

# DENVER BOYS OF LEATHER



## BY-LAWS

Founded March 1, 2006

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# I. CREATION, MISSION, AND PURPOSE

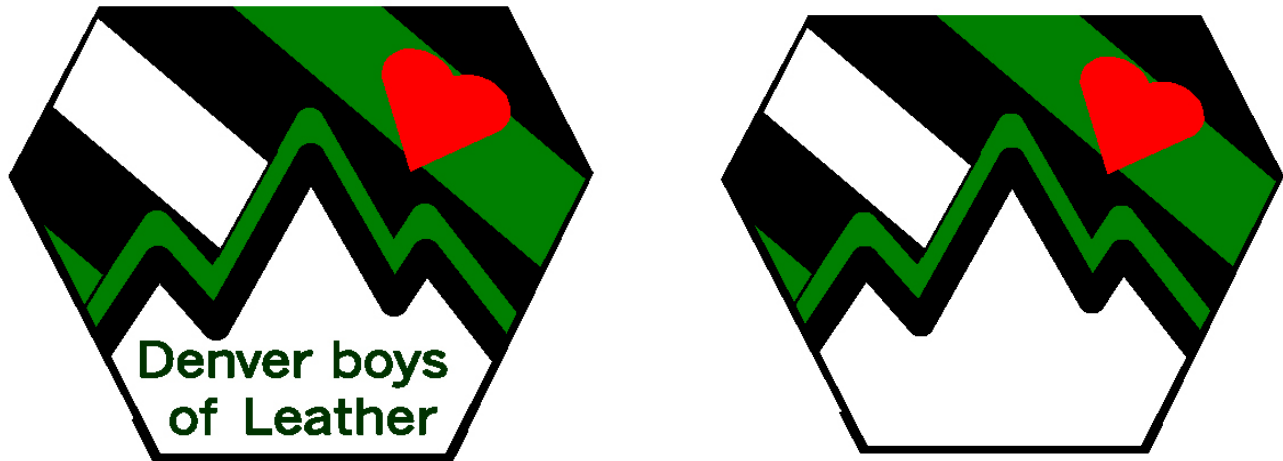
## 1. NAME

The name of the organization shall be *Denver boys of Leather*.

## 2. EMBLEMS

### A. Logo

The logo of the Denver boys of Leather is as follows:



### B. Colors

The colors of the club are the graphical representation of the club's logo on any article of clothing, flag or banner.

## 3. OWNERSHIP

The ownership, copyright, and trademark of the name, logo and colors of the Denver boys of Leather are the sole property of the organization. Use of said club property is governed by the Club Member's Handbook.

## 4. MISSION

The mission of the Denver boys of Leather is to provide leatherboys a forum to have fun, learn, educate, socialize, contribute, and support each other and their community.

## 5. PURPOSE

The Denver boys of Leather is a group of self-identified leatherboys. The term *leatherboy* is defined as broadly as possible with the intent of being inclusive, and *boy* not being based on sex, gender, sexual orientation, age, or appearance. Our purpose is to gather in brotherhood and boyhood, supporting our members and our community with respect and integrity.

## II. MEMBERSHIP

### 1. AGE

No member shall be under the age of twenty-one years (21) except for associate members who may be no younger than eighteen (18) years.

### 2. CATEGORIES

#### **A. Applicant**

Any individual who identifies as a leatherboy may apply to the brotherhood by completing a membership application. That applicant must be sponsored by at least one (1) brother, alumnus or life brother.

#### **B. Probationary**

Applicants may be accepted into probationary status by the approval of a majority of brothers in good standing in attendance of any business meeting. Probationary members must:

- subscribe to the mission and purpose of the club;
- attend and participate in no less than fifty (50) percent of all designated functions during the probationary period;
- attend and participate in all educational meetings called by the President or assigned designee unless excused in advance.

The probationary period shall be no less than four (4) months. The brotherhood may rescind probationary membership at any time by majority vote of brothers in good standing in attendance of any business meeting.

Probationary members may petition the Membership Committee to become brothers at the successful completion of their probationary period. Upon petition, the president may extend an invitation to become a brother to the probationary member with the approval of a majority of all brothers in good standing.

#### **C. Brother**

##### **i) Rights and responsibilities**

Brothers represent the heart of the organization. Each brother holds all of the rights and responsibilities of membership, including the right or responsibility to:

- display and respect club colors;
- attend a majority of designated functions;
- embody the spirit of the club at community events;
- recruit and select members;
- serve as and to elect officers;
- chair and serve on committees;
- attend meetings and events closed to non-brothers;
- attend all business meetings called by the President;
- vote on club business;

- pay dues.

Brothers must remain in good standing in order to enjoy these rights.

Brothers who cannot fulfill these responsibilities may elect to become associate members. Should said member petition for reinstatement, said member will be reinstated as a brother after ninety (90) days with a majority vote of all brothers in good standing.

## **ii) Revocation**

The brotherhood may revoke the membership of any brother for just cause. To impeach a brother, any other brother may petition the Executive Board outlining reasons for expulsion. The President will notify the brother of the petition and shall call a hearing of the Executive Board within thirty (30) days and will provide at least fourteen (14) days notice of the hearing.

The Executive Board must impeach the brother by a majority of no less than sixty (60) percent, and shall then present the charges to the membership. The President shall call a special meeting of the membership within thirty (30) days. At said meeting, the brother is expelled should two-thirds of all members in good standing find just cause.

Additionally, any brother who fails to pay their financial obligations to the club for a period of six (6) months without redress from the Executive Board is automatically removed from membership rolls with no further action from the club.

## **D. Associate**

An Associate member is any individual who is approved by a majority of brothers in good standing in attendance of any business meeting. An Associate member is, in general, a friend and supporter of the club and must attend one designated function of the club annually. An Associate member whose primary residence is outside the boundaries of the state of Colorado is exempt from the requirement to attend one designated function of the club annually. The brotherhood may rescind associate membership at any time by majority vote of brothers in good standing at any business meeting.

Additionally, any associate member who fails to pay their financial obligations to the club for a period of six (6) months without redress from the Executive Board is automatically removed from membership rolls with no further action from the club.

Associate members who were previously brothers may petition the brotherhood for reinstatement without prejudice or probationary period, in accordance with Article II, Section 2, Subsection C, paragraph 3.

## **E. Emeritus Member**

Brothers who remain in good standing for no less than five (5) years may elect to become Emeritus Members. Emeritus Members retain all rights and responsibilities, excepting the right to serve as and to elect officers; and the right to vote on club business. Emeritus Members are expected to remain active, and attend no fewer than one (1) designated club function annually.

Emeritus membership may be revoked by the same procedure outlined for brothers in Article II, Section 2, Subsection C, Number ii.

## **F. Life Member**

Brothers who maintain membership for no less than ten (10) years as a brother in good standing, and; who have served no fewer than two (2) years as an officer, may be selected by their peers for Life Brotherhood. Life Brotherhood recognizes members whose longevity, participation, and brotherhood have been instrumental in the history of the club. Any brother may sponsor a brother for said honor and present said sponsorship at the annual meeting. Life brothers may only be selected at the annual meeting, and must be selected by sixty (60) percent of all members in good standing.

Life brothers continue to enjoy all the rights and responsibilities of membership, however they are exempt from paying dues.

Life membership may be revoked by the same procedure outlined for brothers in Article II, Section 2, Subsection C, Number ii.

## **G. Honorary Member**

The brotherhood may select individuals from the community who have supported the club, its ideals, mission and purpose, to receive honorary membership. The club may extend no more than one (1) honorary membership per year. Honorary members are nominated by the Executive Board on the advice of any member. Honorary members must be selected by (60) percent of all brothers in good standing at the annual meeting.

Honorary members enjoy the following privileges to:

- display and respect club colors;
- recruit members;
- serve on committees;
- attend meetings and events closed to non-brothers.

Honorary members are exempt from paying dues in recognition of their service to the club and the community.

Honorary membership may be revoked by the same procedure outlined for members in Article II, Section 2, Subsection C, Number ii.

## **H. Brothers-In-Spirit**

All members in good standing, regardless of their class of membership, may, at time of their death, be made Brothers-In-Spirit. Their names shall be carried on the roster by the Secretary and shall be honored by the members of the Denver boys of Leather as they see fit.

## **I. Founding Member**

Founding Members are restricted to the initial directors of the corporation as listed in Article V, of the initial Articles of Incorporation of the Denver boys of Leather, Inc. filed with the Secretary of State of Colorado on February 28, 2006. Founding members carry all rights and privileges of Life Members, and additionally may wear a "Founder" patch approved by the Executive Board.

# **3. GOOD STANDING**

A member is considered to be in good standing if that member has:

- paid all dues and monies owed the club within sixty (60) days of notification;
- attended sufficient club functions per their membership category.

Additionally, brothers may not miss more than two (2) consecutive business meetings without receiving an exception from the Executive Board. The Executive Board may make exceptions for hardship at the request of the member.

## 4. NON-DISCRIMINATION

The Denver boys of Leather does not discriminate in the selection of members and the attendance at functions based upon race, creed, age, religion, gender, national origin, disability, or sexual orientation; unless otherwise noted elsewhere in these by-laws or restricted by law.

# III. ORGANIZATION

## 1. GENERAL MEMBERSHIP MEETINGS

The Denver boys of Leather will meet for the purpose of doing business at least once per year. The President shall notify the membership no less than thirty (30) days prior to the annual meeting. The President may also call additional meetings for the purpose of conducting business at any time with seven (7) days notice to the membership.

Quorum shall be established as a majority of the brothers in good standing. If no quorum is reached, the President may not call the meeting to order.

## 2. OFFICERS AND EXECUTIVE BOARD

The Executive Board shall consist of the President, Vice President, Treasurer, Secretary and Sergeant-At-Arms. No officer may hold more than one elected office.

The President must be a brother for at least one (1) year prior to the start of their term and be in good standing. All other officers must be brothers for at least six (6) months prior to the start of their terms, and be in good standing.

All terms end the last day of February each year. If the annual meeting has not yet been called, officer terms will automatically be extended until such meeting may be held. No member shall serve in the same office for more than three (3) consecutive annual terms.

### A. Elections

Nominations shall be open to the brothers for not less than one month prior to the annual meeting. The President must close nominations prior to the start of the election of officers during the annual meeting. A member may be nominated for more than one office, and may nominate himself. Each nomination requires a second.

All officers of the organization shall be elected annually by the brotherhood at the annual meeting. Voting shall be by secret ballot, and each brother in good standing is permitted one vote per office. Any member in good standing who cannot attend may designate a proxy in writing to the Secretary in advance of the meeting. The Secretary will also hold the responsibility of tallying the votes.

The election shall start with President. If no candidate for President receives a majority in the first round of voting, the top-two candidates will face each other in a second round. In the case of a three-way tie, all three tied candidates will proceed to the second round of voting. If there is still a tie after the second round, the current Executive Board will meet and select the President-elect.

Following the election of the President, the Vice President, Secretary, Treasurer and Sergeant-at-Arms shall in turn be elected. The brother with the most votes for office will be selected. In case of a tie, the President-elect shall choose from the tied candidates.

Each office shall be tallied individually so that a person elected to one office may be removed from running for subsequent offices.

## **B. Meetings**

The President shall convene the Executive Board at least once within sixty (60) days following the annual meeting, and at other times as necessary. The Executive Board may adopt such rules and regulations for the conduct of their meetings and the management of this organization as they deem proper, so long as they are not inconsistent with these by-laws, the laws of the state of Colorado, and federal law.

All brothers may attend Executive Board meetings. For these meetings, quorum consists of two-thirds of the officers, and only officers may vote. If a quorum is not present at any meeting of the Executive Board, those present shall adjourn the meeting until a quorum is present.

Whenever by statute or the provisions of these by-laws, the Executive Board is authorized to take any action after notice, such notice may be waived, in writing, before the holding of the meeting, by persons entitled to such notice.

## **C. Vacancies**

Vacancies on the Executive Board occurring between annual meetings shall be filled for the un-expired portion of the term by the brothers in accordance with election provisions in Article III, Section 2, Subsection A at a specified meeting duly called for that purpose within sixty (60) days of the vacancy. The President may fill vacant positions until such meeting can be called. Should the position of President become vacant, the Vice President shall assume the duties of President until a special meeting may be called.

The brotherhood may elect to leave the position of Sergeant-at-Arms unfilled.

## **D. Removal**

The brotherhood may remove an officer for due cause. To impeach an officer, any brother may petition the Executive Board outlining reasons for removal. The President will notify the officer of the petition and shall call a hearing before the Executive Board within thirty (30) days, giving at least fourteen (14) days notice of said hearing. The Executive Board must impeach the officer by a majority of no less than sixty (60) percent, and shall then present the charges to the membership. The President shall call a special meeting of the brothers within thirty (30) days, giving at least fourteen (14) days notice. At that meeting, the officer will be removed should two-thirds of all brothers in good standing find just cause.

Should petition be brought against the President, that petition shall be submitted to the Vice President and the Secretary. They shall together call the Executive Board to order, and the Vice President will

fulfill the duties of President until the President is either removed or cleared.

## **E. Duties In General**

The officers of the Executive Board shall have control and general management of the affairs and business of the organization.

The Executive Board will, by majority vote, designate all required and optional club functions.

## **F. Duties Of Officers**

### **i) President**

The President shall call regular and special meetings of the members, and of the Executive Board, in accordance with these by-laws; and shall chair said meetings. The President shall set the agenda for all meetings.

The President shall represent the club for all external meetings, committees and functions where the presence of the club is requested or required; but may, with the consent of the Executive Board, designate other brothers as the representative.

The President shall ensure the books, reports, and statements required by statute are properly kept, made, and filed according to law. At the annual meeting, the President shall present a report of the club's standing.

The President shall, with the consent of the Executive Board, make any contracts and agreements on behalf of the club.

### **ii) Vice President**

The Vice President shall serve in the absence or incapacity of the President and exercise their official duties and responsibilities as outlined in these by-laws.

The Vice President shall serve as chairperson of all internal committees formed by the Executive Board; unless another brother is designated.

The Vice President shall be responsible for the development and maintenance of the inventory of club property not related to membership materials.

### **iii) Secretary**

The Secretary shall keep minutes of all club business meetings and of Executive Board meetings. The Secretary shall distribute minutes of all meetings to brothers within thirty (30) days of the close of the meeting. The Secretary shall also provide all brothers a copy of any meeting agenda prior to said meeting.

The Secretary shall maintain a roster of all members. The Secretary will keep a record of attendance at all club events, and will keep the "good standing" roster.

The Secretary shall be responsible for storage and tracking of all membership materials such as patches and pins.

The Secretary shall send and receive all correspondence on behalf of the club.

#### **iv) Treasurer**

The Treasurer shall maintain and develop the budget, and shall provide, at any brother's request, an accounting of all or part of said budget.

The Treasurer shall maintain all financial records, and prepare reports as required by the Executive Board and by law. The Treasurer shall present annually, an accounting of the prior year's finances to the brothers.

The Treasurer shall assess dues and other financial obligations authorized by the Executive Board and the brothers, and shall collect said assessments. The Treasurer will provide the Secretary monthly with a list of brothers and members whose balances are more than thirty (30) days past-due.

#### **v) Sergeant-At-Arms**

The Sergeant-at-Arms shall maintain rule and order at all meetings of the club.

The Sergeant-at-Arms shall chair the Membership Committee, and shall serve as the single point of contact for prospective and probationary members.

The Sergeant-at-Arms shall develop and organize educational events for prospective and probationary members.

The Sergeant-at-Arms shall receive all applications for membership on behalf of the club.

Should the office of Sergeant-at-Arms be left vacant for any reason, the Executive Board shall appoint any brother in good standing to assume said duties.

### **G. Bond**

The Treasurer shall, if required by the Executive Board, give to the organization such security for the faithful discharge of their duties as the officers of the Executive Board may direct. If the Treasurer is unable or unwilling to be bonded, the brother will be removed from office without a vote.

### **H. Compensation**

No compensation for services shall be paid to any of the officers of the organization.

## **3. COMMITTEES**

### **A. Membership Committee**

The Membership Committee shall be made up of the Vice President, the Sergeant-at-Arms, and up-to three (3) brothers designated by the Executive Board; and shall be chaired by the Sergeant-at-Arms.

The Membership Committee shall organize recruiting events to increase and retain the membership of the club. The Membership Committee will also create marketing materials for the community in the interest of educating prospective members and the community as a whole.

The Membership Committee shall review all applications for membership; and make recommendation to the brotherhood based on said applications.

The Membership Committee will orient all new members to the club.

The Membership Committee will develop and maintain the Executive Board Approved Membership Handbook, and will present each new member with their copy.

## **B. Standing And Ad-Hoc Committees**

The Executive Board may, on occasion, designate special and standing committees, and delegate its powers to said committee.

## **4. BUDGET AND FISCAL YEAR**

The fiscal year shall run from January 1 to December 31. The Executive Board shall submit an annual budget to the brotherhood for their approval prior to the start of the fiscal year.

Any brother who holds responsibility over a portion of the budget, may, at their discretion, spend that appropriation in good faith, with no further approval from the club or the Executive Board.

## **IV. BILLS & NOTES**

### **1. DRAFTS**

All bills payable, notes, checks, drafts and other paper negotiable instruments of the Denver boys of Leather shall be made in the name of the organization, Denver boys of Leather. Any draft for more than Fifty (\$50) Dollars shall be approved by the Executive Board.

### **2. ELECTRONIC TRANSACTIONS**

The Executive Board may decide to establish a secondary account to which debit cards and other forms of electronic payment may be attached. After the passing of the annual budget, the Treasurer may deposit up to but not to exceed twenty-five (25) percent of the annually budgeted expenses into the secondary account at the start of each fiscal quarter. Should the Executive Board endeavor to spend more than twenty-five (25) percent of the annual budget in one quarter, it may authorize the treasurer to transfer additional monies into the account provided the expenditures have been previously approved by the club by budget or appropriation.

The officers are empowered to spend any amount of money up to but not exceeding their annually budgeted amount. Each officer shall furnish receipts and a summary of all expenditures to the treasurer for the month by the fifteenth (15th) day of the following month. The treasurer is also authorized to, by electronic bill payment, pay those bills for which the club has been duly invoiced, and for which the budget accounts.

Should an officer overspend their budget, or the Executive Board reject a transaction, said officer shall be obligated to reimburse the club for the amount of the disallowed expense immediately, unless the Executive Board makes provisions otherwise.

Prior to an officer's departure from office, they must reconcile all of their activity with the incoming Treasurer no later than ninety (90) days after leaving office or be held liable for monies spent in their name. Additionally, each officer who does not submit an accounting of their expenses within ninety (90) days of the end of the fiscal year will be obligated to reimburse the club for any monies spent.

### 3. DEBTS AND CONTRACTS

No officer or agent of the Denver boys of Leather, either singly or jointly with others, shall have the power to make any bills payable, notes, checks, drafts, or other negotiable instruments or cause to be contracted any debt or liability in the name of or on behalf of the organization, except as herein expressly prescribed and provided.

### 4. SUSPENSION OF PRIVILEGES

The Executive Board or the club in committee-of-the-whole may, without cause, withhold the privileges in this article from any member of the Executive Board at any time.

## V. RATIFICATION AND AMENDMENTS

### 1. RATIFICATION

The ratification of a majority of all brothers with active membership as of March 1, 2006 shall be sufficient for the establishment of these by-laws.

Upon ratification, these by-laws shall supercede any and all previously written by-laws of this organization. The President shall cause the club to be in compliance with all provisions of these bylaws within ninety (90) days; except that the ratification of these by-laws shall not cause current officers to be removed from office, discharged from their duties, or change the expiration date of their terms.

### 2. AMENDMENTS

Any brother may propose amendments to these by-laws at any time. Amendments must be submitted in writing 30 days prior to the next general business meeting. The Executive Board shall review all proposals received no later than thirty (30) days prior to the next general business meeting.

All proposed amendments that receive approval of sixty (60) percent of the Executive Board shall be submitted to the brotherhood in writing for a vote at the next general business meeting. Notice shall be issued no later than 14 days prior to said meeting. The brothers will cause these by-laws to be amended by a majority vote of all brothers in good standing.

Should the Denver boys of Leather be required by law to amend these bylaws, the President may call a special meeting to cause these bylaws to be amended under the procedure outlined above.

## VI. DISSOLUTION

Upon dissolution of the Denver boys of Leather, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purpose of the organization in such manner, or to such organization(s) maintained and operated for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) and/or section 501(c)(7) of the Internal Revenue Code or the corresponding future amendments thereto, as the Executive Board shall determine at a special meeting of all the brothers duly called for the purpose.

## VII. GENERAL PROVISIONS

## 1. NOT FOR PROFIT

The organization shall be without capital stock and will not operate for profit.

## 2. FIXED ADDRESS

Upon motion duly made and carried, the principal office of the organization is fixed at 277 Broadway, #314, Denver, CO 80203, or at such other place as the Executive Board may from time to time determine.

## 3. RULES OF ORDER

Whenever these bylaws fail to provide guidance to the President or to the Executive Board on how to act, the President shall look to Robert's Rules of Order for guidance and be bound by its provisions.

## 4. MEMBERSHIP HANDBOOK

The Club shall have the power to adopt, and from time to time amend, such rules pertaining to the purposes, activities, and affairs of the Club as it deems necessary and desirable, provided that such rules and regulations do not conflict with any provisions of law, or the bylaws of the Club. Such rules and regulations shall be known and designated in the Denver boys of Leather Membership Handbook.