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Portland Leather Alliance
Articles of Incorporation

ARTICLE 1. Name of corporation

Portland Leather Alliance (restated April 29, 1999)

ARTICLE 2. Type of corporation

Public benefit

ARTICLE 3. Name of initial registered Agent

Name on file with Oregon Secretary of State, Corporation Division

ARTICLE 4. Principal office address

P.O. Box 5161
Portland, OR 97208

ARTICLE 5. Indicate if corporation will have members

Yes

ARTICLE 6. Distribution of assets on dissolution or final liquidation

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(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. 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. (Restated 10/1/2002)

ARTICLE 7. Name and address of each director is optional

ARTICLE 8. Each director named has consented to this appointment.

ARTICLE 9. Optional provisions (added April 29, 1999)

- A) The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation or its members, for monetary or other damages, for conduct as a director or officer of member shall be eliminated to the full extent permitted by law.
- B) No member or their agent or attorney shall have the right to inspect or copy the membership list of the Portland Leather Alliance. The corporation shall provide a reasonable means to mail communications to its members through the corporation at the expense of the member making a lawful request.
- C) This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to such 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.

- D) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(3) (c) 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 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 Directors. 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 direction 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

Policies & Procedures

1.3 Purpose

1. Participate in Local and National BDSM Communities with information and support
2. We support the right to adult consensual sexual expression
3. Create opportunities for understanding through communication, education and social camaraderie for the BDSM Community
4. Support the activism and visibility of the BDSM community
5. Be mindful of the diversity of our community and to work towards inclusiveness
6. To raise funds for charities of interest to the BDSM Community
7. To preserve a record of our history, traditions and culture

2.1 Membership

Due to confusion and inconvenience caused by the present membership system, discussion was held concerning a more efficient procedure. A motion was made to revise such system, specifically to cause all memberships to expire on March 31 of each year, which motion was passed. It was specifically provided that in any instance where such change might work to the detriment of any given member, such member would receive extra membership time as opposed to being disadvantaged by such changeover.

2.2 Elections

The Board of Directors may vary between a minimum of three and a maximum of eleven members. The officers of the Portland Leather Alliance are members of the Board of Directors. The officers are President, Vice President, Secretary and Treasurer.

All members of the Board of Directors shall be elected by the members of the organization at the general membership meeting in November.

Nominations for the Board of Directors will be made at the October board meeting. Nominations may be made by the individual seeking election, or by someone else. To be eligible to serve on the Board of Directors an individual must be a member in good standing of the Portland Leather Alliance. In addition any candidate must have attended a minimum of two Board meetings prior to the nomination or demonstrated significant support or volunteer efforts

on behalf of the organization, unless this requirement is waived by a majority of the Board.

At least two weeks prior to the election, ballots will be provided to all members. Any member who has provided the organization with an email address will receive a ballot via email. Any member who has not provided an email address will receive a ballot at the legal address which was provided on the membership application. On the ballot any nominated candidate may include information about themselves in support of their candidacy if the information is relevant to their qualifications to serve on the Board and if it is provided in writing to the secretary no later than one week following the date of their nomination. The ballot may also include any proposed bylaws changes. Immediately prior to the membership meeting the Portland Leather Alliance will provide an opportunity for all interested candidates and all interested members to meet personally.

Once the meeting is called to order no ballots will be accepted.

In order to be counted all ballots MUST BE SIGNED BY A CURRENT PORTLAND LEATHER ALLIANCE MEMBER. Ballots may be mailed to the current PLA postal address which will be included on the ballot. The envelopes will remain sealed until the membership meeting commences. Alternatively, ballots may be hand-delivered *personally by the member* prior to the call to order of the November board meeting in which the Board of Directors is elected.

Ballots will be tallied during the membership meeting by the following group: The membership director who will validate that every ballot has been signed by a current PLA member and that only one ballot per member is included; two people appointed by the Board of Directors at the September board meeting to serve as ballot counters.

Once the membership director has validated a ballot, the member's name shall be removed prior to the ballot being counted. Any information received during ballot validation and counting will be confidential.

The results of the election will be announced prior to the adjournment of the membership meeting. The new Board of Directors will begin its term at the December board meeting.

2.25 Two Year Term Policy

Beginning with the 2012 annual election, the term of office of each Board member shall be two years. The terms shall be staggered so that half of the Board is elected each year.

The President shall be elected in even numbered years.

The Vice President shall be elected in odd numbered years.

The Secretary shall be elected in even numbered years.

The Treasurer shall be elected in odd numbered years.

After the 2012 election, up to four at large Board Members may choose to serve a one year term. Any Board Member choosing a one year term will be assigned an odd numbered seat. The remaining at large Board Members shall draw a number between one and seven from a hat. That Board Member will hold that number seat on the board. Board Members holding odd numbered seats shall be elected in odd numbered years. Board Members holding even numbered seats shall be elected in even numbered years. Votes will not be held on individual positions; rather they will be filled by the candidates receiving the most votes.

2.3 Policy for Election of a Director by the Board of Directors

The Board of Directors shall elect a new Board member whenever the number of Directors falls below the number elected at the Annual Meeting. Vacancies shall be filled as soon as practicable, but within two monthly Board meetings. If possible, vacancies in officer positions shall be filled by a sitting Board member prior to electing the new Director.

When the Board plans to elect a new Director, it shall send an email announcement to the membership announcing their plan to elect a new Director at the following Board of Directors meeting. Nominations may be made by the individual seeking election, or by another member. To be eligible to serve on the Board of Directors an individual must be a member in good standing of the Portland Leather Alliance. In addition, unless waived by a majority vote of the Board, candidates must have attended a minimum of two Board meetings or demonstrated significant support or volunteer efforts on behalf of the PLA. A candidate does not have to be present at the Board meeting to be considered for the Board of Directors.

All candidates will be given an opportunity to address the Board at the Board meeting or to submit a written summary of their qualifications for the Board of Directors.

The Board of Directors shall consider the candidates' prior involvement with the Portland Leather Alliance, whether the candidates have previously sought a position on the Board, and what qualifications they bring to the organization.

Voting for a Director by the Board of Directors shall be by written ballot. One sitting Board Member, and one PLA member who is neither a current member of the Board nor is running for a Board position shall be chosen by random

drawing to count the ballots. The candidate with a majority vote of the Board of Directors shall become the new Board Member.

If no candidate receives a majority vote of the Board of Directors, the top two candidates will be considered with a second secret ballot. If a tie occurs among the top candidates, then all of those candidates will be considered.

If a third ballot is required, the Board may meet in private to discuss the merits of the candidates.

If no candidate receives a majority vote of the Board of Directors at the end of the third ballot, then no new Director will be elected at that meeting.

All ballots shall be retained under the PLA's Document Retention policy.

All vote tallying will remain confident

2.4 Conflict Of Interest

A. Full Disclosure

Board members and committee members in decision-making roles should make known their connections with groups doing business with the organization as discussion topics come up that could create a conflict of interest.

B. Board Member Abstention From Voting

Board members who have an actual or potential conflict of interest should not vote on matters affecting transactions between the organization and the other group.

C. Elections

Board Nominee's bios should disclose if they have any significant relationships with other nominee's at time of election.

2.5 Confidentiality

Membership Information Use Policy

Membership information is managed by the Membership Director appointed by the PLA Board of Directors from among the current Board Members (PLA Bylaws, Article VIII - B). PLA does not disclose, sell or rent Member information to anyone. Membership information is confidential and will be handled in a manner that is consistent with our [Privacy Policy](#). Software and information access is restricted to PLA Board Members who require the information to fulfill their job function(s) and access to personally identifiable information is limited to only the information required to complete a necessary task for PLA business.

2.6 Privacy Policy

Privacy Policy

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1. Our Commitment To Confidentiality
2. Why and What Membership Information is Required
3. How We Use Membership Information
4. Who Uses Membership Information
5. Membership Information Options

6. Our Commitment To Information Security

7. How To Contact Us

1. Our Commitment To Confidentiality

The confidentiality of PLA Members is important to the Portland Leather Alliance. To help our Members make informed choices in maintaining their confidentiality, we provide this notice explaining our Membership information practices. To make this notice easy to find, we make it accessible as a link on our website and we reference this link wherever personally identifiable information may be requested to conduct official PLA business.

2. Why and What Membership Information is Required

The Portland Leather Alliance is incorporated as an Oregon Nonprofit Corporation. According to the Oregon Revised Statutes, PLA is legally required to maintain a record of its members that includes "the name and address of all members" (ORS 65.771 Section 3)

We also ask for Member information in order to conduct official PLA business (see section 3 below).

3. How We Use Membership Information

All PLA membership information exists solely for the purpose of conducting official PLA business. The PLA asks for Member information to conduct official PLA business, including:

- to notify Members of membership expiration dates and renewal information
- to deliver monthly Board Meeting Minutes to our Membership
- to deliver updates on PLA activities and events to our Membership
- to ensure that only current Members may cast votes in PLA elections
- to ensure that only current Members obtain Member discounts when available at official PLA events
- to correctly identify membership renewals submitted by existing Members
- to verify legal age of Members

4. Who Uses Membership Information

Membership information is managed by the Membership Director appointed by the PLA Board of Directors from among the current Board Members PLA Bylaws, Article VIII - B). PLA does not disclose, sell or rent Member information to anyone. Membership information is confidential and will be and led in a manner that is consistent within our Privacy Policy. Software and information access is restricted to PLA Board Members who require the information to fulfill their job function(s) and access to personally identifiable

information is limited to only the information required to complete a necessary task for PLA business.

5. Membership Information Options

Because many of our Members prefer the convenience of receiving Board Minutes and PLA event information via electronic means or by phone, Members may opt to provide PLA with their email address and/or phone number, in addition to the postal address that is required by Oregon Statutes.

When providing us with contact information, Members should keep in mind the nature of the Portland Leather Alliance and its events and activities. We are a non-profit, 501(c)3 group dedicated to fostering a safe, sane & consensual environment for alternative adult sexuality with a focus on BDSM, Leather & Fetish lifestyles. The content of our correspondence often reflects this focus. If you do not wish to be contacted because of this content, please let us know via the contact information in section 7 below.

6. Our Commitment To Information Security

While we cannot guarantee that loss, misuse or alteration to information will never occur, we do take precautions to prevent such unfortunate occurrences. All PLA Board Members associated with the processing of personally identifiable information are required to respect the confidentiality of Member information. Software and information access is restricted to PLA Board Members who require the information to fulfill their job function(s) and access to personally identifiable information is limited to only the information required to complete a necessary task.

7. How To Contact Us

The PLA Membership Director can be reached by email at:
membership@portlandleather.org.

The PLA Webperson can be reached by email at: webperson@portlandleather.org.

The PLA Board of Directors can be reached by our postal address:

Portland Leather Alliance
4110 SE Hawthorne #611
Portland, OR, 97214

2.8 Document Retention and Destruction

I. PURPOSE

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention and destruction of documents received or created by Portland Leather Alliance in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate the operations of Portland Leather Alliance by promoting efficiency and freeing up valuable storage space.

II. DOCUMENT RETENTION

A. Prohibited Behavior. No officer, director, or volunteer of Portland Leather Alliance shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States or any state or its subdivisions.

B. Discipline. Any person described in Paragraph A of this policy found to have knowingly violated Paragraph A shall be subject to appropriate disciplinary action up to and including discharge according to the findings of the complaint investigation.

C. Retention of Documents. Portland Leather Alliance follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

III. DOCUMENTS

TYPE OF DOCUMENT	MINIMUM REQUIREMENT
Accounts payable ledgers and schedules	7 years
Applications	3 years
Audit Reports	Permanently
Bank Reconciliations	3 years
Bank Statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciate Schedules	Permanently
Duplicate deposit slips	2 years

Event-specific liability waivers
Year-End Financial Statements

3 years
Permanently

Election Ballots	3 years
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc	Permanently
Internal audit reports	3 years
IRS application materials and exemption letter	Permanently
Minute books, bylaws, Articles of Incorporation, and Amendments	Permanently
Patents and related Papers	Permanently
Restricted donations and endowments	Permanently
Tax returns and worksheets	Permanently
Trademark registrations and copyrights	Permanently

IV. ELECTRONIC DOCUMENTS AND RECORDS

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time.

V. DOCUMENT DESTRUCTION

The Secretary of Portland Leather Alliance is responsible for overseeing the ongoing process of identifying its records which have met the required retention period and overseeing their destruction. Documents containing confidential information should be destroyed by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Amendment approved 07/05/2011:

Minimum retention period for election ballots is 3 years.

3.1 – 3.2 Financial Control Policies

I. Approval of plans and commitments before they are implemented

The Board of Directors will adopt an annual budget for each fiscal year to direct how funds are spent. Board approval is necessary in order to spend any funds or make any financial commitments that have not already been approved within the adopted budget. Committee chairs for events expected to earn revenue over \$5000 or incur expenses over \$5000 will provide the Board of Directors with a detailed budget within the income and expenses approved for that event in the annual budget.

II. Executive Committee

The Board of Directors will annually appoint an Executive Committee to ensure the preparation of an annual budget, the handling and distribution of funds, and the preparation and presentation of regular financial statements to the Board of Directors, in addition to all other duties provided for in the bylaws. The Executive Committee will consist of the President, the Treasurer, and one additional Board member who will be elected by the Board of Directors, as provided for in Article IV, Section I. A proposed budget will be presented to the Board at the January board meeting.

All three members of the committee will be authorized signers of checks for the organization's bank accounts and will have access to all online banking.

III. Financial reports

The Executive Committee is responsible for overseeing accurate and timely financial reports, and the filing of all statutory and regulatory reports. The Executive Committee is responsible for reviewing the financial statements, including the balance sheet and a comparison of actual financial activity to the adopted budget.

IV. Bank accounts

The Executive Committee will review all of the PLA's banking relationships and investments on an annual basis and make a recommendation to the Board of Directors.

V. Deposits

All income to the PLA will be properly received, deposited, recorded, and reconciled in a timely fashion.

VI. Purchasing

Purchases made on behalf of the organization are to be made with due care. The individual making the purchasing decision must be independent from the vendor. Independence is defined as not being an immediate relative, having a primary relationship or sharing a residence. In the case where the individual is not independent from the vendor another board member who is independent must approve the purchase or reimbursement.

Three competitive bids/pricing must be obtained for expenditures exceeding \$500. Waivers of the bid policy, such as in the case of sole sourcing, must be approved by the executive committee.

VII. Disbursements

Disbursements shall be made only for authorized expenditures pursuant to Paragraph 1. All expenditures must be approved by the President or designated representative. No checks will be made out to Cash. Any check that is written to a Board member requires two Board member approvals, excluding the Board member receiving the check.

VIII. Reconciliation of banking statements

A designated individual who is not part of the Executive Committee will be responsible for reviewing and reconciling the bank statement each month. This person will be approved by the Board of Directors.

IX. Cash Box

The Treasurer will maintain a cash box for use at events where cash is exchanged. The Treasurer or a Board member will be responsible for safeguarding the cash box at all times. Immediately following the use of the cash box, there will be a reconciliation of the cash and the Cash Daily Sheet and the cash will be deposited in a timely manner. If there is any conflict with any previously written PLA policies, then this Policy controls.

3.3 Credit Card/Purchase Card Policies and Procedures

Purpose: To allow board members access to efficient and expedited means of payment for approved expenses.

Policies:

1. Credit cards will be issued to up to 2 Board members with approval of the Board of Directors.
2. Credit cards will be controlled and issued only to directors having a compelling need.
3. Credit cards will only be used for official purposes directly related to the needs of the Portland Leather Alliance (hereafter PLA).
4. The following purchases are not allowed:
 - a. Personal purchases;
 - b. Cash advances or loans;
 - c. Purchases for organizations/individuals who are not directly affiliated with the PLA;
 - d. Alcoholic beverages;
 - e. Personal entertainment expenses;
 - f. Motor vehicle fuel for personal automobiles;
 - g. Purchases of any items from a business owned or operated by the cardholder or any other person affiliated with the PLA unless formally

pre-approved by the board of directors in a manner consistent with Oregon law and Internal Revenue Code rules related to private benefit transactions;

- h. Any items inconsistent with the mission or values of the PLA;
- i. Aggregate monthly purchases shall not exceed \$1000.

5. Cardholders are required to sign an agreement indicating they accept these terms.

Individuals who violate these policies and procedures risk revocation of their credit card privileges, legal and/or disciplinary action.

Procedures:

1. Credit cards may be requested formally to the Board of Directors for approval.

2. The Treasurer will maintain a log of all cardholders.

3. Advance written approval to make a purchase will be obtained from the Board President whenever practical, especially if the purchase request is made by anyone other than the cardholder. The purchase request should describe the items needed, cost, account/event, budget authorization, vendor, date the item is needed and be signed by the director requesting the purchase. The director requesting a purchase will acknowledge receipt of the items on the purchase request or other approved document.

4. The cardholder will keep original receipts for all purchases and one copy of all purchase requests.

5. Within five days after the end of the billing cycle, the cardholder will prepare an expense detail form and attach original receipts and all purchase request forms. The expense detail form will summarize all purchases by describing the items, purpose, date, and event, and will be signed by the cardholder. The expense detail form and supporting documentation will be submitted to the Board President or his/her designee for review and approval. The President will carefully review each purchase to ensure it is necessary, reasonable and the best value for the organization. The President will forward the reimbursement request and supporting documentation to the Treasurer within five days of receipt of statement in order that bank fees and late payment charges are not assessed. The Treasurer will reconcile the expense detail form to the credit card billing statement and follow-up on any inconsistencies. The Treasurer will make final approval for payment and ensure that the bill is timely paid in order to avoid bank charges or late fees. An annual internal audit will be conducted on all credit card accounts by an independent representative of the board of directors. The findings of the audit will be reported to the board of directors.

6. The director should notify the issuing bank and the President and the Treasurer in the event a card is lost or stolen

PLA CREDIT CARD TERMS AND USE AGREEMENT

I have received an organizational credit card from the Portland Leather Alliance (hereafter PLA).

I have received a copy of the Agreement and the Policies/Procedures; I have read and I understand the terms and conditions. I understand that by using this card, I will be liable for all unauthorized or improper charges made on this card. I agree to comply with the terms and conditions of this agreement.

I understand that the card is to be used for only necessary and legitimate purposes of the PLA. I understand that the card is not to be used for personal purchases, cash advances, loans, or purchases for any third party not directly affiliated with the PLA. Improper use of this card may result in legal action.

I accept responsibility for the protection and proper use of the card. I will immediately notify the PLA President and Treasurer and the issuing bank in the event the card is lost or stolen. I will return the card to the PLA when requested or upon termination of my affiliation with the PLA.

I understand that if the card is used for personal or improper purchases, the PLA will be entitled to reimbursement from me of such purchases. I also understand that the PLA may pursue legal action, refer to a regulatory or law enforcement agency for investigation or, recover the cost of such purchases, together with costs of collection and attorney fees for personal or improper purchases.

Signature _____ Date _____
(Cardholder)

Signature _____ Date _____
(PLA President)

4.3 Whistleblower & Non-Retaliation

I. GENERAL

Portland Leather Alliance requires directors, officers, members, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

As representatives of Portland Leather Alliance, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. In addition to the requirements of this policy, all representatives are encouraged to call attention to, in a positive and non-confrontational manner, practices or specific actions which do not reflect the high ethical standards of Portland Leather Alliance.

II. REPORTING RESPONSIBILITY

It is the responsibility of all directors, officers, members, and volunteers to comply with and to report violations or suspected violations of any organization, local, state or federal laws or regulations.

III. NO RETALIATION

No director, officer, volunteer, member, or contractor who in good faith reports a violation or suspected violation of any organization, local, state or federal laws or regulations shall suffer harassment, retaliation or other adverse consequence. A member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination. This Whistleblower Policy is intended to encourage and enable members and others to raise serious concerns within Portland Leather Alliance prior to seeking resolution outside of Portland Leather Alliance.

Retaliation includes any harmful action, interference with the lawful employment or livelihood, discharge, demotion, suspension, any manner of discrimination with regard to promotion, compensation or other terms, conditions or privileges.

IV. REPORTING VIOLATIONS

Director, officers, members, and volunteer should share their questions, concern, suggestions or complaints with someone who can address them properly. Therefore, reports of violations or suspected violations of any organization, local, state or federal laws or regulations should be made to the most appropriate person within Portland Leather Alliance's organizational hierarchy including the Board of Directors.

Additional reports to that person or any other person should generally not be made unless the reporter reasonably believes that the process for investigation and response provided in Section V is not being followed.

A sample list of appropriate persons to report to is provided below. When in doubt, reports should be made to the President of the Board of Directors.

- The reporting member or volunteer's Lead, Coordinator, or other supervisor.
- The Director or Coordinator in charge of the area in which the violation has occurred or is suspected.
- The Director or Coordinator of the members or volunteers or the Treasurer (if the matter relates to accounting or finance issues) or other similar Administrator.
- Any Director or Coordinator.
- Any Executive member of the Board of Directors.
- Any member of the Board of Directors.
- An appropriate regulatory body such as the IRS or the Department of Justice.

V. HANDLING OF THE REPORTED VIOLATIONS

All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The following process will be used:

- The person to whom the report is made will immediately contact the Board President.

- If it is not appropriate to contact the President due to their involvement in the violation and is therefore not likely able to handle the investigation objectively, the remaining impartial Officers of the Board will be notified and will proceed with this process in place of the Board President.
- The Board President will notify the reporter and acknowledge receipt of the report within 5 business days if possible.
- The Board President will convene a meeting of the Board of Directors to determine the proper course of investigation. The Board may delegate the investigation to an appropriate standing or ad hoc committee including an audit or finance committee.
- Within 30 days of the report, the Board or the delegated committee will complete its investigation and decide on appropriate corrective action if warranted by the investigation. Additional time may be needed in some cases.
- The Board will inform the reporter of the results of the investigation and any corrective action that has been or will be taken.

VI. ACTING IN GOOD FAITH

Any good faith report, concern or complaint is fully protected by this policy, even if the report, question or concern is, after investigation, not substantiated. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of organization, local, state or federal law or regulation.

The act of making allegations that prove to be unsubstantiated and that prove to have been made maliciously, recklessly, or with the knowledge that the allegations are false, will be viewed as a serious disciplinary offence and may result in discipline, up to and including dismissal from the volunteer position or termination of Board term. Such conduct may also give rise to other actions, including civil lawsuits.

VII. CONFIDENTIALITY

Upon the request of the complainant, Portland Leather Alliance will use its best effort to protect the confidentiality of the complainant for any good faith report. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

4.4 BOARD MEMBER EDUCATION

It is the policy of the Portland Leather Alliance to encourage and support Board members' efforts to remain knowledgeable about their roles and the issues facing the organization.

Therefore, it is expected that each Board member will participate in a full day class or board retreat as well as a two hour class during every year that the director is serving on the PLA Board. Information, decisions, and recommendations for those classes will be obtained by the board chair and the board development committee and will be shared amongst all board members.

No board member will be expected to pay for these classes or for their transportation, but all expenses relating to a director's participation must be pre-approved by the Board.

Amendment approved 07/05/2011:

Following attendance at any class paid for by the PLA, it is expected that the Board member share the knowledge he/she gained with the rest of the Board members as soon as practical

5.1 KinkFest Committee Policies

All decisions made by the KinkFest Committee must abide by or follow the PLA bylaws or guidelines previously established, and any decision reached by vote of the KinkFest Committee must be upheld by the Committee Chairperson. The committee chairperson shall have no unilateral power to overrule decisions made by the committee .

Committee Membership Requirements

From this date forward the position of KinkFest Committee Chairman shall be filled by a sitting member of the PLA Board. In the event that no member of the board will take the position, for whatever reason, any appointee must have a minimum of nine (positive) votes of the Board. Further, any future KinkFest committee must have at least two sitting PLA Board members on that committee. The President of the PLA shall be a committee member of the KinkFest committee. The person appointed by the nine support of the board shall run for the PLA Board in November.

7.3 Equipment Lending Policy

1. Requests shall be made to the head of the Equipment Committee with as much advance notice as possible.
2. The head of the Equipment Committee will make decisions on an individual basis.
3. The PLA has the right to refuse the loaning of equipment to any group or individual.
4. Groups will provide their own transportation and people to handle the equipment.
5. The head of the Equipment Committee will assign a PLA member to open the storage unit, check the equipment out, fill out the contract with information necessary, and check condition of equipment when it is returned

6. An agreement will be signed establishing terms, i.e., pick up date, return date, equipment descriptions and etc.
7. The PLA will not be responsible for damage or injury, and a liability waiver will be included in the agreement.
8. A deposit of 25% of the replacement cost, with a minimum of \$ 200 will be received at the signing of the agreement.
9. The Equipment Committee will determine the fee (usually 10% of the cost of the equipment) to be charged for use of the equipment. In addition, if a for-profit organization is renting the equipment, a 10% surcharge may be added to help offset any taxes.
10. If equipment is damaged the Equipment Committee will determine the charge for repairing or replacing the damaged equipment.
11. The needs of the PLA shall take precedence over the needs of those wishing to borrow the equipment.
12. The name of the PLA will not be used in advertising or acknowledged in programs, etc. without permission from the PLA.
13. The Board of Directors may overrule the Head of the Equipment Committee, and they may make decisions in absence of the Head of the Equipment Committee.
14. The treasurer shall keep track of any income that might be considered Unrelated Business Income.