

SEATTLE MEN IN LEATHER
Bylaws

ARTICLE I
Name

The name of this fellowship shall be "Seattle Men in Leather" and is referred to as SML in these bylaws.

ARTICLE II
Purpose

A men's social group, promoting with power and pride the Seattle Gay Men's Leather Community. SML may accomplish its purpose by providing educational, social, and fundraising opportunities.

ARTICLE III
Members

Section A. Members. Members shall be general or lifetime. All members shall be individuals.

Section B. General Member.

- 1. Eligibility and Procedure.** A general member shall be a man who is 21 years of age or older. Any person eligible for membership shall become a general member by completing and submitting an official application and paying dues.
- 2. Dues.** A general member shall pay dues annually. The amount, terms, and method shall be determined by the Board of Directors. The Board of Directors shall have the authority to temporarily or permanently waive dues for individual members. If a general member has not paid his dues by the last day of his membership year, he shall be automatically dropped from membership in SML.

Section C. Lifetime Member.

- 1. Eligibility and Procedure.** A general member who has accumulated twenty years of membership shall be automatically granted lifetime membership. Any other general member may be granted lifetime membership by the Board of Directors.
- 2. Change of Status.** The Board of Directors may grant lifetime member status to a member emeritus.
- 3. Dues and Continued Membership.** A lifetime member shall pay no dues but shall renew his membership annually by notifying the Vice-President of his desire to continue membership.

Section D. Member Emeritus.

- 1. Involuntary Change of Status.** A lifetime member who fails to notify the Vice-President of his desire to continue membership shall become a member emeritus upon the expiration of his membership year.
- 2. Voluntary Change of Status.** A lifetime member shall be granted member emeritus status upon request; no vote shall be required.
- 3. Rights.** A member emeritus shall have none of the obligations, rights, or privileges of membership in SML, except as specified in the standing rules.

Section E. Honorary Member.

1. **Eligibility and Procedure.** Upon recommendation by the Board of Directors and by a two-thirds vote at the annual meeting, honorary membership for life may be conferred upon any person.
2. **Dues.** An honorary member shall pay no dues.
3. **Rights.** An honorary member who is eligible may also have another type of membership. Otherwise, an honorary member shall have none of the obligations, rights, or privileges of membership in SML.

ARTICLE IV Officers

Section A. Officers. The officers of SML shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section B. Qualifications. The officers shall be Directors.

Section C. Duties.

1. **General Duties.** Officers shall perform the duties prescribed in this section, elsewhere in these bylaws, the standing rules, and the parliamentary authority, or as directed by the members or the Board of Directors.
2. **President.** The President shall preside over the meetings of the members and Board of Directors. The President or his designee shall speak on behalf of SML.
3. **Vice-President.** The Vice-President shall:
 - a) perform the duties of the President in the absence of the President;
 - b) maintain the membership roster and mailing list of SML; and
 - c) send renewal notices and other membership materials to the members as directed by the Board of Directors.
4. **Secretary.** The Secretary shall:
 - a) keep a record of all meetings of the members and Board of Directors; and
 - b) keep the official records of SML.
5. **Treasurer.** The Treasurer shall:
 - a) maintain the books of accounts;
 - b) receive and disburse all funds of SML;
 - c) maintain all records of income and expenditures; and
 - d) file all necessary paperwork with government agencies.

Section D. Election. The officers shall be elected by the Board of Directors at the first meeting of the Board of Directors after the annual meeting. Elections for officers shall be by ballot for any office with more than one nominee.

Section E. Term. The officers shall serve for one year or until their successors are elected, and their term of office shall begin at the close of the meeting at which they are elected.

Section F. Limitations. No member may hold more than one office at a time.

Section G. Vacancies.

1. **President.** In the event of a vacancy in the office of President, the Vice-President shall become President for the unexpired term.

2. Other Offices. A vacancy in any office except President shall be filled by the Board of Directors for the unexpired term.

Section H. Removal. Officers may be removed from office at the pleasure of the Board of Directors as provided in the parliamentary authority.

ARTICLE V Meetings

Section A. Annual Meeting. An annual meeting of the members shall be held in March. The date, time, and location of the annual meeting shall be determined by the Board of Directors. The annual meeting shall be for the purposes of electing the Directors, receiving reports from the officers and Board of Directors, and for any other business that may arise.

Section B. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors and shall be called upon the written request of five percent of the members. The purpose of the special meeting shall be stated in the meeting notice.

Section C. Notice. The Secretary shall send a notice of the annual meeting or any special meeting to the members between ten and fifty days before the date of the meeting. The notice shall include the date, time, and location of the meeting.

Section D. Quorum. Ten percent of the members of SML shall constitute a quorum.

Section E. Participation. At a meeting of the members, members may not attend or participate by conference telephone or similar communication equipment nor may they vote by proxy.

ARTICLE VI Board of Directors

Section A. Board Composition. The Board of Directors shall be composed of nine Directors.

Section B. Board Powers. The Board of Directors shall have full power and authority over the affairs of SML, except that the Board of Directors may not alter any decision of the members.

Section C. Qualifications. The Directors shall be members of SML.

Section D. Term. The Directors shall be elected for a term of two years or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

Section E. Vacancies. A vacancy in the Board of Directors may be filled by a vote of a majority of those present at a meeting of the Board of Directors even if less than a quorum is present. Upon election to fill the vacancy, the Director shall serve for the unexpired term.

Section F. Removal. A Director may be removed by either a two-thirds vote of the members or a vote of two thirds of the entire Board of Directors, provided that notice of intent to remove that Director has been given to the members or Board of Directors, respectively.

Section G. Meetings.

1. **Post-Annual Meeting.** The Board of Directors shall meet within ten days after the adjournment of the annual meeting for the purpose of electing the officers and for any other business.
2. **Regular.** Regular meetings of the Board of Directors shall be held quarterly or more frequently. The Board of Directors may determine the date, time, and location of regular meetings. Notice shall be sent at least three days before a regular meeting.
3. **Special.** Special meetings of the Board of Directors may be called by the President and shall be called upon the written request of three Directors. The purpose of the special meeting shall be stated in the meeting notice, which shall be sent at least three days before the meeting.

Section H. Quorum. A majority of the Directors shall constitute a quorum for meetings of the Board of Directors, provided that in no case shall the quorum be less than three Directors.

Section I. Voting. At a meeting of the Board of Directors, a vote of a majority of those present shall be required to adopt any main motion or resolution, or to elect or appoint, unless a greater number is required by these bylaws, special rules of order, or the parliamentary authority.

Section J. Teleconference. Directors may participate in meetings of the Board of Directors using a conference telephone or similar communication equipment so that everyone participating in the meeting can hear each other at the same time. Participating in this manner shall constitute presence in person at the meeting.

Section K. Nonmembers. Members of SML who are not Directors have the right to attend meetings of the Board of Directors in person except when in executive session.

ARTICLE VII Nominations and Elections

Section A. Election Committee.

1. **Composition.** An Election Committee of three members shall be appointed by the Board of Directors no later than November 30. The President shall not be a member of the Election Committee. No member of the Election Committee shall be a nominee for the Board of Directors. Members of the Election Committee shall not be eligible for election to the Board of Directors.
2. **Duties.** The Election Committee shall:
 - a) solicit nominations for the Board of Directors;
 - b) place on the ballot all qualified nominees who consent to serve;
 - c) conduct the election;
 - d) count the ballots;
 - e) report the vote counts at the annual meeting; and
 - f) perform any other duties specified in the standing rules or as directed by the Board of Directors.

Section B. Nominations and Election.

1. **Nominations.** Nominations for the Board of Directors shall be submitted to the Election Committee no later than January 31.
2. **Method of Voting.** The election of Directors shall be conducted by mail or electronic transmission.

3. **Duration of Voting.** The polls shall be opened at least twenty-one days prior to the annual meeting and closed during the annual meeting.
4. **Plurality Vote.** Election of Directors shall be by plurality vote. Cumulative voting shall not be used for the election of Directors.
5. **Repeated Balloting.** Any repeated balloting shall be done during the annual meeting.

ARTICLE VIII Committees

Section A. Run Committee. A standing Run Committee shall be appointed by the Board of Directors promptly after the annual meeting. The members of the committee shall include at least two Directors. The duties of the Run Committee shall be to prepare recommendations to the Board of Directors regarding the budget, location, and contracts, and to plan, organize, and execute the annual run within guidelines adopted by a vote of a majority of the entire Board of Directors.

Section B. Budget Committee. A Budget Committee shall be appointed by the Board of Directors no later than October 31. The duty of the committee shall be to recommend no later than November 30 a budget for the next fiscal year.

Section C. Audit Committee. An Audit Committee shall be appointed by the Board of Directors annually and whenever there is a change in Treasurer. The Treasurer shall not be a member of the Audit Committee. The duties of the committee shall be to audit the Treasurer's accounts and to report to the Board of Directors.

Section D. Contest Committee. A Contest Committee shall be appointed by the Board of Directors at least ninety days before the date of the contest. The members of the committee shall include at least two Directors. The duties of the committee shall be to plan, organize, and execute the annual contest within guidelines adopted by a vote of a majority of the entire Board of Directors.

Section E. Election Committee. An Election Committee shall be appointed and shall have the duties described in Article VII, Section A.

Section F. Other Committees. Other committees, standing or special, may be created by the Board of Directors. A committee that will have the power to act on behalf of the Board of Directors may be created by a resolution adopted by a vote of a majority of the entire Board of Directors and shall include among its members at least two Directors; such resolution shall also describe the powers the committee is to have.

Section G. Appointment. The chairmen and members of all committees shall be appointed by the Board of Directors unless this rule is suspended before their appointment.

Section H. President's Ex-Officio Membership. The President shall be an ex-officio member of all committees except the Election Committee.

Section I. Conduct of Business.

1. **In-Person.** A committee may conduct business in a meeting where the members are present.
2. **Teleconference.** A committee may conduct business using a conference telephone or other communication equipment so that everyone participating in the meeting can hear each other at the same time. Participating in this manner shall constitute presence in person at the meeting.

- 3. Internet.** A committee that does not have the power to act on behalf of the Board of Directors may conduct business using e-mail or other technology in accordance with rules adopted by the Board of Directors.

ARTICLE IX Notices and Voting

Section A. Notices.

- 1. Electronic Notices.** Any notice required to be delivered to a member or Director may be sent electronically, provided that the member or Director has consented to receive electronic notices and a record of that consent is kept by the Secretary. Consent to receive electronic notices may be revoked by the member or Director by sending a record to the Secretary and shall be revoked if two consecutive notices to that member or Director cannot be delivered.
- 2. Other Notices.** Notices for members or Directors who have not consented to electronic notices shall be sent by first-class mail.

Section B. Voting by Mail or Electronically.

- 1. Used for Any Matter.** The vote on any main motion or resolution may be conducted by mail or electronic transmission.
- 2. Eligible Voters.** The current members in good standing at the time the ballots are mailed or the notice is sent shall be the eligible voters for a vote by mail or electronic transmission.
- 3. Quorum.** A quorum of the eligible voters, as described in Article V, Section D, shall be required to validate any vote by mail or electronic transmission.
- 4. Voting Period.** The initial deadline for returning ballots shall be between ten and fifty days from the date of mailing of ballots or sending notice of the vote. The deadline can be extended by the Board of Directors only when an insufficient number of ballots have been received to validate the vote.

ARTICLE X Member Discipline

Any disciplinary action shall be conducted according to the rules in the parliamentary authority, except:

1. If an investigating committee is appointed, it shall consist only of Directors and be appointed by the Board of Directors;
2. The Board of Directors, rather than the members, shall conduct any necessary trial and determine the penalty if guilty;
3. Determination of guilt and imposition of a penalty shall require the vote of a majority of the entire Board of Directors, except that the penalty of expulsion from membership shall require a vote by ballot of two thirds of the entire Board of Directors; and
4. The penalty of expulsion from membership may not be imposed during a meeting of the members.

ARTICLE XI Indemnification

SML shall indemnify any of its Directors, officers, employees, or agents made a party to a proceeding to the fullest extent permitted by law.

ARTICLE XII
Dissolution

SML may be dissolved in accordance with the provisions in applicable law. In the event of a decision to dissolve SML, the assets of SML shall be liquidated and the remaining proceeds shall be distributed to charitable organizations.

ARTICLE XIII
Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* (the parliamentary authority) shall govern SML in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order SML may adopt, and any statutes applicable to SML that do not authorize the provisions of these bylaws to take precedence.

ARTICLE XIV
Amendment

These bylaws may be amended by the members by a two-thirds vote, provided that notice of the proposed amendment has been given to the members between ten and fifty days prior to the meeting at which the amendment will be considered. The final vote on the amendment shall be conducted by mail or electronically, as described in Article IX, Section B.

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Amended April 22, 2015