that is relevant to **HPC** operations.

Advisory Council membership is invitation only, determined by a simple majority vote of the Board of Directors at any point in the fiscal year.

For the safety of our community, Advisory Council Members in certain roles may be subject to a background check, in accordance with Massachusetts law. All background checks will require written consent and handled confidentially. Background checks will be requested at the discretion of the BOD.

#### **Section 4.3: Rights and Powers**

Advisory Council Members do not hold voting rights. They function as consultants to the Board of Directors.

#### **Section 4.4: Term of Membership**

Advisory Council membership is valid for one year. There is no limit to the number of consecutive terms a member may serve on the Advisory Council.

#### **Section 4.5: Termination of Membership**

Advisory Council membership may be terminated at any time with or without cause by a simple majority vote of the Board of Directors or voluntarily via written notice to the Board of Directors, preferably with one month notice

Advisory Council members may resign at any time via written notice to the Board of Directors.

#### **Section 4.6: Advisory Council Meetings**

Advisory Council Members are not bound by meeting attendance requirements. Instead, they should make themselves available by appointment at the request of a Director.

#### **Section 4.7: Vacancies**

Advisory Council vacancies are filled through invitation-only at the request of the Board of Directors.

### **ARTICLE V: SUBCOMMITTEES**

### **Section 5.1 Definition and Creation**

Subcommittees are small groups of voting members who meet on a regular basis to focus efforts toward a specific domain of responsibility or a particular set of tasks.

Subcommittees are established by the BOD via majority vote in response to the evolving needs of the organization. There is no minimum or maximum number of subcommittees that can function within **HPC** at a given time.

Subcommittees are populated with members via form submission following the first meeting of the fiscal year. Members may self-select which subcommittee they would like to join or choose to be assigned by the BOD.

There is no closing of the window for joining a subcommittee, members can join at any point through the year.

### **Section 5.2: Responsibilities**

Subcommittees are responsible for realizing the vision for **HPC** set forth by the BOD. Subcommittee members take ownership for tasks in their domain, delegating responsibility to individual subcommittee members as needed.

Additionally, Subcommittees act as liaisons to **HPC** community partners and are required to uphold standards of professionalism and decorum in these interactions. **HPC's** mission statement and values should serve as a guide to any member acting on behalf of the organization, with the safety of all involved remaining paramount.

### **Section 5.3: Roles**

Subcommittees have two types of roles: the Subcommittee Lead and a Subcommittee Member. Both are considered "members" of **HPC**, as stated in Article II Section 2.1, and must meet the terms of membership to retain full membership rights.

Subcommittee Leads act as the stewards of each subcommittee and are responsible for preparing an agenda each meeting that aligns with the directives given by the BOD. Additionally, they are responsible for running subcommittee meetings, designating someone to take notes, and reporting progress at full group meetings.

Subcommittee Members respond to the direction of the Subcommittee Lead, volunteering their time outside of committee meetings to complete tasks outlined in the meetings.

### **Section 5.4: Designating Subcommittee Leads**

Subcommittee Leads are determined by the BOD. At their own discretion, the BOD may direct an election process within the Subcommittee to determine a new Lead.

### **Section 5.5: Meetings**

Subcommittees should meet at least twice monthly to maintain momentum, unless otherwise directed by the BOD.

Regular meetings should offer a virtual attendance option and are not required to meet in-person.

## **ARTICLE VI: VOLUNTEERS**

### **Section 6.1: Definition**

**HPC** volunteers are non-voting community members who make a short term commitment to support a particular **HPC** activation.

### **Section 6.2: Eligibility**

**HPC** welcomes volunteers in any capacity they are able to contribute. Volunteers should have an interest in the Haverhill community, but are not required to maintain a permanent residence within the bounds of Haverhill, MA.

Volunteers must be at least 18 years old to participate independently. Volunteers under 18 are welcome with the supervision of a parent, guardian, or designated responsible adult. Please note that certain volunteer roles, including those in 21+ areas, may have higher age requirements.

Some roles may require additional training. Only volunteers who have met mandatory training requirements are permitted to act in this capacity.

For the safety of our community, volunteers in certain roles may be subject to a background check, in accordance with Massachusetts law. All background checks will require written consent and handled confidentially. Background checks will be requested at the discretion of the BOD. Volunteers in roles involving youth shall be subject to a CORI (Criminal Offender Record Information) check in compliance with M.G.L. c.6 §172.

### **Section 6.3: Removal**

**HPC** Volunteers may be removed from their position or dismissed from their assignment at any point in time with or without cause. Removal is determined by a ¾ vote of the BOD, or at the discretion of a single BOD member following a clear violation of the **HPC** Code of Conduct, described in Article 7 herein, that was witnessed by at least one other **HPC** representative.

The Board may enact temporary suspension of membership, volunteer duties, or Board participation during an active investigation when necessary to protect the safety or integrity of HPC.

At the discretion of the BOD, Volunteers removed from their position or dismissed from their assignment may be barred from future participation in **HPC** events. This may be for a set length of time or indefinite, subject to a ¾ vote of the BOD. As needed, **HPC** will maintain a list of persons barred from future participation in **HPC** events. This list shall be maintained confidentially and shared only with those Board Members or designated representatives who require access for operational or safety purposes.

Any Volunteer removed from their position or barred from future participation shall have the right to submit a written appeal to the Board of Directors within thirty (30) days of notice of the decision. The Board shall review the appeal and issue a determination within forty-five (45) days, by a three-fifths (3/5) vote, which shall constitute the final decision of the organization.

## **ARTICLE VII: CODE OF CONDUCT**

### **Section 7.1: Purpose and Scope**

**HPC** holds every member to the highest standard of the values outlined in Article 1 Section 1.3 of this document, with each individual's health and safety as paramount. As such, the following code of conduct governs every person who becomes involved with **HPC**, including but not limited to: Voting Members, members elected to the Board of Directors, individuals serving on the Advisory Council, general meeting attendees, and Volunteers.

### **Section 7.2: Respect and Inclusion**

**HPC** and its representatives do not and shall not discriminate on the basis of race, color, religion, creed, gender, gender identity or expression, sexual orientation, age, ancestry, disability, marital status, or veteran status in any of its activities or operations.

All individuals work to promote a respectful environment free from intimidation, harassment, and bullying.

### **Section 7.3: Organizational Integrity**

**HPC** shall maintain a Conflict of Interest Policy requiring disclosure of any personal or financial interest in matters before the Board. Board members with a conflict shall abstain from related votes.

In order to complete the responsibilities of their role, some **HPC** representatives may require access to sensitive information, donor data, or financials. Without prior authorization from the BOD, individuals with access to this information will not transfer, duplicate, or otherwise take steps to move this information outside of **HPC**'s approved channels. Additionally, individuals will not share anything they learn from their access to this sensitive information with any individual inside or outside of the organization, unless expressly required to complete a task directed by **HPC**.

**HPC** assets, including but not limited to physical and digital tools, finances, property, and communication channels, shall be used only to meet organizational goals outlined by the **HPC** BOD and/or subcommittee leads. Any unauthorized personal use is forbidden. In rare cases, authorization for personal use can be obtained via  $\frac{2}{3}$  vote of the BOD.

No part of the net earnings of **HPC** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that **HPC** shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3).

#### **Section 7.4: Legal Compliance**

All individuals representing **HPC** in any capacity are required to comply with all applicable federal, state, local, and international laws.

#### **Section 7.5: Anti-Retaliation Policy**

Retaliation, from any level of the organization, against individuals engaging in protected actions as part of a conduct investigation is expressly forbidden and will not be tolerated under any circumstances.

Protected actions include reporting a violation of policy, participating in an investigation, opposing conduct an individual reasonably believes to be in violation of **HPC**'s Code of Conduct, and/or requesting accommodation for a disability or religion.

The Board shall maintain a Whistleblower Policy consistent with this section, ensuring individuals can report suspected wrongdoing in good faith without fear of retaliation.

## 7.6 Definition of “Cause” for Disciplinary Action

“For cause” shall include, but is not limited to:

1. **Violation of these Bylaws**, the HPC Code of Conduct, or any written policy adopted by the Board.
2. **Harassment, discrimination, or abusive behavior** toward any volunteer, member, staff member, participant, or community member.
3. **Actions that materially harm or threaten the reputation, operations, or safety** of HPC or its community.
4. **Misconduct**, including but not limited to fraud, financial impropriety, theft, or retaliation.
5. **Failure to perform assigned duties** in a manner that materially impacts HPC’s operations.
6. **Refusal to comply with lawful directives** of the Board of Directors or event leadership.
7. Any **serious or repeated conduct** inconsistent with HPC’s mission, values, or community standards.

“For cause” may be determined by the Board based on the available information and does not require criminal or legal findings.

“Without cause” means removal or dismissal for any reason not rising to the level of the above, including changes in organizational needs, restructuring, or loss of confidence.

## Section 7.7: Reporting Mechanisms

To report a Code of Conduct violation, please submit a written notice to one or more members of the BOD for review. Please include a full description of the event, a list of who was involved, names of any witnesses, and a citation from the **HPC** Code of Conduct outlining the violation that took place.

Reports of Code of Conduct Violations will be promptly and thoroughly investigated by the BOD. If any members of the BOD are named as committing the alleged violation, they will recuse themselves from the investigation.

### **Section 7.8: Violations and Discipline**

Following the conclusion of an investigation by the BOD, any confirmed Code of Conduct violations will result in swift and appropriate disciplinary action determined by a  $\frac{2}{3}$  vote of the BOD, up to and including termination of membership, regardless of position.

If the underlying violation claim is ultimately found to be unsubstantiated, no disciplinary action will be taken.

## **ARTICLE VIII: FINANCES**

### **Section 8.1: Fiscal Year**

HPC's official accounting period will start July 1 and end June 30 of each year.

### **Section 8.2: Fiscal Management and Oversight**

HPC will maintain accurate and complete financial books and records in accordance with generally accepted accounting principles.

The BOD is responsible for setting and approving an annual budget. All expenditures must be approved by the BOD or fall within a pre-approved budget, determined by the BOD by  $\frac{2}{3}$  vote and passed down to the managing subcommittee.

Any payment over \$1,000 must be signed by two unrelated Officers.

### **Section 8.3: Treasurer Role and Responsibilities**

The HPC Treasurer is responsible for oversight of financial affairs, maintenance of full and accurate accounts, reporting the financial condition to the board, and ensuring all required tax filings are completed by the filing deadline.

The Treasurer may outsource accounting responsibilities to an appropriately licensed, board-approved, third-party as needed.

### **Section 8.4: Compensation Policy**

Compensation for any vendors fulfilling services at the request of HPC must be reasonable and not exceed fair market value for the services rendered. When possible, vendors offering similar

services should receive equal compensation for services rendered, barring large gaps in experience, skill, or expertise.

Compensation must be approved by the BOD or, if within a pre-approved budget, by a designated subcommittee.

### **Section 8.5: Audit or Financial Review**

The financial records of the organization shall undergo a formal review annually.

The Board of Directors shall appoint an Annual Financial Review Committee composed of at least two (2) directors who are not the Treasurer and are not signatories on the organization's bank accounts.

The Committee shall conduct an independent internal review of the organization's financial records within sixty (60) days of the close of the fiscal year. The review shall, at minimum, cover the following:

- Verification of bank and financial account reconciliations;
- Examination of documentation for a sample of expenses and deposits;
- Confirmation of adherence to the Board-approved annual budget and financial policies;
- Compliance with all local, state, and federal laws.

Upon completion, the Committee shall present a written Financial Review Report to the full BOD. The report shall detail the steps taken, confirm the accuracy of the financial statements, and include any findings or recommendations for improving financial controls. This report shall be formally accepted by a simple majority vote of the Board and documented in the meeting minutes. Should the Board vote to reject the report, revision timelines and procedural requirements will be determined at the discretion of the Board.

If required by law, the terms of a grant, or major funding agreement, the BOD shall consider arranging for a financial audit performed by a licensed Certified Public Accountant. The decision to pursue an external engagement shall be made by  $\frac{3}{5}$  vote of the BOD.

### **Section 8.6: Transparency**

An annual public financial report shall be shared at the Annual Meeting of the Members and posted online where members can access.

Formal records requests can be submitted by non-members in writing via email or web form. Any records not required by law to be made public are subject to approval by  $\frac{3}{5}$  vote of the Board.

Records required by law to be maintained by HPC shall be kept electronically or at such location as the Board of Directors may designate if no principal office has been established.

### **Section 8.7 Indemnification**

**HPC** shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of **HPC**) by reason of the fact that they are or were a Director, Officer, Member, or Volunteer of **HPC**, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding, provided that they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of **HPC**, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

Any indemnification under this Article shall be made only if authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because they have met the applicable standard of conduct set forth above. Such determination shall be made:

- (a) By the Board of Directors by a  $\frac{2}{3}$  vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or
- (b) If such a quorum is not obtainable, by independent legal counsel in a written opinion.

**HPC** will purchase and maintain Directors and Officers (D&O) Liability Insurance to protect **HPC** and the individuals covered by this Article against potential liability.

## **ARTICLE IX: TRANSPARENCY & COMMUNITY ENGAGEMENT**

### **Section 9.1: Public Access**

**HPC** shall:

- Make bylaws, annual financial reports, and meeting summaries available to the public.
- Hold at least one annual community forum for input.

## **ARTICLE X: AMENDMENTS**

### **Section 10.1: Request for Amendment**

**HPC** Bylaws may be amended at any point in time at the request of a Voting Member. The Request for Amendment must be submitted via writing to whichever Subcommittee is currently responsible for management for bylaws (i.e. the Governance Subcommittee).

If requesting a change to an existing bylaw, the written petition should reference the article, section, and exact language of the current policy, prior to any changes. All petitions should include a proposal for the new bylaw, and an explanation of the impact changing the bylaw will have on **HPC**.

Upon receipt of a Request for Amendment, the subcommittee will determine via  $\frac{2}{3}$  vote whether or not to initiate a change to **HPC** Bylaws. If the subcommittee decides to move forward, they will then work on a formal draft proposal for amendment to submit to the BOD.

Upon receipt of a proposed amendment, the BOD will determine whether or not to implement the proposed changes by  $\frac{2}{3}$  vote at any meeting where a quorum is present, provided notice of the amendment is given at least seven days in advance.

### **Section 10.2: Implementation**

If the BOD votes affirmatively to enact the proposed change, the amendment goes into effect immediately.

## **ARTICLE XI: DISSOLUTION**

### **Section 11.1: Dissolution Trigger Events**

**HPC** may dissolve as an organization on a voluntary basis via  $\frac{2}{3}$  vote of the BOD.

Involuntary dissolution may be triggered by bankruptcy, financial distress, judicial decree, or death, incapacity, or withdrawal of a key partner or member.

### **Section 11.2: Dissolution Process**

Dissolution of **HPC**, including ceasing business, notifying creditors, and selling assets, shall be completed within 1 year of the official decision to dissolve. Dissolution shall be carried out in accordance with M.G.L. c.180 §11A.

The BOD serving at the time of dissolution will serve jointly as the Liquidating Trustee, sharing the responsibilities and management of the winding-up process and completing any final actions legally required to formally dissolve **HPC**.

### **Section 11.3: Distribution of Assets**

As part of the dissolution process, any financial holdings of **HPC** will be liquidated. The funds will first be used for payment of all outstanding debts, liabilities, and liquidation expenses.

Remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. To the extent possible, these assets shall be donated to an LGBTQIA+ 501(c)(3) charity, specifically.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes. No assets will be distributed to the benefit of any private individual, member, director, or officer.

#### **Section 11.4: Record Retention**

The “Responsible Party,” serving at the time of dissolution, as designated on Form 1023, will retain any records for the minimum amount of time required by law.