

Bylaws

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ARTICLE I: NAME

The name of this organization shall be Portland Leather Alliance, a nonprofit corporation, incorporated in the State of Oregon, hereafter referred to as the Portland Leather Alliance (PLA).

ARTICLE II: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions.) The corporation's primary purpose shall be to provide educational outreach with information about the BDSM community and its practices.

ARTICLE III: MEMBERSHIP AND DUES

A. Membership

A person shall become a member of the Portland Leather Alliance by providing the organization with his/her full legal name and mailing address, by paying annual dues, and by agreeing to abide by

the policies and purposes of the corporation as set by the Board of Directors.

B. Termination of Membership

Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be revisable by any court.

C. Annual Meeting.

The annual meeting of the members shall be held in November.

D. Special Meetings.

Special meetings of the members shall be held by the call of the Board of Directors or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose of the meeting.

E. Notice of Meeting.

Notice of all meetings of the members shall be given to each member at the last email address, or by regular mail if no email address is provided, at least 30 days, but not more than 60 days, before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

F. Quorum and Voting.

10% of the membership shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these Bylaws or the law provide differently. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, or the Bylaws of this corporation, except that members shall not vote on the restatements of the Articles of Incorporation.

ARTICLE IV: BOARD OF DIRECTORS

A. The affairs of the Portland Leather Alliance shall be managed by the Board of Directors. The Directors shall not receive salaries for the Board services but may be reimbursed for expenses related to Board service.

B. The number of Directors may vary between a minimum of four and a maximum of eleven. The Board shall be elected by the membership at the November General Membership Meeting.

C. To be eligible to serve on the Board of Directors, an individual must:

1. Be a member in good standing of the Portland Leather Alliance;
2. Either attend a minimum of two (2) Board meetings prior to nomination, or demonstrate significant support or volunteer efforts on behalf of the Portland Leather Alliance, unless these eligibility requirements are waived by a majority vote of the Board.

D. The Board shall be elected by the members at the annual meeting by a plurality of the members voting. Nominations for the Board of Directors are to be presented at the October board meeting. Ballots for the Board of Directors, and any other issues to be voted on by the membership, will be provided to the membership at least two weeks prior to the November general membership meeting. Write in votes will be permitted, as long as that candidate is qualified under Article IV, Paragraph C. No completed ballots will be accepted after the general meeting has been called to order. No votes by proxy will be accepted at any time.

E. The term of office of each member of the Board of Directors shall be no more than two years, with re-election permitted. Terms longer than one year shall be staggered.

F. Vacancies in any position in the Board of Directors and newly created board positions shall be filled as soon as practicable, but within two monthly Board meetings. Vacancies shall be filled by a majority vote of the remaining Directors. Such directors shall hold office until the next general election. When filling an officer position, preference will be given to current Board Members.

G. Any Director may be removed with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

H. A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board or, if no number is prescribed, by a majority of all the Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

I. The Board of Directors may establish an Executive Committee. The Executive Committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions. It shall be composed of the President, Treasurer, and one additional Board Member who will be elected by the Board of Directors by a majority vote of the Directors prescribed by the Board or, if no number is prescribed, of all directors in office at that time. All decisions made by the executive committee should be reported to the Board at the next board meeting.

ARTICLE V: BOARD MEETINGS

A. The Board of Directors shall meet regularly on a monthly basis as determined by the Board of Di-

rectors. No other notice of the date, time, place, or purpose of these meetings is required.

B. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each director by mail, email or by telephone not less than two days prior to the special meeting. The President or a majority of the Board of Directors shall call special meetings.

C. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if consent, in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

ARTICLE VI: OFFICERS

A. The officers of the Portland Leather Alliance shall be President, Vice President, Secretary, and Treasurer; and must be members on the Board of Directors. No person may hold more than one office or position of the Board of Directors simultaneously. All officers must be members in good standing of the Portland Leather Alliance.

B. The duties of the officers shall be as follows:

1. The President shall:

- a. Preside over all meetings of the membership and the Board of Directors;
- b. Act as the spokesperson of the Portland Leather Alliance, subject to guidelines established by the Board of Directors;
- c. Appoint advisory Committee Chairpersons and Directorships from among the elected Officers and Members-at-Large, unless that requirement is waived by a majority vote of the Board. Advisory Committee Chairpersons and Directorships are subject to the approval of the Board of Directors;
- d. Appoint members to advisory committees subject to the approval of the Board of Directors;
- e. Assume all other duties normally associated with this office not inconsistent with these Bylaws.

2. The Vice President shall:

- a. Act as the President in the President's absence at any membership or Board of Directors meeting;
- b. Serve as the liaison to all standing and special advisory committees, under the di-

rection of the President;

c. Assume such other duties as determined by the Board of Directors;

d. Assume all duties normally associated with this office not inconsistent with these Bylaws.

3. The Secretary shall:

a. Keep minutes of all membership and Board of Directors meetings;

b. Provide all notices required by the Portland Leather Alliance for all meetings;

c. Mail to all members the minutes of all board meetings and membership meetings in a timely manner after said meeting;

d.. Obtain, read, and deliver in a timely and responsible manner all correspondence mailed to the Board of Directors;

e. Perform all other duties normally associated with this office not inconsistent with these Bylaws.

4. The Treasurer shall:

a. Keep all financial records and accounts of the Portland Leather Alliance pertaining to income and expenditures;

b. Present to the Board of Directors and membership at all regular meetings a written financial report of the affairs of the Portland Leather Alliance;

c. Be an authorized signature on the checking account of the Portland Leather Alliance;

d. Perform all other duties normally associated with this office not inconsistent with these Bylaws.

ARTICLE VII: BOARD MEMBERS-AT-LARGE

A. The duties of Members-at-Large shall be:

1. Represent the PLA in the Leather/SM/Fetish community at large;

2. Serve as outreach and liaison between PLA members and the rest of the Board;

3. Volunteer for advisory committees and contribute ideas for all and any aspects of the

PLA;

4. Attend Board Meetings;

5. Assume all other duties normally associated with this office not inconsistent with these Bylaws.

ARTICLE VIII: ADVISORY COMMITTEES

A. Standing Advisory Committees and Special Advisory Committees shall be established as needed by the Board of Directors.

B. Committee Chairpersons and Directorships shall be drawn from among the elected Officers and Members-at-Large, unless that requirement is waived by a majority vote of the Board. Committee Chairpersons and Directorships are subject to the approval of the Board of Directors.

1. The duties of advisory Committee Chairpersons and Directorships shall be:

a. Responsibly fulfill the intended function of their Committee and/or Directorship, as designated at the time of appointment;

b. Maintain and make available to the Board upon request all and any Committee and/or Directorship documents, files and correspondence;

c. Attend Board Meetings;

d. Attend Meetings of the Committee to which the individual was appointed;

e. Assume all other duties normally associated with this office not inconsistent with these Bylaws.

C. Members of advisory committees shall be drawn from the membership of the Portland Leather Alliance and approved by the Board of Directors.

ARTICLE IX: CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal

possible indemnification — substantively, procedurally, and otherwise.

ARTICLE X: AMENDMENTS

Both the Board of Directors and the members must vote to amend or repeal these Bylaws or to adopt new ones. The Board of Directors must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two weeks notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment. The members must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of the members represented and voting. Prior to the adoption of the amendment, each member shall be given the notice of meeting required by these Bylaws and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment. When possible, changes to the Bylaws will be voted on during a Special Meeting in May.

ARTICLE XI: DISSOLUTION PROCEDURES

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501C(3) of the Internal Revenue Code, or 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 that are in accordance with the purposes of the Portland Leather Alliance as designated by the Board of Directors. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

Effective Date: November 7th, 2006

Amended: June 17, 2012