

By-Laws

for

The Palm Springs Leather Order Of The Desert

PSLOD

APPROVED

MAY 6, 2009

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Article I: Name

The name of the organization shall be the PALM SPRINGS LEATHER ORDER OF THE DESERT (PSLOD also referred to as the ORDER).

Article II: Mission

The organization shall be formed for the following purposes:

- 1) To provide a source of communication and information for compatible and like-minded individuals involved in or actively pursuing an interest in the Leather/SM/Fetish lifestyle.
- 2) To provide a safe atmosphere for growth and support of the Leather/SM/Fetish lifestyle for its the members while nourishing a sense of sister/brother hood and camaraderie within the organization and the community.
- 3) To provide personal support, and interact with other organizations, our Leather/SM/Fetish colleagues, and the community in a manner evidenced by each individual's adherence to the PSLOD Code of Conduct.
- 4) To provide information to members and the community on the varied safe/sane/consensual expressions of the Leather/SM/Fetish lifestyle.
- 5) To provide information regarding the Leather/SM/Fetish lifestyle to the general community, to encourage a positive attitude of acceptance, and increase awareness of our positions, contributions and potential within the community.
- 6) To coordinate with like-minded organizations on a local, regional, state, national and worldwide level.
- 7) To promote with power and pride the right of all adults to engage in safe, sane and consensual sexual expression.
- 8) To raise funds for deserving projects, clubs, organizations, defense funds or charities which have given direct or indirect support to the Leather/SM/Fetish community.
- 9) To preserve a record of our history, traditions and culture.

Article III: Membership

Section 1: Membership is open to all individuals over 21 years of age regardless of sex, race, creed, color, religion, marital status, national origin or ethnic background, citizenship, sexual orientation, gender identity or disability.

Section 2: Types of Memberships:

Charter

Full

Associate

Honorary

2A. Charter Membership:

- 1) Charter members are those that originated and formed the Order.
- 2) Charter Members are Full Members.
- 3) Charter members may be granted special privileges as determined by the Order.
- 4) Charter Members with two years consecutive membership, who are not currently members, may rejoin the Order without having to Pledge.

2B. Full Membership:

Full membership will be limited to individuals who are able to meet the requirements of full members as specified in the Order's Policies and Procedures..

Full Member status is obtained when the Pledge has:

- 1) Met the Pledge requirements as stated in the 'Pledge Protocols' in the Order's Policies and Procedures.
- 2) Received a two-thirds vote of Full Members present
- 3) Paid Full Members dues as assessed for new members.

Full Members are entitled to one (1) vote and are eligible for appointment as committee chairs and members, to hold elected office and wear the colors of the Order.

Good Standing: To retain 'Full Member' status the member must:

- 1) Be current in the payment of dues.
- 3) Meet the minimum participation requirements for Full Members as specified in the Policies and Procedures of the Order.

Article III Section 2B con't

Leaves of Absence, for up to six months, may be granted by the Board without affecting member status.

Full Members who have lost good standing for failing to meet participation requirements will become Associate Members. They may regain Full Member status when their minimum participation requirements have been met.

Full Members in financial arrears, who otherwise qualify, will regain Full Member status upon the payment of dues owed.

2C. Associate Memberships:

- 1) Associate membership is intended to allow individuals wishing to participate in some club activities, who are not able to participate as a full member, an opportunity to do so.
- 2) Associates are non-voting, dues-paying members who are not required to meet pledge, attendance, or participation requirements.
- 3) The application for Associate Membership must contain the signatures of five Full Members.

Associate Members may:

- 1) Attend meetings and functions of the Order.
- 2) Receive publications and mailings.
- 3) Wear the colors of the Order.
- 4) Serve on committees as appointed by the Board of Directors.
- 5) Be identified on membership lists as an Associate Member.

Associate Members may not vote, hold office, chair committees or attend Board of Director's meetings or closed session meetings of Full Members.

2D. Honorary Membership:

The Board may grant Honorary Membership to any person or organization for noteworthy or extraordinary service to the Leather community or the Order. This classification is a lifetime designation. No membership dues are required. Honorary Members are allowed the same privileges and are subject to the same limitations of Associate Members.

2E. Voluntary Change in Member Status:

A Full Member has the option of changing his status to Associate Member at anytime. Full members who voluntarily become Associate Members may return to Full Member status without having to go through the pledge process again.

Section 2F Other Classes of Membership

The Board of Directors may create other member classifications as the needs of the Order require.

Article IV: Directors and Officers

Section 1: Board of Directors

- 1) The Board of Directors consists of a President, Vice-president, Secretary, and Treasurer.
- 2) Nominations for new Directors will be held at the October and November member meetings. Nominations and voting must be completed at the December member meeting. Directors shall be sworn in at the January meeting.
- 3) Directors shall be elected by majority vote in a secret ballot of current Full Members.
- 4) All Directors must be Full Members of the Order and may not maintain an active Board membership in any other Leather SM/Fetish organization.
- 5) Board positions are non-salaried.
- 6) Directors must participate in the activities of the Order.
- 7) Directors must be U.S. citizens. Proof of citizenship is required.
- 8) A Full Member in a relationship with another Full Member(s) may serve on the Board, however, only one member in that relationship may hold a Board position at any given time.

Section 2: Term of Office

- 1) The term of office of each Director shall be two years.
- 2) Director's terms shall be staggered so that one half of the Board is elected each December. The election for the President and Secretary shall alternate with the election for the Vice President and Treasurer.
- 3) The first two-year terms shall be stipulated here in the By-Laws to insure clarity, and establish the sequence of the elections. The election of two Directors will be held in December 2009 for the positions of Vice-president and Treasurer. The Directors elected will remain in office until December 2011.
In December 2010, a two-year term election will be held for the President and the Secretary. These Directors will remain in office until December 2012.
Unless the schedule of elections is amended in the By-Laws, two-year term Board of Director elections will be held on each odd numbered year for the Vice-president and Treasurer and each even numbered year for the President and Secretary.
- 4) Directors will serve until their successors are elected.
- 5) No Director may hold the same office for more than two consecutive terms (four years) unless approved to do so by a unanimous vote of Full Members attending the December meeting.

Section 3: Removal

- 1) A Director may be removed from office at any member meeting with a two-thirds (2/3) vote of Full Members present. (No proxy votes will be accepted)
- 2) A Director with four unexcused absences during his term of office may be removed from the Board by a two-thirds majority vote of the other Board members.

Article IV con't

Section 4): Tie Break

In the event the Directors are unable to reach a consensus on an issue and are split two and two, the matter will be presented for a vote at the next member meeting. The usual voting eligibility, and proxy rules shall apply.

Section 5): Vacancies

1) In the event of a vacancy in the office of the President, the Vice-president will assume the role of President Pro-Tem.

2) Vacancies, other than that of the President, shall be filled according to the following schedule:

- a) If less than one year remains in the Director's term, the Board shall appoint a replacement Director
- b) If greater than one year remains in the Director's term, The Board shall conduct a special election of the membership to replace the Director. Such elections must occur as soon as practicable—and not later than 60 days—after the occurrence of the vacancy.

3) Anyone filling a vacancy on the Board shall serve through the end of the original Director's term. Such service shall not count toward the term limit described in Section 2.

Section 5: Parliamentarian

The Board has the option of appointing a Parliamentarian/Sergeant at Arms whose primary duties shall be to assist the President in maintaining the rules of order at meetings. The Parliamentarian must be a Full Member of the Order.

Section 6: Duties of the **President**

The President shall:

- 1) Prepare and distribute an agenda for both Board and Member Meetings at least two days before the meetings take place.
- 2) Preside over all meetings of the members and the Board of Directors.
- 3) Have the authority to represent the Order subject to guidelines established by the Board of Directors.
- 4) Submit a full and complete report of the affairs of the Order at each meeting of the members.
- 5) Maintain order during meetings, and be familiar with the By-Laws; and Policies and Procedures.
- 6) Resolve procedural issues and disputes according to Roberts Rules of Order; may defer to the Parliamentarian/Sergeant at Arms for an opinion.

Article IV con't

Section 7: Duties of the **Vice-president**

The Vice-president shall:

- 1) Perform all duties of the President in the absence or disability of the President.
- 2) Assume all duties as assigned by the Board of Directors.
- 3) Organize the inaugural ceremonies for the annual installation of Officers,
- 4) Act as liaison between Pledges and members of the Order. Oversee all matters concerning Pledges, including interview requirements, the pledging period, and interactions between members and Pledges in accordance with the Policies and Procedures of the Order. The Vice-president shall initiate discussion regarding each Pledge's qualifications and suitability for membership during member meetings.
- 5) Upon request, collect all patches, emblems and banners belonging to the Order.

Section 8: Duties of the **Secretary**

The Secretary shall:

- 1) Record minutes of Member and Board meetings; copy, distribute and file as required.
- 2) Maintain records of all official business of the Order including volunteer and event participation, and meeting attendance.
- 3) Maintain the member mailing list - available only to members of the Order.
- 4) Maintain an up-to-date list of Full Members so that during the monthly Membership Meeting a quorum can be substantiated, the business of the Order conducted, and votes taken as needed.
- 5) Record motions from the floor when they are presented, confirm the content of the motion with the presenter, and read the motion in its entirety before a vote is taken.

Section 9: Duties of the **Treasurer**

The Treasurer shall:

- 1) Maintain the accounts of the Order relative to income and expenditures in a manner that conforms with the procedures specified in the Policies and Procedures titled "Managing the Financial Accounts of the Order".
- 2) Allow fiscal records to be audited at any reasonable time by any member.
- 3) Post a current financial report at each monthly meeting.
- 5) Prepare and distribute a written, hard copy annual report to members no later than the February membership meeting.
- 6) Arrange for an independent, annual audit of the financial accounting of the Order.
- 7) Prepare and submit all accounting reports, payments, and filings as required by local, state and federal agencies.

New Article V: Committees

Section 1: Standing Committees

The Order has three standing committees:

- 1) Bylaws: The Bylaws Committee reviews the Bylaws of the Order and proposes changes as necessary.
- 2) Archives: The Archives Committee preserves the records and artifacts that document the history of the Order.
- 3) Finance: The Finance Committee oversees the Treasurer's monthly reconciliation of the Order's accounts.

Section 2: Other Committees

The Board may also create such other committees as it deems necessary to support the functioning of the Order and fulfill its mission. These committees shall exist for as long as the Board deems them to be necessary.

Section 3: Committee Chairs

Committee Chairs are appointed by the Board.

Section 4: Committee Meetings

Committee Meetings shall be scheduled on a regular basis as needed.

Section 5: Committee Reports

Chairs shall deliver a report of their committee's activities at each monthly membership meeting.

Article VI: Member Meetings

Section 1: Meeting Place

The location of the meeting shall provide maximum accessibility to members of the Order, their guests, and visitors.

Section 2: Monthly Member Meetings

- 1) Members of the Order will meet monthly.
- 2) Meetings shall adhere to the published agenda. Requests for a place on the agenda must be submitted to the President at least three days before the meeting. Only the President, or the member presiding over the meeting, may permit discussion of a matter not listed on the agenda.

Section 3: Quorum

The presence of one third of current Full Members will constitute a quorum for the conduct of business.

Article VI con't

Section 4: Special Meetings

- 1) Special meetings of the members may be called at any time by the President, a majority of the Board, or by petition of one quarter of current Full Members. Any petition by the members shall be submitted to the President in writing.
- 2) Only business stated in the meeting notice will be transacted at a special meeting.
- 3) Full Members must be given 14 days advance notice of the time, place and subject of a special meeting.
- 4) Notice of the meeting must be given in writing, either by email or first class mail. The date of the email message or postmark on the letter will determine the date of the notice.

Section 5: Voting Rights

In any matter put to a vote, each Full Member will be entitled to one vote.

Full members may vote in absentia by either submitting a signed proxy statement, or by sending email instructions from the email address on record (member roster). All proxies, whether written or emailed must be submitted to the Secretary of the Order prior to the vote. A Proxy from a Full Member sent from an email address other than the one on the member roster will not be counted.

Section 6: Majority Rule

Except where otherwise stated in these By- Laws, and provided a quorum has been established, matters put to a vote will be decided according to the majority rule of full members present in person; and by proxy, when the vote takes place,

Section 7: Order of Business

The order of business conducted at member meetings shall adhere to the written agenda for that meeting. A non-agenda item may be introduced for discussion only at the discretion of the Board member conducting the meeting.

Section 8: Minutes of Meetings

Minutes of Member meetings shall be recorded, copied, distributed and filed as necessary. Minutes of the most recently adjourned Member meeting will be available to members before the next Member meeting is convened. Minutes will be distributed digitally unless a printed copy is requested. The Board may, at its discretion, request a fee to cover the cost of printing and mailing hard copies of the minutes.

Article VII: Board of Directors Meetings

Section 1. Regular Meetings

Meetings of the Board of Directors will be held monthly.

The monthly Board meetings shall be open to Full Members; and guests invited by the Board. Members shall receive at least five days notice of the time, place and location of a regular meeting of the Board.

Article VII con't

Section 2. Quorum

Three Directors will constitute a quorum.

Section 3. Informal Board Meetings

- 1) In order to effectively conduct the business of the Order, the Board may reasonably expect to meet at times other than the monthly meeting.
- 2) A quorum must be present to conduct business.
- 3) No notification of members is required.
- 4) A report of all business conducted informally by the Board will be given to members at the next scheduled regular member meeting

Section 4. Closed Meetings

The Board may elect to have a closed (private) meeting when sensitive, personal, or potentially harmful matters must be discussed. Notice of closed meetings is not required. Attendance by all elected Board members is required to hold a closed meeting. Business may be conducted. A report that a closed meeting of the Board took place shall be given to members at the next regular member meeting.

Section 5: Minutes of Meetings

Minutes of Board Meetings shall be recorded, copied, distributed and filed as necessary. Board Meeting minutes shall be distributed to the Directors within thirty days of the meeting to which they pertain. Board Meeting minutes, except for those of closed meetings, must be distributed to Full Members of the Order upon their request. Such requests must be fulfilled within 30 days of the date of the request or 30 days of the actual meeting, whichever is later. Minutes will be distributed digitally unless a printed copy is requested. The Board may, at its discretion, request a fee to cover the cost of printing and mailing hard copies of the minutes.

Article VIII: Finances

Section 1: Member dues are to be paid by all Full and Associate Members in January. If a member's dues are not paid, or an acceptable payment plan is not in place by the March meeting, the member will be suspended with immediate loss of voting rights and forfeiture of any Office or Committee position then held. New Members will pay a quarterly pro-rated amount calculated from the date of acceptance into the Order.

Section 2: The Board of Directors shall have the authority to increase or decrease the amount of member dues as needed in the best interests of the Order, as well as waive the requirement or arrange special payment plans on a case by case basis at its discretion.

Article VIII con't

Section 3: The Board of Directors is responsible for protecting the assets of the Order, insuring that adequate controls, insurance policies, and oversight are in place, and that Policies and Procedures are followed consistently.

Section 4: The Order shall operate on a January-December fiscal year.

Article IX: Charities

- 1) All charitable donations must be approved by Full Members.
- 2) Approved donations must be distributed within six months of approval.
- 3) Funds may be donated after an event when the beneficiaries and the amount of proceeds to be donated have been approved and the Treasurer has verified that all event expenditures have been paid.

Article X: Policies and Procedures

- 1) The Board will maintain a Policy and Procedures manual.
- 2) The Board may revise the Policy and Procedures manual as necessary.
- 3) Revisions to the Policy and Procedures manual require a majority vote of the Board.

Article XI: Conduct

Section 1: Behavioral Standards

Members of the PSLOD, as representatives of a visible Brotherhood organization within the community, are expected to treat one another with respect and behave in accordance with the highest social and ethical standards. These standards are outlined in the Order's Code of Conduct. The Board of Directors has the right and responsibility to enforce the Code.

Section 2: Conduct Hearings

Any Full Member may present an alleged Code of Conduct violation to the Board and request a formal hearing on the matter. All such hearing requests must be presented in writing. The request must name the person who allegedly engaged in the improper conduct and describe the totality of the alleged violation. The Secretary of the Board must present a copy of the hearing request to the person who allegedly engaged in the improper conduct within seven days.

Article XI Section 2 con't

Within thirty days of receiving a hearing request, the Board must schedule the affected parties in an executive (closed) session to gather evidence on the matter. The sole purpose of such a meeting shall be to determine whether a conduct violation occurred, and if so, if any sanctions are in order. If the alleged conduct violation was brought before the Board by one of its Directors or concerns the behavior of one of its Directors, that Director may present evidence on the issue, but may not participate in any deliberations regarding sanctions.

Section 3: Sanctions

After each side has presented its evidence on the matter, the Board shall dismiss the affected parties and determine whether any sanctions are in order. Possible sanctions may include one or more of the following, depending on the seriousness of said action: written admonition, club service, restitution, apology, demotion in membership status, or termination of membership.

Section 4: Verdict and Appeals

The Board must report the results of its deliberations to the affected parties in writing within seven days. If the parties agree with the Board's decision, it shall become effective immediately. If any of the parties do not agree with the decision, it may be appealed through the Order's grievance process, as outlined in Article XII.

Article XII: Grievances

Section 1: Definitions

Grievances are formal complaints regarding the organizational policies, decisions, and actions of the Order and its Board of Directors. This article outlines the procedures for resolving such complaints. Complaints regarding the behavior of individual members are matters of conduct, and as such should be addressed according to the procedures outlined in Article XI.

Section 2: Privacy

Because grievances deal with the private business of the Order, they should not become matters of public discussion.

Article XII con't

Section 3: Member and Organizational Responsibilities

As a large Brother- and Sisterhood of individuals with diverse interests and backgrounds, it is to be expected that not every member will fully agree with every policy, decision, and action of the Order. It is the responsibility of the Board of Directors to insure that the Order is an organization in which all points of view are welcome and one in which free and open discussion occurs before major decisions are made. It is the responsibility of all members to acknowledge the various points of view held by the membership and to support the decisions that are made after robust discussion. If, however, a full member feels unfairly **personally aggrieved** by a PSLOD policy, decision, or action, he or she may appeal it by requesting a Grievance Hearing.

Section 4: Request for Grievance Hearing

The request to conduct a Grievance Hearing and the subject of the grievance must be made at a general membership meeting.

Section 5: Grievance Review Panel

Grievances are heard by a Grievance Review Panel. At the time it convenes, the Panel shall consist of three Full Members: one member chosen by the grievant, a second member chosen by the Board of Directors (this member may not be a member of the Board), and a third member chosen by the other two selected members. The Order must select the Panel within one week of being requested to hear the grievance.

Section 6: Grievance Hearing

The Grievance Review Panel must conduct its Grievance Hearing and render and announce its decision to the affected parties before the next general membership meeting. The hearing shall be held in private at a time, date and location mutually agreed upon by the affected parties. **The sole purpose** of such a hearing shall be to determine whether the disputed policy, decision, or action should be overturned. All of the affected parties shall have the right to call all such witnesses as are necessary to present their case.

Section 7: Verdict and Appeal

If the disputed matter is overturned, the decision of the Grievance Review Panel shall be considered final. If the disputed matter is not overturned, the grievant may choose to appeal the matter one final time to the membership of the Order at the next practicable general membership meeting. All members must be informed by email, post or phone that an appeal of the decision of the Grievance Review Panel will be on the agenda.

Article XII con't

Section 8: Grievance Review Panel Appeal Hearing

If its decision is appealed, the Grievance Review Panel will conduct a new hearing in front of Full Members at the next general meeting. The Appeal Hearing will be conducted by the Chair of the By-Laws Committee. If the position is vacant or the person is involved in the grievance, the Hearing will be conducted by the Chair of Archives, or the Chair of Finance, respectively.

Once again, all of the affected parties shall have the right to call all such witnesses as are necessary to present their case. After all arguments are completed, the Grievance Review Panel shall present its original ruling and explain how it reached its decision. All Full Members shall then be polled by secret ballot regarding their support of the ruling. Unless 2/3 of the Full Members present in person and by proxy, vote to overturn it, the ruling shall stand

Section 9: Abuse of the Process

Misuse of this grievance procedure to obstruct the business of the Order shall be considered a violation of the Code of Conduct.

This article is not to be construed as providing a procedure for the amendment of these bylaws. Bylaw amendments are made according to the procedures outlined in Article XIII.

Article XIII: Amendments

- 1) The Bylaws of the PSLOD may be supplemented or amended by a two-thirds majority vote of Full Members. A thirty (30) day advance written notice to the membership is required before a vote to amend the By-Laws of the Order may be taken. Notice may be given by first class mail, email, or included in meeting minutes.
- 2) The votes will be taken and counted at a General Meeting.

Article XIV: Dissolution Procedures

In the event of a decision to dissolve the PSLOD, its assets will be liquidated and the resulting proceeds distributed to creditors or charitable organizations designated by the Board of Directors.