

Los Angeles Leather Coalition – Bylaws

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## **SECTION ONE - ORGANIZATION AND MEMBERSHIP**

### **1.1 Name**

The name of this organization shall be:

The Los Angeles Leather Coalition. (Hereafter known as LALC.)

### **1.2 Address**

The principal office of the LALC shall be established and maintained in the State of California, City of Los Angeles at:

[Insert geographic address here.]

The Members of Directors may change the principal address from one location to another at their discretion; the Secretary shall note any change to this location and the bylaws be amended to reflect such changes.

### **1.3 Object and Purpose**

LALC will facilitate communication and mutual understanding among different segments of the leather-affiliated community of greater Los Angeles to promote unity through cooperative endeavors that offer entertainment, education, social action, and community service. Additionally, LALC will be supportive of its constituents' events and activities, and will work to increase mutual participation in and cooperation among the leather-affiliated community.

### **1.4 Membership**

Membership in this organization shall consist of recognized leather identified organizations, business, and the current Mr. / Ms. LA Leather. Said organizations or businesses shall choose an individual to serve as their representative to LALC. (Hereafter known as organizational representatives.) New organizations wishing to become LALC members shall submit a written request to the LALC secretary. Applications for membership shall be approved by a 2/3's vote of current voting members. Membership application and processing shall be in accordance with the current bylaws. The entities known as Mr. Los Angeles Leather and Ms. Los Angeles Leather shall each be regarded as Members. Those two entities shall

not choose any organizational representatives other than the specific man and woman, respectively, selected by the LALC (in any way it believes appropriate) to serve as the current Mr. Los Angeles Leather and Ms. Los Angeles Leather each year.”

#### **1.4.1 Rights of Membership**

An Organizational Representative has the right to make motions and to vote on LALC business, and to be represented by written proxy if he or she is unable to attend a meeting. Such proxies shall be presented to the Secretary prior to a meeting. An Organizational Representative is entitled to receive written notice of regular and special meetings.

An Organizational Representative may request in writing inspection of LALC’s records, including financial records and meeting minutes, contracts or other coalition paperwork. The request shall be submitted to the Officer who by these bylaws is responsible for maintaining these records. LALC shall be given a reasonable period to produce such records upon request. The current financial statement, LALC bylaws, and minutes of the previous meeting shall be present at each meeting.

A member organization is entitled to a leave of absence without prejudice for a period of up to 120 Days upon written notice to the Secretary. Organizations on leave of absence shall be given all notices to which members are entitled. Members on leave may attend meetings as silent participants. Only members who are not on leave of absence may participate or vote on LALC business. Leave of absence may be taken once in any three-year period.

#### **1.4.2 Responsibilities of Membership**

Organizational Representatives are expected to conduct themselves in a manner that upholds the integrity of LALC and which furthers the goals of unity stated for this organization.

An Organizational Representative shall attend meetings on a regular basis. An Organizational Representative is expected to provide the Secretary with reasonable contact information, which shall be used for internal LALC business only. An Organizational Representative is a liaison between their organization and the coalition; as such they are expected to convey the substance of LALC meetings to their member organization, and vice versa as it pertains to LALC business.

An organization may be terminated if they remain unrepresented at each of

six consecutive regular meetings, excluding leave of absence. Upon the third consecutive absence, written notice shall be sent to the absentee organization notifying them that their membership is at risk. In the event a member organization is to be considered for removal from the coalition, procedures for removal shall follow the same guidelines as outlined in section 2.2.2. regarding removal of officers.

An organization may resign by giving written notice to any officer of the coalition; such notice shall be presented to the membership at the next meeting. Resignation is effective as of the date of written notice. Resignation may be rescinded without prejudice for a period of sixty days from notice of resignation. Resignation may only be rescinded once during an organization's membership. Upon resignation, the representative shall promptly return any property of the coalition in their possession.

## **SECTION TWO – OFFICES AND THEIR DUTIES.**

### ***2.1 Offices of the LA Leather Coalition –***

The officers of the LALC serve at the discretion of the membership. Without varying the terms of the Operating Agreement, Officers serve as representatives of the Coalition to the community at large. Officers may be Organizational Representatives or outside parties. In the event that an officer is an Organizational Representative, the individual and not the organization is the holder of office. Those offices shall be designated as:

#### **2.1.1 Chair**

Shall prepare the agenda in consultation with other officers and shall conduct the business of meetings. The Chair is responsible to the members, and shall execute their wishes faithfully. The Chair may suggest the formation of standing or special committees, and may request appointments to those committees. The Chair is expected to serve in an advisory capacity in the year following their term of office as Chair Emeritus.

#### **2.1.2 Vice Chair**

Shall support the chair in organizational duties, and will substitute for the chair or Secretary if they cannot attend a meeting. The Vice Chair will act as timekeeper at meetings. If needed, the Vice chair is charged with enforcing rules of order. The Vice Chair shall take the position of Chair if the Chair becomes unable to serve.

**2.1.3 Secretary**

Shall record the minutes of meetings and handle organizational correspondence, shall correspond with the Secretary of State of the State of California as required by law, shall maintain current address and contact information for Organizations and Organizational Representatives, and keep such information confidential. The Secretary shall maintain the Coalition's mailbox. The Secretary shall present the minutes of the previous meeting at each regular meeting. The Secretary shall act as Treasurer in his or her absence. The Secretary is obliged to give at least one weeks written notice to all Members of regular and special meetings. The Secretary shall also give written notice to any Organizational Representative, Member or affiliated business of a change in status.

**2.1.4 Treasurer**

Shall maintain LALC's financial records and handle LALC's banking. The Treasurer shall keep accurate written records of receipts and expenditures, and shall pay in a timely fashion all duly authorized bills of the coalition. The Treasurer shall present a reasonably detailed written statement of accounts at each meeting, and shall present an annual financial report at the close of each fiscal year. The Treasurer shall also make budget recommendations for the following year, and as needed.

Additional elected or appointed offices may be created or duties of office changed at the discretion of the membership.

**2.2 Election of Officers –**

Nominations for Officers shall be made from the floor in August. A member may nominate any individual for offices. Due to the demands on their time, the current Mr. / Ms. LA Leather are not eligible for positions as officers.

Officers shall be elected on an annual basis in September. Officers shall serve through the following September. Vacancy in an office may be handled at the discretion of the membership. Officers may be re-elected, but may not serve more than two consecutive terms in the same office.

Election of Officers shall take place at a meeting at which a Quorum of at least two thirds of the Members is present. Selection of Officers shall be by simple majority once a quorum is obtained.

If the chair is a current Organizational Representative, it is suggested they resign from that duty to take the chair. If a Member Organization's representative becomes chair they no longer remain a voting member of the coalition; thus it is suggested that their organization select another Organizational Representative.

### ***2.2.2 Removal of Officers –***

Officers may be removed from Office upon a two-thirds vote of the members, at a meeting at which a voting quorum has been reached. A signed request for a vote of no confidence must be submitted in writing through the mail to the secretary (or other officer) prior to a regularly scheduled meeting.

A motion for removal shall be presented at a regularly scheduled meeting of the coalition, and voted on at the following regularly scheduled meeting. A vote on removal from office shall be by secret ballot.

Prior to such a vote, the officer in question shall be allotted a reasonable time to present his case without interruption. Subsequent to that presentation, the officer in question shall not be present during discussion of the motion to remove.

Upon completion of discussion, the members may asked further questions of the officer in question, or proceed in any other way they choose before calling the matter to a vote.

## **SECTION THREE – COMMITTEES**

Committees may be formed as outlined in section 2.1.1. Special or standing committees are responsible to the members, and may present a report at each general meeting.

Committees that propose spending coalition funds will submit a budget to the Members for approval. Standing committees will submit an annual or per-event budget. The Members must approve significant cost overruns prior to expenditure. Such overruns are to be presented to the membership as soon as it becomes apparent the event is over budget. Urgent expenditures over budget may be approved by a majority of the Officers, provided such expenditure does not exceed five hundred dollars. Officers must obtain prompt approval from the Members for overruns exceeding five hundred dollars.

## **SECTION FOUR – NEGOTIATIONS AND CONTRACTS**

### ***4.1 Negotiations***

Negotiations on behalf of LALC shall not be entered into without prior authorization of the Members, who shall select the parties authorized to negotiate. Two duly authorized parties shall conduct all negotiations representing LALC with a vendor. One of the authorized negotiators shall be an officer of the coalition.

### ***4.2 Contracts***

Contracts may not be entered into without presentment to and approval of the Members. The Acting Chair and one member of LALC shall sign any contract entered into on behalf of LALC.

## **SECTION FIVE - LALC MEETINGS AND BUSINESS**

### ***5.1 Meetings of Members***

#### **5.1.1 General Meetings**

A general meeting of LALC shall be held each month at a time and place as suggested by the officers. Special meetings may be called at other times at the request of the officers, subject to the conditions of written or telephoned notice as outlined below. Special meetings shall require reasonable notice be given to all members of the Coalition.

Organizational business may only be conducted when a quorum has been reached, as defined in section 3.3.

General meetings are the only occasions upon which amendments to bylaws can be made, organizations can be considered for membership, or officers elected, removed or replaced.

#### **5.1.2 Special Meetings**

Any two members of LALC may request of the Chair that a Special Meeting be called to address urgent LALC business. The Chair or Secretary must provide reasonable notice to each member of LALC of the Special Meeting, including the time and place of the meeting and its topic. A Special Meeting may not override or rescind previously approved business unless a quorum of LALC is present at the Special Meeting.

**5.2 Written Notice**

Organizational Representatives and Members of the Coalition shall given written notice of general meetings in a reasonable time and by written means, which may include one or more of the following, fax, email, previously distributed minutes or postal mail. Special meetings may be scheduled upon telephone notification of each member of the coalition. Notice of the September elections meeting shall be provided thirty days prior to the meeting date, and shall include the names of nominees for office.

**5.3 Quorum and Provision for Tie breaking.**

A quorum is defined as a simple majority of the members. Transaction of organizational business shall be by simple majority, unless specified otherwise in these bylaws. In the event of a tie, the highest-ranking officer who is *not* an Organizational Representative may cast a vote to break the tie.

**5.4 September Meetings.**

The September meeting shall constitute LALC's yearly meeting as may be required by California law.

**5.5 Meeting Agenda**

General Meetings shall follow an agenda as prepared by the officers, which is comprised of Committee / Officers Reports, Old Business, New Business and announcement of the next meeting. New Business is not limited to items on the written agenda.

**SECTION SIX - AMENDMENTS TO BYLAWS**

Proposed amendments to the bylaws must be presented in writing, voting on such changes will not occur until the following regularly scheduled meeting of LALC. Any amendments to the bylaws must be approved by a three quarters vote of the entire membership, either in person or by written proxy.

Nothing in these bylaws is intended to modify or amend the terms of the operating agreement, and shall not be interpreted so as to modify the operating agreement.

**SECTION SEVEN – SECTION HEADINGS**

The section headings are for convenience only, and are not intended to limit or define the scope of these bylaws in any way.