

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*. The abbreviation *DboL* may be used.

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).

2. CATEGORIES

A. Applicant

Any individual who self-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, member emeritus or life brother in good standing of the Denver boys of Leather. The terms “brother” and “member” shall be used interchangeably as the situation dictates. Use of one word shall not impose meaning over the other word.

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. Designated functions are specified in the DboL document titled “List of Designated Functions”;
- attend and participate in all special meetings, if any, called by the President or assigned designee unless excused in advance;
- obtain an excused absence for any function they cannot attend. Excused absence may be obtained from the Sergeant-at-Arms.

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.

Upon the successful completion of the probationary period, the Sergeant-at-Arms may extend an invitation to the probationary member to become a brother. Probationary members may then accept the invitation, and a membership vote will be conducted. The voting body will consist of the membership in good standing in attendance at a regular business meeting. If a probationary member does not receive a majority of the votes for membership, that person must wait a period of at least one year before re-applying for probationary status.

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;
- wear the DboL Class A and Class B uniforms
- attend a majority of designated functions;
- obtain an excused absence from an officer of the board if unable to attend functions;
- embody the spirit of the club to the general public, particularly if wearing club colors;
- recruit and select members;
- serve as and elect officers;
- chair and serve on committees;
- attend meetings and events closed to non-brothers;
- attend all business meetings;
- 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 in attendance at a regular business meeting. Brothers who elect to become associate members or are no longer a member of any status must return all appropriate club property.

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. An associate member may wear the associate member uniform. The brotherhood may rescind associate membership at any time by majority vote of brothers in good standing.

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.

E. Emeritus Member

Brothers who remain in good standing for no less than five (5) consecutive 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. An emeritus 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. Emeritus membership dues will be equal to associate membership dues.

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

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

F. Life Member

Brothers who maintain membership for no less than ten (10) consecutive 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.

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.

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.

H. Brothers-In-Spirit

All members in good standing, regardless of their class of membership, may, at the 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, privileges, and requirements of Life Members, and additionally may wear identification as a Founder approved by the Executive Board as long as the Founding Member does not lose membership in good standing status in the organization for more than 12 months.

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;
- respected club colors;
- obtained excused absences from an officer of the board for any functions he was unable to attend.

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, sexual orientation, or gender identity; 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 at any one given time.

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 at the close of the annual meeting. The annual meeting shall be held in March of each year or as soon as practical thereafter. A brother may serve as many terms as the general membership elects.

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 for each office prior to the start of the election for that particular office. A member may be nominated for more than one office, and may nominate oneself. 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 the annual meeting may submit their absentee ballot or designate their proxy to the secretary prior to the start of the annual meeting. Absentee ballots must be submitted in writing. Electronic media is recognized as an acceptable written form for absentee ballots.

Proxy voting has the following restrictions:

- Proxy designation must be submitted in writing to the secretary prior to the start of the annual meeting. Electronic media is recognized as an acceptable written form for proxy designation.
- Designated proxy must be a member in good standing with their own voting privileges
- Designated proxy may serve for voting of all officers elected at any annual meeting
- Designated proxy may serve as a proxy for only one member at an annual meeting

The Secretary will hold the responsibility of tallying all votes except the president will tally votes for secretary elections.

The election shall start with President and proceed to Vice President, Secretary, Treasurer, and Sergeant-at-arms. If no candidate for an office 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 officer-elect.

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 unless a meeting is otherwise deemed closed. 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 unexpired 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 Vice President or Sergeant-at-Arms unfilled, but not both. If one of these offices is left vacant, the duties of that office shall be assumed by the remainder of the board until such time that the position is filled.

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 and upon request provide a copy of the agenda prior to the meeting.

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.

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 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 club records.

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 and IRS regulations. 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.

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 or members 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 on an approved budget item in good faith, with no further approval from the club or the Executive Board. Each brother shall furnish receipts and a summary of all expenditures to the treasurer within thirty (30) days of the expenditure or could be personally responsible for expenditure.

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

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. The Board may approve any non-budgeted transaction for up to Fifty (\$50) Dollars without consent of the membership. Non-budgeted expenses may not be divided into smaller expenses to satisfy the \$50 maximum. The Board must report the expense at the next regular business meeting for post-approval. If approval is not granted by the membership, the members of the Board must personally reimburse the club within 30 days of the meeting.

2. ELECTRONIC TRANSACTIONS

The Executive Board may decide to attach debit cards and other forms of electronic payment to any associated checking account. 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.

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 Article III and IV from any member 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 non-profit, charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3), section 501(c)(4), 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.