



By-laws

Last updated: October, 2006

**BYLAWS
OF
THE NATIONAL LEATHER ASSOCIATION: HOUSTON**

ARTICLE 1 – NAME

This association shall be known as National Leather Association-Houston and hereinafter referred to as
NLA-Houston, NLA-H, or This Association.

ARTICLE 2 – STATEMENT OF PURPOSE

This Association is organized for the following purposes:

- 2.01 To establish and maintain a national/worldwide communication, information, educational and support network for sisters and brothers of the Leather/BDSM/Fetish community;
- 2.02 To promote with power and pride the right of all adults to engage in safe, sane and consensual sexual expression;
- 2.03 To increase communication and understanding among women and men in the Leather/BDSM/Fetish community;
- 2.04 To facilitate visibility and education in order to dispel stereotypes, misconceptions, and media misrepresentation about the Leather/BDSM/Fetish family in the community at large;
- 2.05 To provide through publications, educational material, and conferences, a forum for the sharing of knowledge, viewpoints and practices of a divers network of women and men;
- 2.06 To promote the success and welfare of individuals, organizations, publications and businesses within our community; especially against threats to their freedom of expression, freedom of the press, rights to free association and right to equal protection under the law;
- 2.07 To develop outreach to women, people of color, transgenders, the deaf, the physically challenged and other minorities who have been traditionally discriminated against or poorly represented in the Leather/BDSM/Fetish community;
- 2.08 To fight for the decriminalization of all sexual acts between consenting adults;
- 2.09 To preserve a record of our history, traditions, and culture.

**ARTICLE 3 – RELATIONSHIP BETWEEN THIS ASSOCIATION AND THE NATIONAL
LEATHER ASSOCIATION: INTERNATIONAL**

- 3.01 This Association shall have the authority to establish its own policies, procedures and bylaws, as well as conduct business independent of the National Association, providing said policies, procedures, bylaws and business are not in conflict with the Statement of Purpose of the National Bylaws of the National Leather Association. In cases where a conflict exists, the National Bylaws shall be consulted.

- 3.02 This Association shall have the authority to rescind its status as a chapter of the National Leather Association and the option to cease using its name by giving immediate notice of its intent in writing to the Executive Committee of the National Leather Association.
- 3.03 This Association retains all authority, rights and privileges as stated in these bylaws.
- 3.04 This Association shall be solely responsible for its own financial support.
- 3.05 The Association shall not have responsibility for any debt incurred by any other organization using the name National Leather Association or by any member of this Association.

ARTICLE 4 – OFFICES

Principal Office

- 5.01 The principal office of this Association in the State of Texas shall be located at P.O. Box 66504, Houston, Texas, 77266. The Board of Directors has the authority to change this location.

Registered Office and Registered Agent

- 5.02 This Association shall comply with the requirements of the law and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with This Association's principal office in Texas. The Board of Directors may change the registered office and the registered agent at any time.

ARTICLE 5 – MEMBERSHIP

Eligibility

Membership in this Association shall be open to all persons that understand and support the Statement of Purpose and pay the required dues.

- 5.01 Membership in This Association is confidential to the extent that a member's name shall not be revealed except as required by law, by the bylaws of the National Leather Association, or to further the business of This Association.

Admission of Members and Renewal of Membership

- 5.02 Membership is open to any person twenty-one (21) years of age or older, without regard to sex, race, creed, national or ethnic origin, religion, marital or relationship status, sexual orientation, citizenship, or physical limitations providing the person is of sound mind, mature and capable of making competent decisions. Persons who join this Association will have all the rights and privileges granted under the bylaws of this Association.
- a. A person may become a member in this Association by completing the Association application and paying the required dues. The application will be held on file by the Association and maintained by the Board of Directors.
 - b. Membership will become effective the first day the application and monies are accepted.
 - c. NLA: Houston reserves the right to refuse membership to any individual.

- d. Applicants not admitted to membership will be refunded their monies paid at time of application.

Membership Fees and Dues

- 5.03 Members will pay Association dues annually occurring at the time of their previous application and will resubmit an application yearly. Special arrangements for dues may be made in hardship cases by the Board of Directors. Failure to pay dues on or before the last day of the month when monies are due is cause for membership termination.

Membership Status

- 5.04 **VOTING MEMBER:** Member in good standing where all dues are paid in full and current with the rules of the bylaws. VOTING MEMBERS are eligible to hold Office, nominate other members for office, raise-issues at general meetings, and petition any committee with ideas and input in written form. Each member shall be entitled to one vote on each matter submitted to a vote of the members.
- 5.05 **ASSOCIATE MEMBER:** Member in good standing that pays ASSOCIATE MEMBER rates. ASSOCIATE MEMBERS are able to raise issues at general meetings and petition any committee with ideas and input in written form but will not be eligible to hold a position on the Board of Directors, nor have the right to vote in any matter placed before the membership. Their presence at a general meeting may not be considered when establishing a quorum.

Sanction, Suspension, or Termination of Members

- 5.06 The general membership or the Board of Directors may impose reasonable sanctions on a member, or suspend or expel a member from This Association, for good cause after a hearing. Good cause includes a material and serious violation of the Corporation's articles of incorporation, bylaws, or rules, statement of purpose, or of law. The members or the Board of Directors may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the membership, or take action on behalf of the members and the Board of Directors. The members, Board of Directors or a committee designated by the members or the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered at least ten days prior to the hearing. However, shorter notice may be deemed adequate if the members of the Board of Directors or a committee designated by the members of the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion determines that the need for a timely hearing outweighs the prejudice caused to the member and if a statement of the need for a timely hearing is included in the notice. If mailed, the notice shall be sent by registered or certified mail, return receipt requested. The members or the Board of Directors or a committee designated by the members of the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion may impose sanctions, suspend a member, or expel a member by vote of two-thirds of the members present at the hearing, or a majority of directors or a committee designated by the members or the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion who are present and voting. A member may appeal a Board of Directors or committee decision about membership status at the next scheduled meeting of the general membership by giving notice in writing of his or her intent to do so within a reasonable amount of time prior to the meeting.

Resignation

- 5.07 Any member may resign from the Association by submitting a written resignation to any member of the Board of Directors and will be kept on file. The resignation need not be accepted by the

Association to be effective. A charge incurred by the member prior to resignation does not absolve them from financial obligations owed to the Association.

Waiver of Interest in Corporation Property

- 5.08 All real and personal property, including all improvements located on the property, acquired by This Association shall be owned by This Association. A member shall have no interest in specific property of This Association. Each member hereby expressly waives the right to require partition of all or part of This Association's property.

ARTICLE 6 – MEETINGS OF MEMBERS

Meeting Frequency

- 6.01 The Board of Directors shall hold at least two (2) meetings of the voting members annually. One not later than the last month of the fiscal year and one in the month the newly elected board members assume their responsibilities.

Special Meetings

- 6.02 Special meetings of the members may be called by the Board of Directors, or a vote of not less than twenty-five percent of the voting members.

Place of the Meeting

- 6.03 The Board of Directors may designate any place within the city of Houston for any Board, General, or Special meeting. Attempts will be made to hold meetings at sites that are accessible to all.

Notice of Meetings

- 6.04 Notice of any meetings of members shall be delivered to members entitled to vote at the meeting not less than thirty-six (36) hours before the date of the meeting. Notice shall be given by or at the direction of the president or secretary of the Association, or the officers or persons calling the meeting. If a quorum of the members meet and consent to the holding of a meeting, any regular action may be taken at the meeting regardless of a lack of proper notice.

Quorum

- 6.05 Ten voting members, or 50% of the voting membership + 1 (which ever is lower), who attend the meeting in person or by proxy shall constitute a quorum at that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during the meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice. For a special meeting held without notice, a quorum shall be defined as two thirds (2/3rds) of the members eligible to vote.

Actions of Membership

- 6.06 The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater

number is required by law or the bylaws. A member who abstains from voting is considered to be not present for purposes of determining the majority of votes. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the notice of the meeting. Voting shall be by ballot or voice, except that any election of directors shall be by ballot if demanded by any voting member at the meeting before the voting begins.

Proxies

- 6.07 A member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after thirty days from the date of its execution.

Voting by Mail

- 6.08 The Board of Directors may authorize members to vote by mail on the election of directors and officers or on any other matter that may be voted on by the members.

ARTICLE 7 – BOARD OF DIRECTORS

Management of the Corporation

- 7.01 The affairs of This Association shall be managed by the Board of Directors.

Number, Qualifications, and Tenure of Directors

- 7.02 The number of Directors shall be a number determined by the Board of Directors that is not less than five and not greater than nine. Directors must be residents of Texas. Directors shall be Voting members of This Association. Each director shall serve for a term of one year.

Nomination of Directors

- 7.03 Beginning during a month designated in the rules that govern the election process, and continuing for a period defined in those rules, a voting member in good standing may nominate a person with the second of any other voting member in good standing. In addition to nominations made during this period, a nominating committee (if established by the board of directors) may consider possible nominees and make nominations for each election of directors.

Election of Directors

- 7.04 A member who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors may be elected by the vote of the membership of This Association, and mailed ballots may be permitted. Each director shall hold office until a successor is elected and qualified. A director may be elected to succeed himself or herself as a director.

Vacancies

- 7.05 Any vacancy occurring in the Board of directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors on an interim basis until a special election can be held. Such special election shall follow the Procedure outlined for the annual election (6.03). A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is a sole remaining director.

Annual Meeting

- 7.06 The annual meeting of the Board of Directors may be held without notice other than that described in these Bylaws, though it will be held not later than the month in which any fiscal year ends.

Regular Meetings

- 7.07 The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings will be held within the city of Houston, Texas and shall be held at a place of the Board of Director's decision. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

Special Meetings

- 7.08 Special meetings of the Board of Directors may be called by or at the request of the president or any director. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Houston, Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the directors as required in the Bylaws.
- 7.09 Notice of any special meeting of the Board of Directors shall be delivered to each director before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the Meeting is called.

Quorum

- 7.10 A majority shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during the meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notices.

Duties of Directors

- 7.11 Directors shall exercise ordinary business judgment in managing the affairs of This Association. Directors shall act as fiduciaries with respect to the interests of the members. The voting membership of The Association may from time to time establish spending limits as guidelines by which the board might authorize unbudgeted expenditures without first seeking the approval of the membership. All unbudgeted expenditures must be presented to the membership at the next regular business meeting. In acting in their official capacity as directors of This Association, directors shall act in good faith and take actions they reasonably believe to be in the best interests of This Association and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to This Association's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by This Association.

Actions of Board of Directors

- 7.12 The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A director who is present at a meeting and abstains from a vote is not considered to be present

and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy in a vote is considered present.

Proxies

- 7.13 A director may vote by proxy executed in writing by the director. No proxy shall be valid after thirty days from the date of its execution.

Compensation

- 7.14 Directors shall not receive salaries for their services. A director may serve This Association in any other capacity and receive compensation for those services. Any compensation that This Association pays to a director shall be commensurate with the services performed and reasonable in amount.

Removal of Directors

- 7.15 The general membership may vote to remove a director at any time, only for good cause. Good cause for removal of a director shall include the unexcused failure to attend three consecutive meetings of the Board of Directors. A meeting to consider the removal of a director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda and the notice shall state the possible cause for removal. The director shall have the right to present evidence at the meeting as to why he or she should not be removed. At the meeting, This Association shall consider possible arrangements for resolving the problems that are in the mutual interest of This Association and the director. A director may be removed by the affirmative vote of sixty-six percent of the members present and voting at the meeting.

ARTICLE 8 - OFFICERS

Officer Positions

- 8.01 The Officers of This Association shall be president, vice-president, secretary, a treasurer, and an at-large officer for every twenty-five voting members (i.e.: 2-25 voting members = one at large; 26-50 voting members = two; 51-75 voting members = three). The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions subject to approval by the membership. Any two or more offices may be held by the same person, except the offices of president and secretary. The officers shall be directors.

Election and Term of Office

- 8.02 The officers of This Association shall be elected annually by the voting membership of This Association at a time specified by the Board of Directors not to exceed one calendar year. Each officer shall hold office until a successor is duly elected and qualified. An officer may be selected to succeed him/herself.

Removal

- 8.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors only with good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

Vacancies

- 8.04 A vacancy in any office may be filled by the Board of Directors until a special election can be conducted in accordance with the rules that govern elections.

President

- 8.05 The president shall be the chief executive officer of This Association. The president shall supervise and manage all of the business and affairs of This Association. The president shall preside at all meetings of the members and of the Board of Directors. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the president may not execute instruments on behalf of This Association if this power is expressly delegated to another officer or agent of This Association by the Board of Directors, the bylaws, or statute. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

Vice-President

- 8.06 When the president is absent, is unable to act, or refuses to act, a vice-president shall perform the duties of the president. When a vice-president acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president.

Treasurer

- 8.07 The treasurer shall:
- a. Have charge and custody of and be responsible for all funds and securities of the corporation;
 - b. Receive and give receipts for moneys due and payable to This Association from any source;
 - c. Deposit all monies in the name of This Association in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors;
 - d. Write checks and disburse funds to discharge obligations of This Association. Funds may not be drawn from This Association or its accounts without the signature of the president or vice-president in addition to the signature of the treasurer;
 - e. Maintain the financial books and records of This Association;
 - f. Prepare financial reports annually and as otherwise requested by the Board of Directors;
 - g. Perform other duties as assigned by the president or by the Board of Directors;
 - h. Keep an accounting of all dues paid and send renewal notices to members at appropriate times;

Secretary

- 8.08 The secretary shall:
- a. Give all notices as provided in the bylaws or as required by law;
 - b. Determine the quorum and take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of This Association records;

- c. Maintain custody of the corporate records and of the seal of This Association;
- d. Affix the seal of This Association to all documents as authorized;
- e. Keep a register of the mailing address and membership status of each member, director, officer, and employee of This Association;
- f. Oversee any publications or correspondence of This Association;
- g. Audit the financial books and bank statements at least quarterly.
- h. Perform duties as assigned by the president or by the Board of Directors.

At-Large Officers

8.09 At-Large Officers shall:

- a. Attend meetings of the Board of Directors and shall serve on committees as assigned by the president;
- b. Shall act as a liaison between the membership and the Board of Directors;
- c. Perform duties as assigned by the president or the Board of Directors.

ARTICLE 9 – COMMITTEES

Establishment of Committees

9.01 The President or the Board of Directors may establish standing or ad-hoc committees as they see appropriate. A committee shall include one director as a member but not as a chair unless otherwise directed by the Board of Directors. Each committee will discharge their duties as directed until the committee is dissolved by the president or Board of Directors. No committee will take any action without the approval of the Board of Directors.

Term of Office

9.02 Each member of a committee shall continue to serve on the committee until the next annual meeting of the members of This Association and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

Rules

9.03 Each committee may adopt rules for its own operation not inconsistent with the bylaws or with rules adopted by the Board of Directors.

ARTICLE 10 – TRANSACTIONS OF THIS ASSOCIATION

Contracts

- 10.01 The Board of Directors may authorize any officer or agent of This Association to enter into a contract or execute and deliver any instrument in the name of and on behalf of This Association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits

- 10.02 All funds of This Association shall be deposited to the credit of This Association in banks, trust companies, or other depositories that the Board of Directors selects.

Gifts

- 10.03 The Board of Directors may accept on behalf of This Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of This Association. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining This Association's federal and state tax status.

Potential Conflicts of Interest

- 10.04 This Association shall not make any loan to a director or officer of This Association. A member, director, officer, or committee member of This Association may lend money to and otherwise transact business with This Association except as otherwise provided by the bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with This Association has the same rights and obligations relating to those matters as other persons transacting business with This Association. This Association shall not borrow money from or otherwise transact business with a member, director, officer, or binding instrument and is in the best interest of This Association. This Association shall not borrow money from or otherwise transact business with a member, director, officer, or committee member of This Association without full disclosure of all relevant facts and without the approval of the Board of Directors or of the member, not inducing the vote of any person having a personal interest in the transaction.

Prohibited Acts

- 10.05 As long as This Association is in existence, and except with the prior approval of the Board of Directors or the membership, no member, director, officer, or committee member of This Association shall:
- a. Act in violation of the bylaws or a binding obligation of This Association;
 - b. Do any act with the intention of harming This Association or any of its operations;
 - c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of This Association;
 - d. Receive any improper personal benefit from the operation of This Association;
 - e. Use the assets of This Association, directly or indirectly, for any purpose other than carrying on the business of This Association;
 - f. Wrongfully transfer or dispose of This Association property, including intangible property such as good will;

- g. Use the name of This Association (or any substantially similar name) or any trademark or trade name adopted by This Association, except on behalf of This Association in the ordinary course of This Association's business or as otherwise provided by these bylaws;
- h. Disclose any of This Association business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it;

ARTICLE 11 – BOOKS AND RECORDS

Required Books and Records

- 11.01 This Association shall keep correct and complete books and records of account. This Association's books and records shall include:
- a. A file- endorsed copy of all documents filed with the Texas Secretary of State relating to This Association, including, but not limited to, articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
 - b. A copy of the bylaws, and any amended versions or amendments to the bylaws.
 - c. Minutes of the proceeding of the members, Board of Directors, and committees having any of the authority of the Board of Directors.
 - d. A list of the names and addresses of the members, directors, officers, and any committee members of This Association.
 - e. A financial statement showing the assets, liabilities, and net worth of This Association at the end of the five most recent fiscal years.
 - f. A financial statement showing the income and expenses of This Association for the five most recent fiscal years.
 - g. All rulings, letters, and other documents relation to This Association's federal, state, and local tax status.
 - h. This Association's federal, state, and local information or income tax returns for each of This Association's five most recent fiscal years.

Inspection and Copying

- 11.02 Any member, director, officer, or committee member of This Association may inspect and receive copies of all books and records of This Association required to be kept by the bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in This Association and if the person submits a request in writing. Any person entitled to inspect This Association's books and records may do so at a reasonable time no later than ten working days after This Association's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying This Association's books and records by members to cover the cost of materials and labor. This Association shall provide requested copies of books or records no later than thirty working days after This Association's receipt of a proper written request.

Audits

- 11.03 Any member shall have the right to have an audit conducted of This Association's books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject This Association to an audit more than once in any fiscal year.

ARTICLE 12 – FISCAL YEAR

The fiscal year of This Association shall coincide with the calendar year, beginning in January 1st, ending on December 31st.

ARTICLE 13 – NOTICES

Notice by Posting

- 13.01 Any notice required or permitted by the bylaws to be given to a member, director, officer, or member of a committee of This Association may be given, by posting it at This Association's office and at the location of This Association's insignia and by contact of all involved members by mail, or by telephone. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at this or her address as it appears on the records of This Association, with the postage prepaid. A message left on a telephone answering device at the phone number listed for the member in the records of This Association shall be considered to have been in person to that member. A member may change his or her address or telephone number by giving written notice to the secretary of This Association.

Signed Waiver of Notice

- 13.02 Whenever any notice is required to be given under the provisions of the Act or under the provision of the articles of incorporation or the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver of Notice by Attendance

- 13.03 The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 14 – SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

- 14.01 The members, Board of Directors, and any committee of This Association may hold a meeting by telephone conference call procedures in which all person participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

Decision without Meeting

- 14.02 Any decision required or permitted to be made at a meeting of the members, Board of Directors, or any committee of This Association may be made without a meeting, a decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in This Association minute book and kept with This Association's records.

ARTICLE 15 – AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed, and new bylaws may be adopted only by a vote of two-thirds of the voting membership. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. Proposed changes to the bylaws shall be filed with the Secretary and presented for discussion at two consecutive meetings of the voting members. Special meetings may be called for the purpose of considering bylaw changes.

ARTICLE 16 – MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

- 16.01 The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

- 16.02 If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision has not been included in the bylaws.

Headings

- 16.03 The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Gender

- 16.04 Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Parties Bound

- 16.05 The bylaws shall be binding upon and inure to the benefit of the members, directors, officers, committee members employees, and agents of This Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

ARTICLE 17 – LOCAL POLICIES AND PROCEDURES

- 17.01 The designated spokesperson for the corporation shall be the president and in the absence of the president, the vice president. The designated spokesperson may speak only to established organizational philosophy, policy or procedure. Any communication that involves This Association and speaks to or from an individual's role within This Association, which expresses opinion or offers information not already approved by the membership, must be prior approved by a majority of the board.
- 17.02 All meetings held by the corporation, be they board, general membership, committee or other yet to be identified, will be conducted according to Robert's Rules of Order, most recently revised edition. Attendance and meeting minutes shall be maintained and provided to the secretary of This Association prior to the next scheduled meeting of the Board of Directors.
- 17.03 Special or called meetings shall have the business specified in the call for the meeting, and shall be limited to that business.
- 17.04 Meetings shall be open to members and guests, except that during discussion and voting on sensitive issues guests may be asked to leave the room. Any member may declare a topic sensitive and if 10% or more of the members in attendance concur, the topic shall be determined to be sensitive. All issues related to an individual's membership status shall be deemed to be sensitive.
- 17.05 In keeping with the NLA-Houston mission, NLA-Houston shall offer to the membership and the public, minimum of four educational programs appropriate for the needs established by the membership. Date, times place and topic of these educational programs shall be announced in advance.
- 17.06 The Board of Directors shall meet monthly at a time and place announced in advance.
- 17.07 The Board of Directors meetings shall be open to all members and invited guests. Participation by non-board members is limited to recognition by the presiding officer. Only directors may vote.
- 17.08 All committee chairs shall be ex-officio members of the board of directors and shall be expected to attend all board meetings.
- 17.09 Documentation of 501(c)3 tax exempt status, together with an organizational overview and mission statement shall be required of organizations that request to be considered for receiving an donations (cash or in-kind) for charitable purposes from This Association.
- 17.10 Receipts for approved expenses made on behalf of This Association, to be considered reimbursable, must be delivered to the treasurer within thirty (30) days from the date of the expenditure, unless approval has been granted by the board prior to the expenditure.
- 17.11 The election ballot shall be divided into the officer positions to be filled in that election. Unless otherwise directed on the ballot, each qualified voter will select one candidate for each position on the ballot. Selection of more than one candidate for any position of the ballot (unless otherwise directed on the ballot) shall void that position on the ballot only.
- 17.12 Candidates for election shall be nominated into one of the officer positions to be determined as a result of that election; the candidate who receives the highest number of votes in each position shall become a member of the Board of Directors.
- 17.13 To qualify as a candidate for election the candidate must be a voting member of the corporation at the beginning of the month in which nominations were opened

- 17.14 Only those members of This Association who were voting members at the beginning of the month in which nominations were opened shall be eligible to vote in any election, regular or special.
- 17.15 Only one member of a recognized domestic partnership may serve on the board at any given time. Determinations of domestic partnership shall be made by the board. Either member of a relationship determined to be a domestic partnership shall have the right to appeal this policy limitations to the date of the board's determination.
- 17.16 The Club Emblem (known as Patch or Colors) should be considered an honor to wear and should not be considered a right.
- a. The Full Sized Club Emblem shall be considered the property of This Association and as such is not sold, but rather leased to a member. Any member who has held voting status for at least one (1) month may apply to the membership committee for the right to wear a full sized club emblem. The membership committee may reject the request for an reason,
 - b. For the privilege, the member shall pay a fee of \$20.00, \$10.00 of which shall be for the costs related to acquisition and handling the emblem, the remaining \$10.00 shall be a refundable security deposit and will be returned to the individual should (s)he elect to terminate his membership and returns the emblem.
 - c. If the former member chooses not to return the emblem, the former member will be actively discouraged from wearing the Emblem once their membership has terminated.
 - d. The Board of Directors may waive the waiting period when special circumstances are determined to exist (i.e. Associate member converting to Full member; someone who has provided special services to This Association in the past and now elects to become a full member).
 - e. This policy does not apply to the smaller patch or emblem awarded to associate members.