

**Bylaws of the
National Leather Association – San Antonio Chapter**

**BYLAWS OF THE
NATIONAL LEATHER ASSOCIATION – SAN ANTONIO CHAPTER**

PREAMBLE

This organization is a Chartered Chapter of NLA-International and subscribes to the same Statement of Purpose as NLA-International. It shall be a nonprofit, educational, social, political and charitable organization incorporated under the laws of the State of Texas.

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of this organization shall be **National Leather Association – San Antonio** also referred to herein as NLA-San Antonio or NLA-SA.

Section 2 – Purpose: The purpose of this organization is:

- A. To establish and maintain a communication, information, education, and support network for members of the Leather/BDSM/Fetish community in Texas.
- B. To promote, with power and pride, the right of all adults to engage in safe, sane, and consensual sexual expression, including support for the decriminalization of such acts between consenting adults.
- C. To facilitate political activism, visibility, and education aimed at the eradication of stereotypical beliefs, misconceptions, and media misrepresentations about the Leather/BDSM/Fetish family in the community at large.
- D. To provide, through our publications, educational materials, and conferences, a forum for the sharing of knowledge, viewpoints, and practices of a diverse network of people.
- E. To build, strengthen, and defend individuals, organizations, publications, and businesses within our community against threats to our freedom of expression, freedom of the press, the right of free association, and the right to equal protection under the law.
- F. To develop an outreach to all men, women, people of color, transgendered persons, the physically challenged, and all others who have traditionally been discriminated against or who are poorly represented within the Leather/BDSM/Fetish community.
- G. To facilitate fund-raising for deserving projects, organizations, defense funds, and charities that have given direct service to the Leather/BDSM/Fetish community.
- H. To preserve a record of our history, traditions, and culture.

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ARTICLE II – MEMBERSHIP

Section 1 – Eligibility for membership: Membership is open to any person eighteen (18) years old or older who supports the Statement of Purpose. Membership in NLA-International is required for membership in NLA-San Antonio.

Section 2 – Annual Dues: Members will pay annual chapter dues and/or assessments in an amount determined by the vote of the membership. A person not paying after the grace period described in the Policy and Procedures will lose his or her membership privileges until the account is current.

Section 3 – Membership records and Privacy:

- A. The records pertaining to membership will be maintained according to the Policies and Procedures Manual.
- B. With the exception of the Membership list that is sent to NLA-International quarterly for reconciliation with International's membership roster, membership in NLA-San Antonio is confidential and member's names will not be released, other than to officers of NLA-San Antonio, without the member's written approval.

Section 4 – Rights of members:

- A. Only current NLA-San Antonio members are eligible to make motions, vote, nominate members for office, hold office, and receive NLA-San Antonio publications free of charge.
- B. Members may indicate on business cards, stationery, and in advertising their membership in NLA-San Antonio, through use of the NLA-San Antonio logo and organization name.
- C. They may not present themselves as spokespersons for the association unless the Board of Directors, the Bylaws or a vote of the membership specifically authorizes them to do so.

Section 5 – Resignation and termination: Members may resign by submitting a letter to the NLA-San Antonio Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Membership may be terminated for any action deemed inconsistent with the purpose of NLA-San Antonio according to the process described in the Policy and Procedures Manual.

ARTICLE III – CONDUCT OF CHAPTER BUSINESS

Section 1 – Fiscal Year: The fiscal year shall begin on the first (1st) day of July and end on the thirtieth (30th) day of June.

Section 2 – Meetings and Notice:

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- A. A public meeting open to anyone of legal age will be conducted monthly at a time and place to be determined by the Board of Directors.
- B. Special meetings to address a single issue may be called by any two (2) members of the Board of Directors or by petition of twenty-five percent (25%) of the membership.
- C. Members will be notified by electronic mail of the time and place of all meetings at least one (1) week in advance. If possible, members will be notified of the time and place of special meetings at least thirty-six (36) hours in advance.

Section 3 — Quorum: For Board of Directors meetings, a quorum, consisting of two-thirds (2/3) of the Board of Directors, will be necessary to conduct all BoD meetings. For general meetings, a quorum shall be twenty-five percent (25%) of membership plus two (2) BoD members. At either meeting, a quorum is required for:

- A. Amendments to the Bylaws.
- B. Amendments to the Policies and Procedures Manual.
- C. Election of Officers and Committee Chairpersons.
- D. Unless specified elsewhere, issues will require a simple majority of members voting. Abstentions will be noted.
- E. This does not apply to any vote requiring a two-thirds (2/3) majority for approval of entire Membership in attendance.

Section 4 — Agenda: The Board of Directors or the Co-Chairs will determine the agenda of all meetings.

Section 5 — Minutes: Minutes of all meetings will be made available for referral to any member who might request them from an Board of Directors member.

Section 6 — Roberts Rules of Order: Unless specified otherwise in these Bylaws, meetings will be conducted according to “Roberts Rules of Order,” current revised edition.

Section 7 — Sensitive Issues: At any meeting, guests may be asked to leave the room during discussion and voting on sensitive issues. A request that an issue be declared sensitive does not require a second. The issue will be debated and voted on before any other business is conducted.

ARTICLE IV –BOARD OF DIRECTORS AND OFFICERS

Section 1 — OFFICERS: The Board of Directors shall serve as the officers of NLA-SA under Texas Business Organization Code. Member-at-large positions that may be added to the Board of

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Directors are not included as officers of the corporation.

Section 2 – BOARD OF DIRECTORS role, composition and compensation:

- A. NLA-San Antonio shall be governed by these Bylaws and the Policies and Procedures Manual under the leadership of a Board of Directors (BoD).
- B. The Board of Directors shall consist of two (2) Co-Chairs (with gender parity observed when possible), a Secretary, a Treasurer and a Member Representative.
 - 1. Co-Chairs: The Co-Chairs shall be the chief executive officers and shall preside at all meetings of the Board of Directors.
 - 2. Secretary: The Secretary shall give notice of all meetings of the Board of Directors, shall keep an accurate list of the Board of Directors members, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors meetings.
 - 3. Treasurer: The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by Board of Directors, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors.
 - 4. Member Representative: The Member Representative shall act as the voice of the membership and shall undertake and/or assist with any special projects or other tasks determined by the Board of Directors or requested by the membership and approved by the Board of Directors.
- C. The Board of Directors receives no compensation other than reasonable expenses that are authorized in the Policies and Procedures Manual.

Section 3 – Members-at-large: Should NLA-SA increase in membership to 75 members, the Board of Directors shall expand to include two (2) Members-at-large positions. The Members-at-large positions shall serve staggered terms. In the event that the membership drop below 75, the current Members-at-large will serve out their term of the most recently elected Member-at-large.

Section 4 – Terms: The Board of Directors will be elected by the membership for two (2)-year terms. Board members will serve staggered terms.

- A. Co-Chair 1, the Secretary, the Member Representative and Member-at-large 1 will be elected in even numbered years.
- B. Co-Chair 2, the Treasurer and Member-at-large 2 will be elected in odd numbered years.

Section 5 – Elections: Nominations for office will be accepted at the public meetings in April and May. Elections will be held at the public meeting in June. To qualify as a nominee seeking

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the office of Co-Chair one must have been a member in good standing of the chapter for at least six (6) months prior to the month nominated. The newly elected officers will assume office on the first (1st) day of July.

Section 6 – Meetings:

- A. The Board of Directors will meet at least once monthly at an agreed upon time and place as announced via e-mail, except in December. An official BoD meeting requires that each BoD member have written notice at least two weeks in advance.
- B. Meetings of the Board of Directors are open to all members and invited guests having business with NLA-San Antonio. The Board of Directors may limit participation of visitors.
- C. All motions approved by the Board of Directors must be recorded in the minutes and reported at the next General Meeting.

Section 7 – Vacancies: Should an office become vacant six (6) or more months before the expiration of its term, nominations and elections to fill the unexpired term will be made at the next general meeting. If less than six (6) months of the term remain, the BoD may appoint an acting replacement.

Section 8 – Resignation or Removal: Any member of the Board of Directors may resign by submitting a written resignation to the Board of Directors. Any member of the Board of Directors may be removed from office by a three-fourths (3/4) majority of the members for behavior inconsistent with the statement of purpose of NLA-I and NLA-San Antonio, or for failure to discharge the duties of the office. Procedures will be in accordance with the Policies and Procedures Manual.

ARTICLE V – COMMITTEES

Section 1 – Committee Governance: All Committees and Chairpersons shall be subject to the Bylaws and Policies and Procedures of NLA-SA including qualifications, voting, and removal. All members of the Board of Directors are eligible to serve as committee Chairpersons. Any member of NLA-SA, including BoD members, may hold multiple Chairperson positions.

Section 2 – Advisory Committee: The Board of Directors will be assisted by an Advisory Committee. The Advisory committee shall consist of the Chairperson from each standing and ad-hoc committee and the Chapter Representative to NLA-International. The Chapter Representative and all Standing Committee Chairpersons shall be elected by the general membership during the annual election cycle. Nominations and elections will take place alongside the election of the Board of Directors.

- A. Standing committee Chairpersons will have a term of two years and are elected by the membership in even numbered years.

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- B. The Chapter Representative will have a term of two years and be elected by the membership in odd numbered years.

Section 3 – Standing Committees: The standing committees' responsibilities are specified in the Policies and Procedures Manual. The standing committees are:

- A. Education Committee
- B. Communication Committee
- C. Social Committee
- D. Membership Committee
- E. Annual Event Committee

Section 4 – Ad-Hoc Committees: The Board of Directors may establish or dissolve any and all ad-hoc committees deemed appropriate at any time.

- A. Ad-Hoc Committee Chairs shall be appointed by the Board of Directors, and serve on a voluntary basis until such time as the chairperson is removed by a majority vote of, or the committee is dissolved by, the Board of Directors.

Section 5 – Committee membership: Committee membership shall be open to any current member in good standing of NLA-San Antonio on a voluntary basis, and at the discretion of the specific committee chair. Committee membership shall have no specified term limit. Committee members may resign by written or verbal notice to the specific committee chairperson.

ARTICLE VI – CONFLICT OF INTEREST

Section 1 – Conflict of Interest: Whenever a member of the BoD has a financial or personal interest in any matter coming before the BoD, the BoD shall ensure that:

- A. The interest of such person is fully disclosed to the BoD.
- B. No interested person may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the BoD or general membership at which such matter is voted upon.
- C. Any transaction in which a member has a financial or personal interest shall be duly approved by members of the BoD not so interested or connected as being in the best interests of the organization.
- D. Payments to the interested person shall be reasonable and shall not exceed fair market value.

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- E. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE VII – AMENDMENT PROCEDURES

Section 1 – Amendments: Proposed amendment(s) and/or revision(s) of the Bylaws will be filed with the Board of Directors and presented at two (2) consecutive general meetings. These will be published to the membership a minimum of thirty (30) days prior to voting. Amendment(s) and/or revision(s) of the Bylaws require the approval of two-thirds (2/3) of members voting at a general meeting

Section 2 – NLA-I approval: NLA-International must approve all P&P and Bylaw changes prior to the Membership voting.

ARTICLE VIII – DISSOLUTION PROCEDURES

Section 1 – Dissolution:

- A. Dissolution of the Chapter shall be by two-thirds (2/3) vote of the general membership attending a general meeting. All archives must go to NLA-International and The Leather Archives & Museum.
- B. Payment or provision of payment of all liabilities of the chapter shall be made prior to any dissolution of the chapter.
- C. Disposal of all assets will be made in such a manner as to comply with any and all State and Federal statutes and regulations.
- D. Where possible, transfer of any assets shall be made to other not for profit organizations whose purpose is sympathetic to the NLA-San Antonio Statement of Purpose.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on

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Secretary

Date