

Bylaws of National Leather Association Columbus Ohio Chapter

Revised: 01/14/2007

ARTICLE I. NAME AND PURPOSE

This association shall be known as NLA Columbus, Inc and hereinafter referred to as "NLA-Co" and was incorporated as a non-profit organization on March 22, 2001, an Ohio corporation, charter number 1217454. Trade named registered with the State of Ohio is NLA-Columbus, Inc. EIN number assigned by IRS on April 11, 2001 is 31-1765837. On October 28, 2005, NLA-CO was awarded a 501(c)(4) tax determination by the I.R.S.

NLA-Co subscribes to the statement of purpose and shall adhere to the purposes of the National Leather Association—International, stated by the NLA-I Bylaws, which are:

- A. To maintain our national/international communication, information, education and support network for all members of the Leather/BDSM/Fetish community.
- B. To role model the power and pride of all adults who engage in Safe, Sane and Consensual sexual expression and encourage those who fight for decriminalization of all sexual acts between consenting adults.
- C. To support individual and organized political activism, visibility and education in order to eradicate stereotypical beliefs, misconceptions and media misrepresentation about the Leather/BDSM/Fetish family in the community at large.
- D. To continue providing, through publications, educational material and conferences, a forum for the sharing of knowledge, viewpoints and practices of a diverse network of people.
- E. To promote the success and welfare of individuals, organizations, publications and businesses within our community; especially against threats to their freedom of expression, freedom of the press, rights to free association and rights to equal protection under the law.
- F. To welcome women, people of color, transgendered/transsexuals, the deaf, the physically challenged and others who have traditionally been discriminated against or poorly represented within the Leather/BDSM/Fetish community.
- G. To attend, promote and support fundraising for deserving defense funds, projects and clubs, organizations, and/or charities, which have given direct service to the Leather/BDSM/Fetish community.
- H. To continue preserving a record of our history, traditions and culture.
- I. In addition, the NLA-Co reserves the right to adopt any other Statements of Purpose as the Board of Directors deems appropriate so long as they do not conflict with those listed above.

ARTICLE II. FISCAL YEAR

The fiscal year shall run from January 1st through December 31st.

ARTICLE III. RELATIONSHIP BETWEEN NLA-CO AND THE NATIONAL LEATHER ASSOCIATION

- A. A Chapter of the Association is a local branch of the NATIONAL LEATHER ASSOCIATION-International hereinafter referred to as the ASSOCIATION, within a specified geographical area as authorized by the ASSOCIATION.
 - a) NLA-Co shall have the authority to establish its own policies, procedures and bylaws, as well as conduct business independent of the ASSOCIATION providing said policies, procedures, bylaws and business are not in conflict with the Statement of Purpose or the ASSOCIATION'S bylaws. In cases where a conflict exists, the ASSOCIATION'S bylaws shall take precedence.
 - b) NLA-Co shall have the authority to rescind its status as a chapter of the ASSOCIATION and cease using its name by giving immediate notice of its intent in writing to the Executive Committee of the ASSOCIATION.
 - c) NLA-Co retains all authority, rights and privileges granted to it by the ASSOCIATION bylaws as a chapter of that association and privileges not specifically denied to it by the ASSOCIATION bylaws.
 - d) NLA-Co shall be solely responsible for its own financial support.

Article III., A (Continued)

- e) NLA-Co shall not have responsibility for any debt incurred by the ASSOCIATION beyond its responsibility to remit membership dues as determined by the Executive Committee of the ASSOCIATION, or other financial obligations as mutually agreed upon by NLA-Co and the ASSOCIATION.
- f) NLA-Co shall comply with the stated duties and responsibilities of chapters of the ASSOCIATION as outlined in the ASSOCIATION bylaws.

ARTICLE IV: POLICIES AND PROCEDURES

- A. The POLICIES AND PROCEDURES established by NLA-Co shall be used to conduct the business of NLA-Co in conjunction with the NLA-Co bylaws.
- B. The POLICIES AND PROCEDURES shall be maintained as a separate document.

ARTICLE V: MEMBERSHIP

A. Eligibility And Classes Of Membership

- a) Membership in NLA-Co shall be open to any persons having at least attained the legal age of consent (18) according to the State of Ohio, who satisfy the age requirements of the NLA-I, and who support the purpose of NLA-Co.
- b) Membership shall be determined without regard to sex, race, creed, color, religion, marital status, sexual orientation or preference, ethnic origin, citizenship, HIV status or the presence of any sensory or physical challenge.
- c) Individual member shall be defined as a person who meets the eligibility criteria as stated in section a and section b and maintains their membership status with the ASSOCIATION and NLA-Co. Persons who elect an individual membership will have all the rights and privileges granted under the bylaws of the ASSOCIATION.
- d) Associate member shall be defined as a person who meets the eligibility criteria as stated in section a and section b and elects to maintain their membership status with NLA-Co only. An associate member shall not have a vote in any business transaction or election.

B. Dues

- a) Dues shall be assessed all members of NLA-Co. Determination of the dues amount, increase or decrease of said amount, term of renewal, and manner of payment rests in the Board of Directors.
- b) Increase or decrease of dues or changes in terms of renewal or manner of payment may be vetoed by a majority vote of the quorum membership.
- c) Waivers of local dues may be made in hardship cases by the NLA-Co Board of Directors which will be renewed as warranted.
- d) Waivers of ASSOCIATION dues may be granted by the ASSOCIATION with applicable documentation and support of NLA-Co Board of Directors.
- e) Waiver of ASSOCIATION dues may be granted for two consecutive years.

C. Resignation /Revocation Of Membership

- a) Members may resign by submitting a letter to the Corresponding Secretary or through failure to pay dues within one month of renewal date. Dues are non-refundable.
- b) All recommendations for revocation of membership shall first be submitted to the Board of Directions in writing for determination of appropriate action. The Board will further investigate if action is required to prevent nuisance cases being brought to the membership.
 - 1)Membership in this chapter may be revoked by a $\frac{3}{4}$ majority vote of all members of the chapter.
 - 2)The revocation of membership is a serious matter, and should not to be undertaken lightly. The only acceptable cause for revoking membership is if a member repeatedly fails to comply with the bylaws, policies and/or other regulations of this chapter and/or NLA-I

ARTICLE V: item C (continued)

- c) A member subject to action shall be notified by the Corresponding Secretary by registered mail at least one week prior to any vote being taken regarding their status. This notice shall include the time, location and date of any such meeting, and the stated cause for revocation. Said member shall be given an opportunity to present their defense in regard to any matter of revocation of membership. A member may also choose to provide a letter of resignation to end the revocation procedure.

D. Emergency Suspension of Membership

- a) In the event that a member poses a danger to the organization and its members, the Board of Directors may immediately suspend membership in order to protect the organization
- b) The use of Emergency Suspension shall be reserved only for a situation in which there is justifiable cause to believe the member will physically harm another member during an NLA function or there is imminent danger that the member will cause irreparable harm to the organization.
- c) Emergency Suspension can only be decided by a unanimous vote of the members of the Board of Directors present at the emergency session.

- d) A member subject to suspension shall be notified by the Corresponding Secretary by registered mail at least one week prior to any vote being taken regarding possible revocation of membership. This notice shall include stated cause for revocation. Said member shall be given an opportunity to present a defense by letter, which shall be presented to the members before a vote on revocation of membership. A suspended member shall also have the option to provide a letter of resignation to end the revocation
- e) Emergency Suspension shall remain in effect until the next meeting of a quorum of the members, at which time a vote will be held to determine whether or not to revoke that member's membership.

E. Revoked Membership

- a) If the membership is revoked, the Corresponding Secretary of NLA-Co will notify NLA-I of the voting results. This notification will include a recommendation that the former member's International membership be revoked as well.
- b) Revocation of membership in the NLA-I will automatically result in a revocation of NLA-Co membership.

F. Membership Benefits

- a) Individual members are eligible to hold office, nominate other members for office, raise issues at general meetings, vote on issues put before the general membership, and petition any committee with ideas and input in written form.
- b) Associate members are not eligible to hold office, nominate other members for office or vote on issues put before the general membership. They may raise issues at the general meetings and present ideas to a committee or Board of Directors.

G. Voting

- a) Individual members in good standing may anticipate their absence from a general, special, or emergency membership meeting and elect to submit a written proxy or absentee vote to a member or the Board of Directors.
- b) A proxy authorizes the proxy holder to vote the proxy as they see fit. An absentee ballot places a specific vote on one or more items. The written proxy or absentee ballot must be submitted before the start of the meeting and must include:
 - 1) Absent members name
 - 2) Date of the meeting(s) where the proxy or absentee vote is to be used.
 - 3) Proxy/absentee holder must be present at the meeting
 - 4) Manner of vote for the agenda item(s) covered by an absentee ballot.
 - 5) Absent member's signature.
- c) The Recording Secretary shall enter the results of all votes into the minutes.

H. Use of NLA-Co's Name

- a) Members may indicate on business cards, stationery and advertising that they are members of NLA-Co by using the NLA-Co logo. They may not present themselves as official spokespersons for NLA-Co unless specifically authorized by the Co-Chairs of NLA-Co.

I. Confidentiality

- a) Membership in NLA-Co is confidential. A member's name may not be released except to NLA-I as directed by NLA-I bylaws.

ARTICLE VI: MEETINGS OF MEMBERS

A. Regular Meetings

- a) Regular meetings will be conducted monthly.
- a) One fourth (1/4) of the voting membership will be a quorum for the sanction of business at any meeting or any business decision conducted by a vote.
- b) A majority of the members present at a regular meeting is necessary to approve any item of general business.
- c) Attempts will be made to hold meetings at sites that are accessible to all. In addition, the Co-chair(s) will attempt to arrange for Interpreters for the hearing-impaired, upon request.
- d) All meetings will be open to members and guests; however, during discussion and vote on sensitive issues, guests may be asked to leave the room. An issue may be defined as "sensitive" by a vote of 25 percent of the member present. The issue of sensitivity will be debated and voted on before any further business is conducted.
- e) Members unable to attend a meeting when officers will be elected or amendments to the bylaws will be decided can provide an absentee ballot to either secretary or assign their proxy voting rights.

B. Special Meetings

- a) Emergency meetings of the membership may be called by the Board of Directors, the Co-chair(s), or by petition of 25 percent of the membership. An emergency meeting requires contact by phone or writing of the Membership at least 48 hours before the meeting.

C. Conduct of Meetings

- a) The meetings shall be conducted according to the House Rules adopted by the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

A. Authority

- a) The membership is empowered to review the actions of the Board of Directors, officers, Committees and agents of NLA-Co and debate all matters of interest and/or concern.
- b) The membership may adopt other proposals for the consideration of, action by, and/or approval by the Board of Directors.
- c) Any activity requiring NLA-Co to spend over 15 percent of the treasury or \$100.00, whichever is greater not to exceed \$500, must be approved by a vote of the general membership.
- d) Expenditures in excess of the limits noted in item "c" above committed prior to approval by the membership would be the personal responsibility of the Board of Directors.

B. Elected Officers of NLA-Co

- a) Members of the Board of Directors include the following elected officers:
 - 1) Two Co-chairs
 - 2) Corresponding Secretary
 - 3) Recording Secretary
- b) Elected officers shall be appointed for a two-year term by the membership. The terms of office for Co-chairs and Secretaries shall be staggered. One Co-chair and Secretary shall be elected in any given year.

ARTICLE VII: (cont'd)

C. Appointed Officers of NLA-Co

- a) Treasurer
 - 1) Treasurer will be appointed by the Board of Directors to serve a two-year term of office
 - 2) This appointment will be based on qualifications
 - 3) Treasurer is a voting member of the Board of Directors
- b) Member At Large
 - 1) The Board of Directors may appoint up to two members to serve as Member At Large when the membership has reached at least twenty-five members for six consecutive months.
 - 2) Members At Large shall serve a one-year term of office.
 - 3) A Member At Large is a voting member of the Board of Directors.

D. Terms Of Office

- a) The elected term of office shall be two years.
- b) No officer may serve in the same office for more than two consecutive terms.
- c) An officer may resign at any time by submitting a letter of resignation to the Board of Directors.

D. Electoral Procedures

- a) Elections shall be conducted by two officers whose term of office is not up for reelection.
- b) Nominations shall be announced at a general membership meeting not less than three months before said election.
- c) Nominations will be open for 45 days.
- d) Members may submit nominations verbally or in writing.
- e) Nominees will be given an opportunity to submit a paragraph of no more than 150 words to be provided to members.
- f) At least thirty (30) days prior to the final due date for completed ballots, the Corresponding Secretary shall send to the entire voting membership the names of each nominee along with the paragraph submitted by each nominee.
- g) Candidates will be selected by a majority/plurality of votes cast.
- h) An officer whose term of office is not up for reelection will collect and count the ballots. The Co-Chair whose term of office is not up for reelection will certify the election results.
- i) Voting electronically (by internet or other means) may be used to supplement or complement Official Balloting by traditional mail. Members may request a paper ballot for any election or membership vote.

E. Duties of Officers

- a) The Board of Directors is the executive committee of NLA-Co and is responsible for its general management. The Board will recommend activities that carry out NLA-Co's goals and supervise activities that are sponsored by NLA-Co. Officers shall perform duties as specified in items (b) through (g) and such other duties as assigned by the Board, the membership or these bylaws.
- b) Co-chairs (or their designate)
 - 1) Shall each preside alternately at all meetings of NLA-Co and Board of Directors
 - 2) The presiding Co-chair shall not vote except in cases of a tie.
 - 3) Shall have sole authority to speak/act on behalf of NLA-Co
 - 4) May call meetings of the Board of Directors as needed
- c) Corresponding Secretary
 - 1) Shall administer the daily and general business activities and/or proxies of NLA-Co
 - 2) Shall carryout all policies and recommendations of the Board.
 - 3) Shall manage the correspondence records and assist the Recording Secretary.
- d) Recording Secretary
 - 1) Shall keep minutes of all meetings
 - i. Board Meetings
 - ii. General Business Meetings
 - iii. Shall make minutes available to members exclusive of executive sessions covering sensitive private issues.
 - iv. Minutes of Board and General Meetings will be submitted in a timely manner to the Secretary of the Association (NLA-I).

e) Treasurer

- 1) Shall be responsible for the accounting and management of all monies of NLA-Co
- 2) Shall monitor the receipt and disbursement of all funds
- 3) Shall provide current financial status of NLA-Co at meetings of the Board and all membership meetings.
- 4) Shall keep financial records in a condition to be audited at all times
- 5) Shall assist the board in maintaining legal and financial non-profit status
- 6) Expenditures and Disbursement of NLA-Co funds
- 7) Disbursement of funds shall be with the approval of the Board. Membership approval may be required for certain expenditures based on these bylaws.
- 8) All disbursements will be by NLA-Co check that may include direct payments to a vendor or reimbursements to a member/agent designated to act on behalf of NLA-Co. In rare exceptions, cash may be the method of conducting business. In all cases documentation is required for all expenditures.
- 9) At least two officers will be listed on the checking or any financial account.
- 10) Checks may require the signature of the Treasurer and one Co-Chair or designated officer.

F. Vacancy Of Office

- a) The Board shall have the power and authority to fill a vacancy that may occur in elective offices.
- b) The Board shall fill the vacancy as soon as practical following the occurrence of a vacancy.

G. Regular Monthly Board Meetings

- a) Regular monthly meetings of the Board will be held
- b) Meetings of the Board will be open to members and invited guests.
- c) The Board may limit participation in its discussions
- d) Only Board members may vote on Board business
- e) Members attending a Board meeting may be asked to leave the room in the event that a sensitive item, as determined by the Board, needs to be discussed or requires a vote.
- f) Board members shall notify the Board when they are not able to attend meetings.

H. Removal From Office – Elected Officers

- a) If an officer misses three consecutive regular meetings of the Board without an excuse that is satisfactory to the board, the office may be declared vacant by a majority vote of the Board.
- b) An officer may be removed for cause by a 75% vote at a regular or emergency meeting of the membership providing quorum is present.
- c) An officer subject to action shall be notified by registered mail at least one week prior to any vote being taken regarding their status. This notice shall include the time, location and date of any such meeting and the cause of the action. The officer shall be given an opportunity to present their defense in regard to any matter of removal from office.

I. Removal From Office – Appointed Officers

- a) If an officer misses three consecutive regular meetings of the Board without an excuse that is satisfactory to the Board, the office may be declared vacant by a majority vote of the Board.
- b) An officer may be removed from the Board for cause by a majority vote of the Board
- c) An officer subject to action shall be notified by registered mail at least one week prior to any vote being taken regarding their status. This notice shall include the time, location and date of any such meeting and the cause of the action. The officer shall be given an opportunity to present their defense in regard to any matter of removal from office.

J. Post Term Duties

- a) All officers shall continue to act as “consulting” officers for two months after their term expires in order to make the transition for new officers easier and more efficient.
- b) Each officer, director or committee chair shall deliver the records of that office to his/her successor and to the secretaries within two months.

ARTICLE VIII: AGENTS AND COMMITTEES

- A. The Co-chairs and/or the Board shall have the power to appoint such additional Agents or Committees as it deems necessary on an as needed basis.

ARTICLE IX: AMENDMENTS TO BYLAWS

- A. Amendments may be proposed by any member in writing or a general business meeting.
- B. Discussion of the proposed amendment shall take place at the next regular meeting after the proposal is made. A vote of the membership will take place no sooner than the second regular meeting after the proposal is made.
- C. Changes or additions to the Bylaws will be presented electronically or by traditional ballot to the entire membership. Following the timeline in item (B) which allows for members to suggest changes to the amendments. If there are changes, a final copy will be presented to the membership for a vote.
- D. Provided quorum requirements are met, a three fourths (3/4) majority of votes cast is required for ratification of amendments. Voting options will be yes/no/abstain. Ballots not returned or electronic votes not registered will be counted as abstain.
- E. Periodic review of bylaws will be made by the Board or a bylaws committee.

ARTICLE X: DISSOLUTION OF NLA-COLUMBUS, INC.

- A. Dissolution of the above named non-profit corporation will be by the laws of the State of Ohio, applicable IRS regulations and any guidelines of NLA-I.
- B. In the event of dissolution, the Board of Directors will assist any members to insure that they are offered the opportunity to become affiliated with another chapter or International as Independent members.
- C. Procedure
 - a) In the event of dissolution of NLA-Co, the Board shall liquidate the assets of NLA-Co. The Board will use the resulting proceeds to pay or make provision for payment of all liabilities of NLA-Co.
 - b) Any excess funds remaining after all liabilities have been paid shall be distributed to a charitable organization or organizations sympathetic to the Statement of Purpose of NLA-I in accordance with applicable IRS regulations.
 - a) In the event of dissolution, the Board of Directors shall destroy all records, membership files, financial records, and mailing lists that are not required to be retained by law.
 - c) Those records that are required to be retained by law shall be returned to NLA-I.

Bylaws

On March 30, 2006 the Bylaw changes were presented to the whole membership for a vote. This vote did not meet the minimum number of voters.	
On May 21, 2006 the Bylaw changes were presented and reviewed at the general membership meeting. Quorum was met. Bylaws passed.	
On January 14, 2007 Bylaw's changes were presented and passed at the general membership meeting. Quorum was met. Change VII, B) & C) to group elected and appointed officer positions. Change was approved.	