

BY-LAWS of the PALM BEACH LEATHER MEN, INC.

ARTICLE I – ORGANIZATION

Section 1: Name

It is hereby resolved that the organization shall be named Palm Beach Leather Men, Inc., hereinafter referred to as “PBLM”.

Section 2: Incorporation

Palm Beach Leather Men, Inc. is a Not for Profit corporation, incorporated in the United States, State of Florida, County of Palm Beach.

Section 3: Fiscal Year

The corporation shall follow a fiscal year basis of accounting.

The fiscal year of PBLM shall be January 1st to December 31st.

Section 4: Governorship

PBLM shall be an independent, non-partisan body of volunteers not subject to the control or significant influence of any outside commercial, political, or religious establishment or organization.

PBLM shall be governed by a Board of Directors elected from the General Members.

ARTICLE II – MISSION

Section 1: Mission

A social and educational organization fostering brotherhood in the Leather Community throughout the Palm Beaches.

Section 2: Purpose

A social / theological organization.

ARTICLE III – MEMBERSHIP

Section 1: Associate Member

Section 1 A: Application Process

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All applicants for Associate Membership are required to submit a signed application in person at a Board of Directors meeting.

Section 1 B: Associate Member Process

During a consecutive three month period, a Associate Member will be required to maintain:

1. Attendance at a minimum of one (1) social or educational event per month (for a total of three events).
2. Attendance at a minimum of two (2) Board of Directors meetings.

Section 1 C: Induction

Upon completion of the above requirements, a majority vote of the General Membership is required for confirmation to induct a new General Member.

Section 2: General Membership

PBLM shall consist of legally identified male volunteer members, over the age of 21, whose aims coincide with the mission of PBLM as set forth in Article II Section 1.

Section 3: Privileges of Membership

Individual Members in good standing shall be entitled to the following privileges:

1. One (1) vote in all General Membership elections
2. Propose nominees for positions within the organization
3. Hold a position within the organization
4. Receive PBLM's official publications, emails and post
5. Access to Member's only content
6. The right to petition the Board of Directors for action
7. Other such privileges and/or benefits as may be determined by the Board of Directors

Section 4: Dues

To maintain status in "Good Standing" all General Members are expected to pay a membership fee upon induction as a Member and annually thereafter in accordance to established PBLM Policies and Procedures.

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Section 5: Attendance

Attendance by General Members of the organization is voluntary, however highly encouraged at all events and meetings.

Section 6: Removal of Members

Members may be removed from duties and obligations of the organization by 2/3 vote of the current Board of Directors for reasons for malfeasance, misfeasance, non-productivity, lack of dependability, willful misrepresentation or conduct unbecoming a member in accordance to established PBLM Policies and Procedures.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Eligibility

All Directors must be General Members and be in good standing with the organization.

Section 2: Election of New Director

In order to become a Director of PBLM, an individual must first attend two (2) consecutive regular organization events, one (1) board meeting and express an intent to commit to the organization.

Upon attendance at the second consecutive board meeting, the then current Board of Directors will vote on acceptance of the prospective Director.

Section 3: Director Term of Office

Directors shall serve a two (2) year term.

At the completion of the two year term, the existing Board of Director seat will become open for nominations.

If the then current sitting Director so chooses, they may nominate themselves for an additional term.

If a General Member wishes to nominate themselves for the open seat, they may do so at this time, in accordance with Article IV, Section 2.

A majority vote by the current Board of Directors will take place to fill the vacant seat.

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Exception: The seats of the original six (6) founding Directors shall remain in-force until such time that the Director resigns his position or is removed from office via Article III Section 6.

Section 4: Voting Privileges

Directors in good standing have voting privileges in accordance with all Policies and Procedures and the By-Laws.

Section 5: Number of Voting Directors

The number of voting Directors shall be limited to a minimum of seven (7) and a maximum of thirteen (13) persons.

Section 6: Board of Directors Composition

The Board of Directors shall consist of four (4) Officers: President, Vice President, Secretary and Treasurer; an appointed Sargent-At-Arms; and the remaining Directors will be Members At Large.

Section 6: Abstention

Any Director must abstain from any vote being taken which may affect their livelihood or directly affect other organizations in which that Director belongs.

Section 7: Disclosure

Directors shall disclose any actual or potential benefit, financial or otherwise, related to any transaction between PBLM and any third parties (including but not limited to vendors, contracted services, entertainment, etc.).

Failure to disclose such information may result in action pursuant to Article III Section 6.

Section 8: Former Directors

Former Directors in good standing with the organization may return in a Director capacity at the discretion of the Board of Directors.

Section 9: Attendance

Excessive tardiness, early departure or absence from events and meetings is not acceptable behavior.

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Abuse of said policy may result in disciplinary actions from the Board of Directors up to and including removal from position as a Director.

Upon accrual of three consecutive unexplained absences, a Director may be removed from their position by a majority vote from the Board of Directors.

A Director may appeal to the Officers if they feel the removal is unjust.

Upon agreement by a majority vote of the Officers, the Director may be reinstated to the Board of Directors.

Section 10: Exception

A Director in good standing, disabled by long-term illness, injury, family commitment, military or employment obligation may be carried on the roll continuously with the consent of the Board of Directors.

ARTICLE V – OFFICERS

Section 1: Eligibility

All Officers must be Directors, have a minimum of one (1) year of consecutive good standing membership with PBLM, must exhibit the basis skill set and knowledge of the position they are being nominated to and have no conflict of interest with regard to commercial employment whether existing or would exist subsequent to future election.

Section 2: Election of Officers

Officers shall be elected from the current Board of Directors on an annual basis at the normally held Annual Members Meeting during the month of May.

All records, assets, and property (virtual and physical) belonging to PBLM shall be returned at this time.

New officers will assume positions upon adjournment of the Annual Members Meeting.

Section 2 A: Seats

Officers of the organization shall consist of President, Vice President, Secretary and Treasurer.

Section 2 B: Nominations

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Nominations shall be made and seconded by a Director.

Section 2 C: Voting

A majority vote of the Board of Directors is required for confirmation.

Section 3: Officer Term of Office

Officers shall serve a one (1) year term.

Section 4: Officer Qualification Exception

In the event of no availability of persons to fill a vacant position of an Officer, a Director can become an Officer with less than one (1) year of being on the Board of Directors.

Section 5: Officer Vacancy

Upon the vacancy of an Officer position, any Director in good standing may petition the Board for a seat.

Section 6: Officer Replacement

A replacement Officer can be elected to serve/complete the remaining term of the newly vacant Officer seat.

Section 6 A: Officer Replacement Nominations

Nominations shall be made and seconded by a Director.

Section 6 B: Officer Replacement Voting

A majority vote of the Board of Directors is required for confirmation.

ARTICLE VI: MEETINGS

Section 1: Governing Tools

All Board of Directors meetings shall follow closely to Roberts Rules of Order.

All attendees are governed by the PBLM Policies and Procedures and the By-Laws.

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Section 2: Quorum

A quorum is required for all official organizational meetings of PBLM.

A quorum consists of greater than one half of all voting members.

Section 3: Board of Directors Meetings

Board of Directors meetings shall be held on the fourth (4th) Tuesday of the month, or as otherwise specified in previous Board of Directors meetings.

Time and location of the Board of Directors meeting will be set at the preceding meeting.

Section 4: Special Meetings

All active Directors must be notified of Special Meetings (as designated by the officers) in writing, by telephone or electronic mail.

All Directors must be notified at least 48 hours prior to the Special Meeting.

Special Meetings will be non-voting sessions only.

Section 5: Annual Business Meeting

The annual business meeting (for close of all financial transactions) shall be the March meeting to allow the Board of Directors to finalize any and all open income and assets for the previous fiscal year.

All financial obligations of PBLM shall be presented to the Board of Directors at this meeting for preparation of Tax Returns and Annual Report.

Section 6: Meetings

All regularly scheduled meetings of PBLM are open to all Members in good standing.

ARTICLE VII: EVENTS

All PBLM events, activities, educational, and social gatherings are open to general attendees.

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Exception: At the discretion of the Membership, events may be restricted or require an invitation for all non members.

ARTICLE VIII: ORGANIZATIONAL FUNDS

Section 1: Expenditures

All expenditures that have not been pre-approved by the Board of Directors shall be incurred by the Member on an out of pocket basis and be submitted through an expense report for approval and reimbursement.

Section 2: Reimbursement Request

All requests for reimbursement must be submitted on a PBLM approved expense report with original receipts and submitted to the Treasurer in a timely fashion for presentation to Board of Directors for approval.

Section 3: Disbursements

All PBLM funds shall be disbursed by check approved by two bank authorized officers and recorded by the Treasurer.

Section 4: General Funds

In no instance shall PBLM disburse or commit funds beyond those available in the current account(s).

ARTICLE IX: INDEMNIFICATION

The private property and/or assets of the Incorporators, Officers and/or Directors of the Corporation cannot be used for payment and/or remedies of the Corporation's debts in any event or to any extent whatsoever.

ARTICLE X: SEVERABILITY

If any portion of these By-Laws are found to be in direct conflict with, or contradict any other part of the By-Laws, or are found to be in conflict with State or Federal law, only those sections shall be deemed invalid.

ARTICLE XI: AMMENDMENTS

All By-Laws amendments must be proposed to the Board of Directors in writing.

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A proposed amendment to the By-Laws must be made known to the Board of Directors at least forty-eight (48) hours before a vote is called.

A 2/3 majority vote in any duly called meeting of the entire Board of Directors is required in person or by proxy to amend the By-Laws.

ARTICLE XII: DISSOLUTION

Either 3/4 of the Board of Directors or 1/4 of the General Membership in good standing may propose the dissolution of PBLM.

The decision to dissolve PBLM must be ratified by a 2/3 vote of the General Membership in good standing at a duly called meeting.

ARTICLE XIII: LIABILITIES AND ASSETS

Upon dissolution of PBLM, the Board of Directors shall pay or make provision for payment of all liabilities of PBLM.

All assets of PBLM shall be donated to organizations which are sympathetic to the Mission and Statement of Purpose of PBLM and are organized as a Not for Profit organization.

As adopted by the Board of Directors on July 28, 2015
