

I. Article 1: Name, Purpose, General Information

1. Name.
 - a. The name of this organization shall be the Pagan Pride Project, Inc, hereinafter known as Pagan Pride.
2. Purpose.
 - a. The purpose of Pagan Pride shall be the advancement of religion and elimination of prejudice and discrimination based on religious beliefs, specifically those religions that fall under the definition of "Pagan" as defined by Pagan Pride.
 - b. Pagan Pride is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - c. Pagan Pride is a religious corporation.
3. Distribution of earnings.
 - a. No part of the net earnings of Pagan Pride shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Pagan Pride shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of Pagan Pride.
4. Activities.
 - a. The mission of Pagan Pride is to foster pride in Pagan identity through education, activism, charity and community. To further this mission, Pagan Pride helps Local Chapters across the country organize local events in honor of Pagan Pride Day and the Autumn Equinox, events which can include public religious ceremonies, picnics, parades, festivals, networking events, public education through media or publications, and food drives or other charitable donation drives. Other activities may be included depending on the wishes of the local organizers.
 - b. Pagan Pride and Local Chapters shall not engage in activities that are illegal or engage in any substantive manner in activities that are not in furtherance with the stated purpose of Pagan Pride.
 - c. No substantial part of the activities of Pagan Pride shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Pagan Pride 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.
 - d. Notwithstanding any other provision of these articles, Pagan Pride 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

II. Article II: Board of Directors.

1. Directors.
 - a. The governing board of Pagan Pride shall be the Board of Directors, hereinafter called the Board. The Board shall have a minimum of five members (referred to in these by-laws as “Board Members”); additional may be added as the Board sees fit.
 - b. Board Members are “members” of Pagan Pride as the term is used under Ind. Code §23-1-17 *et seq.*
2. Duties and Powers.
 - a. The Board shall have the general power to control and manage the affairs and property of Pagan Pride. The Board shall be able to do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation, as laid out in Section 501(c)3 of the Internal Revenue Code of 1954 and Ind. Code §23-17-4-2 (2011), or the equivalent sections of any future laws.
 - b. The Board shall develop and update as needed a list of Event Policies and Code of Ethics, which provisions will be approved by vote of the Board, and which will be applicable to all Board Members, LCs, and members of the boards of Local Chapters.
3. Meetings.
 - a. Annual Meeting.
 - i. The Annual Meeting shall take place on or near the Spring Equinox, at such a place and time as shall be designated by the President or National Officers. The purpose of the Annual Meeting shall be to review the annual operations of Pagan Pride and to transact such other business as may come before the meeting.
 - ii. The annual meeting is open to Board Members and others who the Board may invite.
 - iii. Notice of the Annual Meeting, along with an agenda, shall be communicated to every Board Member through e-mail or other means of communication to which the Board Members are amenable, at least one week in advance of the scheduled time of the meeting.
 - b. Regular Meetings.
 - i. Regular meetings shall be held at such place and time decided by the President or National Officers.
 - ii. There shall be no less than four Regular Meetings per year.
 - iii. Regular meetings are open to the Board Members and others who the Board may invite.
 - iv. Notice of the Regular Meeting, along with an agenda, shall be communicated to every Board Member through e-mail, or other means of communication to which the Board Members are amenable, at least one week in advance of the scheduled time of the meeting.

- c. Special Meetings.
 - i. Special Meetings shall be called as needed by the President or by a majority of the entire Board, in accordance with the provisions laid out in Ind. Code §23-17-4-3 (2011) and Ind. Code §23-17-10-2 (2011).
 - ii. Special Meetings are open to Board Members only.
- d. Attendance by electronic means.
 - i. As provided for in Ind. Code §23-17-10-1(g) (2011) and Ind. Code §23-17-10-2(f) (2011), a Board Member, or all Board Members, may participate in an Annual, Regular, or Special Meeting of the Board from multiple physical locations by or through the use of any means of communication by which all Board Members participating may simultaneously hear or communicate with each other during the meeting, including but not limited to teleconferencing, video conferencing, or other similar means of real-time electronic communication.
 - ii. A Board Member participating in a meeting by this means is considered to be present in person at the meeting.
- 4. Proxies.
 - a. To the extent provided for in Ind. Code §23-17-11-6 (2011) members may vote by proxy.
- 5. Quorum for meetings.
 - a. The attendance of 2/3 of the Board Members shall constitute a quorum for the transaction of business at any meeting of the Board.
 - b. If less than 2/3 of the Board Members are present at a meeting, official business cannot be conducted, and the meeting may be adjourned by the President or other National Officer in attendance.
- 6. Decision making process.
 - a. The Board may make decisions via consensus among the Board Members.
 - b. If consensus fails, and except as otherwise provided in these by-laws, the decision will be made by a vote requiring a majority of the Board Members present voting in favor of approval.
 - c. As provided for by Ind. Code §23-17-10-8 (2011), action required to be approved by the Board Members can be taken without a meeting if ballots are sent to all Board Members, a number of ballots equaling the requirement for quorum at a meeting are returned, and the number of ballots approving the action equal the number of votes otherwise required for actions approved in a meeting. The ballots may be distributed and returned electronically.
 - i. Actions taken outside of meetings under this subsection may be conducted using a single secure email list or secure electronic polling system, provided 100% of the Board Members are subscribed to that list or polling system. Such a list will be established and maintained by the President.
 - ii. Actions taken outside of meetings under this subsection shall be recorded in the minutes of the following Annual or Regular

Meeting.

7. Appointment to the Board, Term of Office, Vacancies, and Removal.
 - a. Appointment to the Board shall be made by the Board.
 - i. Duly appointed Regional Coordinators, selected pursuant to section Article IV, Section 3(b), shall automatically serve as Board Members, subject to the terms of these by-laws.
 - ii. Past Regional Coordinators may remain on the Board as Board Members, subject to the terms of these by-laws. Past Regional Coordinators who are not serving as a National Officer shall consist of no more than 20% of the Board.
 - b. Board Members shall make a one-year commitment to serve on the Board, except that Board Members elected between Annual Meetings to fill a vacancy will make a commitment to serve on the Board until the next Annual Meeting. Commitments will be reviewed and are renewed at the Annual Meeting pending a vote of confidence by the Board Members. As long as there are continued votes of confidence by the Board Members, there is no limitation as to how many one-year terms a Board Member may serve.
 - c. Vacancies due to a decision not to recommit, death, resignation, removal, disqualification, or otherwise by Board Members who are serving concurrently as RCs shall be filled pursuant to Article IV, Section 3(b).
 - d. Vacancies due to a decision not to recommit, death, resignation, removal, disqualification, or otherwise by Board Members who are not serving concurrently as RCs shall not be filled.
 - e. Vacancies created by an increase in the total number of Board Members shall be made in accordance with Article IV, Section 3(b) by vote of the number of Board Members prior to the increase, if the vacancies are created by new RC positions, or in accordance with Article II, Section 6 by vote of the number of Board Members prior to the increase, if the vacancies are created by new Board Member positions who are not also serving as RCs.
 - f. Any Board Member may be removed when, in the judgment of the Board, they have failed to fulfill their obligations as a Board Member, including but not limited to the standards of conduct included in Ind. Code §23-17-13 (2011) and the Policies and Ethics of Pagan Pride. Such removal must be approved by a vote of the Board requiring 3/4 of the entire Board voting in favor of approval, at an Annual, Regular, or Special Meeting. The affected Board Member shall receive at least two weeks' notice that such a vote will be held.

- g. Any Board Member may be suspended by the National Officers when, in the Judgment of all the National Officers, the Board Member has failed to fulfill his or her obligations as a Board Member, including but not limited to the standards of conduct included in Ind. Code §23-17-13 (2011) and the Policies and Ethics of Pagan Pride. The suspension will remain in effect until such time as a vote for removal pursuant to section 7(f) can be held. A suspended Board Member shall have no powers as a Board Member during the suspension period. A suspension can be reversed by agreement of all the National Officers at any time prior to a vote under section 7(f).
 - h. Any Board Member who fails to attend at least 2/3 of the Annual and Regular Meetings in a calendar year will be automatically suspended, but may thereafter be reinstated by consensus of the National Officers.
 - i. A Board Member may remove himself voluntarily at any time by submitting a written resignation to the National Officers, to take effect on the date specified in the written resignation, or if no date is specified, the date of the written resignation.
- 8. Committees of the Board.
 - a. At its discretion, the Board shall have the ability to appoint committees of three or more Board Members or LCs, provided at least two of the committee members are Board Members. Such committees shall act in an advisory capacity and can make proposals to be considered by the Board.
- 9. Sub-officers.
 - a. At its discretion, the Board can appoint individuals, who may or may not be Board Members, to carry out specific tasks as determined by a vote of the Board. These Sub-officers only have the powers assigned by the Board.
 - b. Financial, record-keeping, executive duties, and proposals to amend the by-laws or Articles of Incorporation of Pagan Pride, cannot be assigned to Sub-officers.
- 10. No compensation will be paid to Board Members.

III. Article III: Officers of Pagan Pride.

1. Officers.
 - a. The officers of Pagan Pride shall be as follows: President, Vice-President, Secretary, and Treasurer. These offices shall be known collectively and referred to in these by-laws as the “National Officers.”
 - b. Any one person, other than the President, can hold one or two offices.
 - c. All National Officers must be Board Members.
2. Election and Term of Office.
 - a. The National Officers shall be elected every year at the Annual Meeting. If the election of National Officers is not held at the Annual Meeting, it shall be held as soon as possible thereafter. Each National Officer shall hold office until a successor is duly elected and qualified. The election of National Officers may be conducted without a meeting, pursuant to Article II, Section 6(c), as close to the Annual Meeting as possible.
 - b. There is no limit to the number of one-year terms a National Officer may serve.
3. Removal.
 - a. Any National Officer elected by the Board may be removed by the Board, with or without cause, following the process set forth in Article 2, Section 7(f).
4. Vacancies.
 - a. Vacancies among the National Officers due to a decision not to recommit, death, resignation, removal, disqualification, or otherwise shall be filled by a vote of the Board as soon thereafter as practicable.
5. President.
 - a. The President shall have general executive duties as assigned. The President shall preside at all meetings of the Board.
6. Vice-President.
 - a. The Vice-President shall have duties as assigned, including but not limited to maintaining membership records and processing and maintaining LC applications.
 - b. The Vice-President shall preside at meetings of the Board when the President is absent and shall perform all the President’s duties in the event the President is temporarily unable to perform such duties, but only for the duration of the President’s incapacity.
7. Secretary.
 - a. The Secretary shall have duties including but not limited to keeping the written records required by Ind. Code §23-17-27 (2011). These duties may be delegated as needed, but the Secretary must ensure that the records are complete.
 - b. The Secretary is responsible for preparing accurate minutes of all Annual, Regular, and Special Meetings, or ensuring that such records are prepared.
 - c. The Secretary is responsible for compiling and maintaining records of post-event reports from local chapters.

8. Treasurer.
 - a. The Treasurer shall have duties including but not limited to maintaining the financial records required by Ind. Code §23-17-27 (2011). These duties may be delegated as needed, but the Treasurer must ensure that the records are complete.
 - b. The Treasurer is responsible for maintaining all bank accounts held by the Board of Pagan Pride and receiving and distributing funds as authorized.
 - c. The Treasurer is responsible for compiling and maintaining records of annual financial reports from Local Chapters.
9. Meetings.
 - a. The National Officers shall hold meetings at least quarterly to discuss current issues occurring in Pagan Pride and Pagan Pride policies and procedures.
 - b. A National Officer may participate in an Officer's Meeting by or through the use of any means of communication by which all National Officers participating may simultaneously hear or communicate with each other during the meeting, including but not limited to teleconferencing, video conferencing, or other similar means of real-time electronic communication. A National Officer participating in a meeting by this means is considered to be present in person at the meeting.
10. Powers and duties.
 - a. The National Officers shall have all powers reasonably necessary to carry out their duties.
 - b. The National Officers may make binding decisions about pressing issues occurring in Pagan Pride or situations requiring prompt or immediate action.
 - c. The National Officers may, at any National Officer meeting, provided all the National Officers are present, implement by consensus or majority vote new procedures and minor policy changes. Such proposals must either:
 - i. Be submitted to the Board for ratification by a vote of the Board.
 - ii. Be communicated to the Board within 3 days thereafter so that the Board may, in its discretion and by vote of the Board, reverse the proposal.
 - d. The administrative duties of the National Officers shall be the responsibility of all National Officers equally and National Officers may decide who among them will be responsible for specific administrative duties, notwithstanding other provisions of these by-laws.
11. No compensation will be paid to Officers.

IV. Article IV: General Membership.

1. Types of Membership.
 - a. The Membership of Pagan Pride shall consist of Local Coordinators and Regional Coordinators.
 - b. Local Coordinators are not legal members and are not entitled to vote. Local Coordinators have the rights and duties set forth in these by-laws and other rights and duties as the Board may set, but do not have the rights and duties of Board Members, and specifically do not have the rights and duties set forth in Ind. Code §23-17-7-4 (2011).
 - c. Regional Coordinators are voting members who concurrently serve as Board Members of Pagan Pride.
2. Local Coordinators (referred to in these by-laws as LCs).
 - a. Purpose and eligibility.
 - i. An LC assumes a leadership role for a local chapter, and for the event the local chapter organizes, plans, and executes. An LC must be committed to promoting the mission, objectives, and purposes of Pagan Pride.
 - ii. Anyone who is interested in forming a new chapter to organize a new event in an area that does not currently have an event may apply to be an LC.
 - iii. Anyone who is interested in joining, or has joined, the board of directors of an existing Local Chapter and who has been approved by the board of directors of that Local Chapter to apply as LC, may apply to be an LC within 14 days of their approval to apply as LC. Such applicants shall be required to provide to the RC and National Officers minutes of the meeting in which they were elected to the board of directors of the existing local chapter and selected to apply as LC. Such applicants might also be asked to provide copies of the by-laws of the Local Chapter.
 - iv. Applicants for LC must agree to follow the event policies and code of ethics set by the Board, which will be available on the Pagan Pride website for review.
 - v. There shall be at least two LCs for every Local Chapter, who shall be members of the board of directors of the Local Chapter. More than two LCs are permitted for that Local Chapter, provided all LCs are members of the board of directors of the Local Chapter. The Local Chapter may have, pursuant to its local by-laws, board members who are not LCs.
 - b. Appointment and LC application process.
 - i. LCs are appointed by the National Officers and the RC for the applicable region.
 - ii. The National Officers, pursuant to Article III, Section 10(c), shall develop and update specific requirements to be an LC, an application to be LC, and a specific application process. The application and LC requirements are to be posted on the Pagan Pride website.

- iii. Any person who submits an LC application will then be subject to review by the National Officers and the RC for the applicable region. This review may include, but is not limited to, interviews, background checks and reference checks.
- iv. Barring unexpected circumstances, the LC application review will be completed within three weeks, provided the LC application is submitted outside of the event window for nationwide Pagan Pride Days.
- v. The National Officers and the RC for the applicable region are the final decision makers for each LC application.
- vi. The recommendations and wishes of the Local Chapter regarding an LC applicant, if a Local Chapter is already in existence, are given great weight, but are not binding on the LC application decision.
- vii. If a member of the local board of directors applies to be an LC and is rejected, the National Officers will decide the best course of action, which could be, but does not have to be, one of the following actions: requesting the Local Chapter have a different member of local board of directors apply to be LC, keeping only the existing LCs if the Local Chapter already has two or more approved LCs, or ending affiliation with that Local Chapter.
- c. LC requirements and duties.
 - i. LCs shall be a member in good standing of the board of directors of a Local Chapter.
 - ii. LCs shall be responsible for arranging an event consisting of at least a charity drive and public Autumn Equinox observation, and to hold this event within the event window set by the Board.
 - iii. LCs shall publicize the event locally to the public and media, and use the event to educate the public,
 - iv. LCs shall file monthly progress reports and yearly post-event and financial reports in a manner set by the Board.
 - v. LCs shall remain in regular contact with their RC and/or the National Officers.
 - vi. LCs shall agree to abide by Pagan Pride's event policies and code of ethics.
 - vii. LCs shall, under all circumstances, follow the laws of the jurisdiction. Pagan Pride will not be responsible for events held in violation of local, state or federal laws.
 - viii. The LC answers first to the applicable RC, and to the National Officers, and shall follow all reasonable instructions of the RC and National Officers.
- d. Term.
 - i. LCs shall serve as long as they are in good standing with Pagan Pride and with their Local Chapter.
 - ii. Vacancies due to a decision not to recommit, death, resignation, removal, disqualification, or otherwise, may be filled pursuant to

- Article IV, Section 2(b), and also in consultation with the local chapter, if one is in existence.
- e. Voluntary Termination of Rights by LC.
 - i. LCs may at any time terminate their status as an LC by submitting to the RC and National Officers a request to be removed from active membership.
 - f. Removal or Suspension of Rights of an LC.
 - i. The Board shall have the authority to remove or suspend the rights of membership of one or more LCs whose actions or statements are found not to be in keeping with the laws of the jurisdiction or the Pagan Pride event policies, code of ethics, or other similar guidelines. Such decisions shall be made in accordance with Article II, Section 6.
 - ii. LCs can also be removed or suspended by unanimous agreement of the applicable RC and all National Officers.
 - iii. A removed LC can appeal his or her removal to the entire Board.
 - iv. The Board or the National Officers may, but is not required to, at the time of removal, decide a removed LC's eligibility to submit a future application to be an LC.
3. Regional Coordinators (referred to in these by-laws as RCs).
- a. Purpose and eligibility.
 - i. A RC assumes the leadership role for a region. There shall be one RC per region. Regions are set by vote of the Board and are geographical.
 - ii. RCs are expected to exhibit characteristics including, but not limited to, excellent organizational abilities and enthusiasm for religious education and anti-discrimination efforts. Other requirements will be set by the Board.
 - iii. Applicants for RC must agree to continue to follow the event policies and code of ethics set by the Board and must have followed the event policies and code of ethics while serving as LC.
 - iv. Applicants for RC must be active LCs in good standing and have served as an LC for a Local Chapter through the date of at least one annual Pagan Pride Day event held by that Local Chapter.
 - b. Appointment and RC application process.
 - i. RCs are appointed by the Board.
 - ii. When a vacancy for a RC position occurs, the vacancy shall be announced to all LCs, and the application to be a RC shall be distributed by the President to all interested LCs.
 - iii. All applications for a RC position shall be reviewed and discussed by the Board for a period of at least one week. The Board will thereafter vote for one applicant to be appointed RC in accordance with Article II, Section 6. If no one applicant receives the required number of votes, a run-off vote between the top two vote-getters will decide the applicant who will be appointed RC.
 - iv. Preference is given to RC applicants who live within the specific

- region.
- c. RC Duties and Powers.
 - i. The RC oversees and coordinates the activities of all events within that RC's region.
 - ii. The duties of a RC shall include helping LCs in that region pool resources and network and communicate with one another, and overseeing and assisting events in that region.
 - iii. Specific duties and powers will be assigned by the Board and National Officers. A specific non-exhaustive list of RC duties will be developed and regularly updated by the President or National Officers and approved by the Board, and distributed to the Board and each applicant for RC.
 - iv. The RC may be required to perform other duties as assigned by the Board and National Officers.
 - v. The RC answers to the President of Pagan Pride, or in the President's absence, the National Officers.
 - d. Term.
 - i. A RC serves his or her term concurrently with that RC's term as a Board Member.
 - ii. Vacancies due to a decision not to recommit, death, resignation, removal, disqualification, or otherwise, are filled pursuant to Article IV, Section 3(b).
 - e. Voluntary Termination of Rights by RC.
 - i. RCs may at any time resign by submitting a formal request to the Board.
 - f. Denial or Suspension of Rights of RC.
 - i. The Board shall have the authority to remove or suspend the rights of RC membership to RCs whose actions or statements are found not to be in keeping with the laws of the jurisdiction or the Pagan Pride event policies, code of ethics, or other similar guidelines. Such decisions shall be made in accordance with Article II, Section 7(f) and Section 7(g).
 - ii. A RC is automatically removed as RC if that RC is removed as a Board Member.
 - iii. Any RC removed under these provisions cannot appeal removal as RC.
 - iv. The Board or the National Officers may decide a removed RC's eligibility to submit a future application to be LC or RC.

V. Article V: Local Chapters

1. Types of Local Chapters.
 - a. Each event shall be planned, organized, and executed by either of the following (referred to in these by-laws as a “Local Chapter”):
 - i. A corporation or unincorporated association formed, or planned to be formed in the near future, organized for the explicit purpose of operating a Pagan Pride Day event consistent with these by-laws and Pagan Pride event policies and code of ethics. These Local Chapters shall also be known as Subordinate Chapters
 - ii. An established organization exempt under Internal Revenue Code section 501(c)3, organized and operated for purposes related to the local Pagan community, who by affirmative vote of their board of directors agrees to operate a Pagan Pride Day event consistent with these by-laws, to the extent these by-laws are applicable to them, and consistent with Pagan Pride event policies and code of ethics. These Local Chapters shall also be known as Affiliate Chapters.
2. 501(c)3 status of Local Chapters.
 - a. A Subordinate Chapter is required to join, and remain in, Pagan Pride’s 501(c)3 Group Exemption, pursuant to instructions issued by Pagan Pride to Local Chapters.
 - b. Subordinate Chapters who wish to remove themselves from the Group Exemption must submit notice in writing to their RC and the National Officers. Organizations that remove themselves from the Group Exemption must qualify as Affiliate Chapters pursuant Article V, Section 1(a)(ii), to continue its work and affiliation with Pagan Pride.
 - c. An Affiliate Chapter must maintain its own 501(c)3 status.
3. LC representatives of Local Chapters.
 - a. Local Chapters must have two or more LC members in Pagan Pride at all times, except as otherwise provided below.
 - b. A Local Chapter whose LCs all resign their LC status with Pagan Pride, and wishes to continue to its work and affiliation with Pagan Pride, should have two or more people submit applications as LCs, pursuant to Article IV, Section 2(b), within 30 days of the resignations.
4. Resignation of Local Chapters.
 - a. A Local Chapter may end its affiliation with Pagan Pride by submitting written notice to the National Officers, to take effect on the date specified in the written resignation, or if no date is specified, the date of the written resignation.
 - b. Local Chapters who are subordinate chapters will be removed from the Pagan Pride Group Exemption within 30 days of the effective date of that chapter’s resignation, and will be notified of the loss of their 501(c)3 status.
5. Removal of Local Chapters.
 - a. The Board may suspend a Local Chapter, for good cause shown, after 30 days notice to the Local Chapter, by 2/3 vote of the entire Board at an Annual, Regular or Special Meeting.

- b. Suspension automatically suspends that Local Chapter's LCs from LC status.
 - c. The suspension may be appealed to the Board within 30 days.
 - d. After expiration of the appeal period, the Local Chapter will be removed from the Group Exemption, and will be notified of the loss of its 501(c)3 status under the Group Exemption.
6. Local Chapters are required to have, and maintain in their permanent file, legally sufficient Articles of Incorporation or Articles of Association, and local by-laws. Pagan Pride may require local chapters to submit their Articles and by-laws to the National Officers.

VI. Article VI: Amendments.

1. Amendments to the Articles of Incorporation
 - a. Except where otherwise provided by Ind. Code §23-17-17 (2011), amendments to the Articles of Incorporation must be approved at any Annual, Regular, or Special meeting, by 3/4 of the entire Board. Two week's notice prior to the meeting must be given to the Board that an amendment will be considered, and the full text of the amendment distributed two weeks prior to the meeting
2. Amendments to the Bylaws
 - a. Except where otherwise provided by Ind. Code §23-17-18 (2011), amendments to these By-Laws may be approved at any Annual, Regular, or Special meeting, by a majority of the entire Board. Two week's notice prior to the meeting must be given to the Board that an amendment will be considered, and the full text of the amendment distributed two weeks prior to the meeting

VII. Article VII: Indemnification

1. Pagan Pride may, to the fullest extent permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he was director, officer, or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees

VIII. Article VIII: Dissolution

1. Upon the dissolution of the corporation, 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. 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.