

# 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, 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.

## 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.

- A.** Any eligible person who has paid their initial dues or has renewed dues in accordance with Article II Section 2 is considered a member in good standing.

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**Article II continued:**

**Section 2 – Annual Dues:** Members will pay annual chapter dues and/or assessments in an amount determined by a vote of the membership. New members may pay their initial dues at any time and may be prorated as established by the Policies and Procedures Manual. Dues for renewing members are to be paid to the treasurer by the beginning of our fiscal year, July 1<sup>st</sup>.

**A. Grace periods:**

**1. General members:**

- a) A member who has not paid dues before Sept 1<sup>st</sup> of the fiscal year shall have their privileges and rights as members suspended until their account is made current.
- b) A member who has not paid dues before January 1<sup>st</sup> of the fiscal year shall have their membership terminated for that fiscal year.

**2. Members holding elected positions:**

- a) Any member holding an elected position with NLA-SA who has not paid dues by July 1<sup>st</sup> of the fiscal year shall be suspended from the duties of their office beginning on July 2<sup>nd</sup> of the fiscal year.
- b) Any member holding an elected position with NLA-SA who has not paid dues by Sept 1<sup>st</sup> of the fiscal year shall be removed from office and that office will be declared vacant. The non-paying member will then become a general member and will be subject to the grace period rules of the general membership.

**B. Waiver of dues:**

**1. Hardship:** Any member who experiences financial hardship may apply to the Board of Directors through the Membership Representative to have their annual dues waived for the next fiscal year.

**2. Military Deployment:** If any member is deployed for military service, their dues for the next fiscal year shall automatically be waived. This waiver will continue for the duration of the member's military deployment.

**Section 3 – Membership records and Privacy:**

**A.** The records pertaining to membership will be maintained according to the Policies and Procedures Manual.

**B.** Membership in NLA-San Antonio is confidential. Member information is shared only with the chapter officers and NLA-International (to reconcile our membership roster). Member records may also be shared for legal reasons or requirements. No member's personal information will be shared otherwise without that member's written authorization.

**C.** The Secretary shall maintain a mailing list of all members who wish to be included. The Membership Committee will create an application form for members to request to be included in the mailing list. Only information freely given in the application form will be included in the mailing list. The mailing list will be made available to all members in good standing.

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**Article II continued:**

***Section 4 — Rights of members:***

- A. Only members in good standing of this chapter are eligible to make motions, vote, nominate members for office, hold office, and receive NLA-San Antonio publications free of charge.
- B. Members in good standing may indicate their membership in NLA-San Antonio in any media, print or electronic, through use of the NLA-San Antonio logo and/or name of the organization.
- C. Members may not present themselves as spokespersons for the organization 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 or NLA-International 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 (1<sup>st</sup>) day of July and end on the thirtieth (30<sup>th</sup>) day of June.

***Section 2 — Meetings and Notice:***

- 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 a petition of twenty-five percent (25%) of the membership.
- C. The Media Committee, under the direction of the BoD, shall maintain a website and a minimum of one account with an approved electronic messaging service to serve as the chapter's primary means of communication with chapter members. A regular calendar of meetings will be maintained on the chapter website and announcements of General, Board of Director, and special meetings shall be made through the authorized electronic messaging services operated by the chapter. 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.

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### **Article III continued:**

**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 any 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.

### **Section 8 — Voting:**

- A.** Voting at regular meetings must be done in person unless the member is absent due to military duty, serious illness/injury, or individual work schedule. In such cases, a proxy vote may be made on their behalf by another member in good standing. Unless specified elsewhere, issues will require a simple majority of members present voting. Abstentions will be noted.
- B.** Except for Article III, Section 8(A), voting for the election of any member of the BoD shall only be done in person.
- C.** Except for Article III, Section 8(B), voting may also be done at the discretion of the BoD between regular meetings using a poll in any BoD approved chat program with the results being added to the minutes of the next General Meeting by the secretary.

## **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 Directors are not included as officers of the corporation. Only members in good standing are eligible to hold office as a member of the Board of Directors.

### **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 diversity observed when possible), a Secretary, a Treasurer, and a Member Representative. At no time shall a member of the Board of Directors be in a domestic/romantic relationship with another member of the Board of Directors.

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**Article IV Section 2 continued:**

- C. Co-Chairs:** The Co-Chairs shall be the chief executive officers and shall preside at all meetings of the Board of Directors.
- D. 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.
- E. 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.
- F. 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.
- G.** 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 – Spokespersons:** The Co-Chairs are the only official spokespersons for NLA-SA. However, either co-chair may appoint a designated spokesperson for a specific matter.

**Section 5 – Terms of office:** 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.
- C.** No member of NLA-SA shall serve as a Co-Chair for more than two (2) full terms. A member who has been elected to serve for the remainder of the term of a vacated Co-Chair position may still serve two (2) full terms in addition to the partial term the member was elected to fill.

**Section 6 – Elections:** Nominations for office shall be opened at the general meeting in April and will close at the beginning of the general meeting in June. Any member may nominate a member in good standing in person at a general meeting or by using any electronic messaging service authorized in Article II, Section 2C. Nominees must accept the nomination before the election to be eligible. Elections will be held at the general meeting in June. To qualify as a nominee seeking 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 (1<sup>st</sup>) day of July.

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**Article IV continued:**

**Section 7 – 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 in good standing 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 8 – 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 9 – 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.

- A.** If an elected Co-Chair resigns their office, that member shall be disqualified from holding any office in NLA-SA for 5 years.
- B.** If an elected Secretary, Treasurer, Member Representative, or Member-at-large resigns from their position, that member shall be disqualified from holding any office again for a period of 3 years.
- C.** Any officer who resigns because of military deployment, a serious illness or injury, or due to being forced to move from San Antonio for employment purposes shall be exempt from this ruling.
- D.** Any officer removed from office by a vote of the membership shall be disqualified from holding any office for a period of 5 years.

**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 in good standing of NLA-SA, including BoD members, may hold multiple Chairperson positions.

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**Article V continued:**

**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.
- 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:**

- A. Education Committee:** Will establish educational classes and will manage and co-ordinate speakers to lead those classes. These classes can be part of the monthly general meetings or happen at a separate time and venue.
- B. Media Committee:** Will manage and co-ordinate all communications with outside entities. Those entities include, but are not limited to, media outlets, other organizations and clubs, advertising resources, interested individuals. This will include all communications regardless of media or format, including, but not limited to, print, internet, social media, or telecommunications. This committee will also be responsible for handling the distribution of chapter newsletters or informational emails. The chapter website shall also fall under the responsibility of the Communication Committee
- C. Social Committee:** Will create and manage social gatherings for members of the chapter. These gatherings can be held in conjunction with the monthly general meetings or at a separate time and venue.
- D. Membership Committee:** Will be responsible for working with the Membership Representative on the Board of Directors to facilitate making ideas, concerns, complaints, and suggestions of the chapter member known to the Board of Directors. This committee will also work to organize, facilitate, and co-ordinate community outreach to encourage the growth of chapter membership.
- E. Annual Event Committee:** Will be responsible for the development of the chapter annual event as mandated by the chapter agreement with NLA-International. This will include creation, organization, and coordination of all logistical needs for this event to be successful.

**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 resigns, is removed by a majority vote of the Board of Directors, or the committee is dissolved by the Board of Directors.

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**Article V continued:**

**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.
- 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, special meetings, or a combination thereof. 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.



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**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 membership by a two-thirds majority vote on

\_\_\_\_\_.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date