

1 ARTICLE I – LEGAL CHARACTERISTICS

1.1 Legal Name

The legal name of this Organization shall be "ONYX Southeast, LLC." (hereinafter "ONYX Southeast", or "Organization").

1.2 Trade Name

The Organization may do business under the trade name "ONYX Southeast" or any other trade name approved by a majority of the Executive Board of the chapter from time to time and properly registered with the Georgia Secretary of State.

1.3 Nonprofit Corporation

The Organization shall be organized as a Georgia non-profit corporation as provided in the Articles of Organization (Control Number: 23007242); Title 14 of the Official Code of Georgian Annotated, et seq., as amended. No part of the income or assets of the Organization may be distributed to or for the personal use or individual profit of the members, or Officers of the Organization, except to the extent permissible under the law and as provided herein. Notwithstanding the foregoing, the Organization is authorized and empowered to pay reasonable compensation for goods and services rendered by the members and non-members, and shall be authorized to engage in activities that benefit the Organization and the members collectively.

1.4 Duration

The duration of the Organization shall be perpetual.

1.5 Anniversary

The official anniversary date for the organization chapter shall be August 1, 1999.

1.6 Definitions

Organization	Reference to the ONYX Southeast (OSE).
Executive Board	The Executive Board is composed of the President, Vice President, Secretary, Treasurer, Sergeant Master, Road Captain and Historian.
Officer	Member of the Organization and currently a member of the Executive Board.
Membership	Members of the Organization, including both Officers and Full Brothers and Associates. Often referred to as "members" or "membership body".

ONYX Code The ONYX Code outlines the values, ideals and standards of conduct that all members of ONYX and its associated chapters must adhere to every day. Formerly referred to as the "ONYX Men Code". The ONYX Code includes the organization's "Code of Conduct".

2 ARTICLE II – PURPOSE

2.1 Vision

ONYX is the world's leading resource for the empowerment of gay and bi-sexual Men of Color in the Leather Lifestyle.

2.2 Mission

The mission of ONYX is to educate and empower gay and bi-sexual Men of Color who explore the Leather Lifestyle.

ONYX is a resource that centers the needs and desires of gay and bisexual Men of Color while welcoming everyone. We are a safe space to EDUCATE yourself about the Leather Lifestyle and Leather/Kink/Fetish Play. We provide a welcoming place to EXPLORE your Kinks and Fetishes in an affirming judgment-free environment, which EMPOWERS all people and ESPECIALLY Men of Color to live their lives more freely, safely, and happily as Leathermen and Kinksters.

2.3 General Purpose

ONYX has been formed and will be operated for educational and other purposes consistent with its non-profit nature and structure as well as charitable activities. ONYX is not for pecuniary benefit and shall not make or declare dividends.

ONYX Southeast is under the guidance of the ONYX National Council (ONC) which provides value-added oversight that enables the entire ONYX organization and all its chapters to make consistent progress toward our mission. This includes such areas as:

1. Guardianship of the ONYX Vision, Mission and the ONYX Code;
2. Focus on strategic planning, initiatives and policy
3. Providing ONYX chapters with guidance and recommendations on best practices;
4. Enhancement of the organization's public standing through public relations & communications. This includes management of trademarks, copyrights, patents, intellectual property and branding;
5. Collect chapter information regarding rolls, financial status, initiatives and accomplishments to produce an ONYX Annual Report for ONYX National Council; and
6. Maintenance of external partnership sand sponsorships that further our mission and support our standing as a valued contributor to the LGBTQIA+ community.

2.4 Specific Purpose

Within the scope of the foregoing general purpose, the Organization has been formed for, and may engage as provided hereinafter, in the following specific purpose:

The goal of ONYX is to provide an informational and social organization to address the issues specific to gay/bisexual men of color who choose to discuss and/or participate in the Leather/SM/Fetish lifestyle. Support, spirituality, safety and consent are key to achieving our goal.

- a. **Charity/Education.** To engage in various charitable and educational endeavors where there is chapter representation with a Chapters' respective territory;
- b. **Social.** As a social/leather/levi club for the membership of the Organization. The Organization provides guidance and support for all ONYX chapters;
- c. **Brotherhood.** To develop friendships and promote brotherhood between all members of the ONYX family and with similar organizations in the United States and abroad;
- d. **Assets.** To collect, invest, transfer, transact, spend, donate, receive and maintain a fund or funds, including personal and real property, by subscription, donation or otherwise, and apply the principal and/or income therefrom to the promotion and purposes of this Organization, which will include, if necessary, the payment of all necessary expenses in furtherance of such purposes;
- e. **Charitable Assistance.** To distribute money or other property, or direct assistance to other organizations whose aims and purposes are in furtherance of the purposes of this Organization or who would qualify for charitable assistance as provided herein. The assistance provided for herein shall be given by this Organization to an individual or organization without charge and without discrimination on the basis of social, political, religious, gender, gender identity, gender expression, ethnic heritage or origin, race, color, creed, age, veteran status, sexual orientation, or medical conditions or any other characteristic;
- f. **Domicile.** To establish and maintain offices and promote and carry on its objects and purposes within the States or Territories of the United States; and
- g. **Legal Powers.** To exercise all rights and powers conferred by the Laws of the State of Georgia upon non-profit corporations in furtherance of any of the purposes of the Organization set forth here and any such other purposes or activities which could reasonably be inferred therefrom, and in the manner and to the extent as provided herein.

2.5 Values

Our ONYX values are formed from our principles or standards of behavior. They are our collective judgment of what is important in life, in our community, and in our personal journeys. We hold true to our values regardless of the situation or our regard for an individual, organization, or situation.

- a. **Brotherhood.** We value the bonds of Chosen Family and the obligations of Loyalty, Dedication, Discipline, Sacrifice, and Achievement to which we have freely bound ourselves;
- b. **Trust.** We value the need and desire for one's words and actions to be reliable and based in truth, to the best of one's ability and knowledge;
- c. **Loyalty.** We value the faithfulness owed by one's duty or obligation, or by one's pledge or promise;

- d. **Dedication.** We value the willingness to freely give of one's time and talent toward one's duty, obligation, pledge, or promise;
- e. **Discipline.** We value control of one's self (evidenced through words and actions) towards personal and/or collective goals;
- f. **Sacrifice.** We value the giving of one's time and talent toward or for the sake of a greater good;
- g. **Achievement.** We value the accomplishments of our Brotherhood through their efforts, skills, and courage;
- h. **Integrity.** We value principle-centered actions, honesty, and being true to one's word; and
- i. **Accountability.** We value the taking of responsibility for one's own words and actions, and we value the process of course-correcting to bring oneself back in line with personal and/or shared core principles.

2.6 Beliefs

Our ONYX beliefs are key facts, statements, and truths that we collectively hold as self-evident or as goals toward which we continually strive.

- a. **Consent.** We believe in the inalienable right to one's own personal agency and ability to agree (or not) to some proposal or activity;
- b. **Safety.** We believe in the right to safety and comfort, whether as an individual or as part of a group;
- c. **Diversity.** We believe in, celebrate, and respect the dignity of all ethnicities, body types, levels of ability, ages, sexual identities, gender expressions and medical conditions. We believe in and celebrate all gender expressions and identifications;
- d. **Inclusion.** We believe in the inclusion, celebration, and integration of all People of Color, including Indigenous, Asian, Pacific Islander, Latinx, and People of the African Diaspora into all aspects of ONYX; and
- e. **Education.** We believe in the importance of education to provide informed consent, for personal or collective safety, or for personal growth.

3 ARTICLE III - MEMBERSHIP

3.1 Type of Membership

Membership in the Organization shall consist of the following types: Founding Fathers, Full, Associate, Alumni, Pledge and Honorary. Membership in the Organization shall be granted without discrimination on the basis of social, political, religious, gender, gender identity, gender expression, ethnic heritage or origin, race, color, creed, age, veteran status, sexual orientation, medical conditions or any other characteristic, upon satisfaction of all applicable requirements set forth herein. The rights and responsibilities of each type of membership shall be as provided hereinafter.

3.2 Limitation on Number of Members

There shall be no pre-set limitation on the number of members, however for the purposes of organization and management, the Executive Board may temporarily set limits on Full Memberships, Pledges and Associates which in any case may not be less than five (5) Full Members.

3.3 Good Standing

Good standing is defined herein as current in chapter dues and any other required fees and having met all Chapter participation requirements. Any member on probation shall not be considered in good standing.

3.4 Termination

Any membership in the Organization may be terminated as follows:

1. **Personal Request.** Automatically upon written notice requesting termination of membership submitted by an Officer to the Board or a Council Member to the Secretary;
2. **Monetary.** Upon failure to pay all monetary commitments owed to the Organization as provided hereinabove and upon a majority vote by all Officers of the Board;
3. **Attendance.** Upon failure to consistently participate in the Organization as provided herein and upon a majority vote by all Officers of the Board;
4. **Objectionable Conduct.** Objectionable conduct is used to describe "termination for cause" and may be invoked under the following conditions when any member:
 1. Engages in fraud;
 2. Violates any local, state, or federal laws;
 3. Does not act in good faith and/or violates The ONYX Code; and
 4. Participates in recurring demonstration of discriminatory or harassing behavior.
5. **Termination for Cause** based on Objectionable Conduct shall be determined by the entire membership body and shall adhere to the following process:
 1. The Member shall receive written notice from the Board to appear at its next meeting;
 2. The Member shall appear in person or via video chat for a preliminary hearing and shall answer all reasonable questions posed by the Board and shall have the right to make a statement concerning the matter. Only Officers of the Board shall be entitled to be present at the hearing;
 3. Upon completion of the preliminary hearing, the Board shall meet in private to hold discussions and then vote on the issue. If the member fails to appear before the Board as directed, the Board shall discuss and then vote on the issue;
 4. The Board shall, by majority vote of all Officers of the Board, either send the matter for consideration by the entire membership body of the Organization or terminate the proceedings. If the Board votes to send the matter for consideration by the entire membership body of the Organization, the President shall present the matter to the Organization at the next

- membership meeting. Only Organization membership in good standing shall be present during the proceedings
5. The member whose continued membership is being discussed maybe present during such presentation, and shall have the right to make a statement. Upon completion of the presentation and any statement, the member shall leave the meeting, and the remaining members shall discuss and vote on the issue. The remaining membership shall, by a two-thirds majority vote then in attendance, either vote to terminate the membership of the member, or vote not to terminate the membership of the member;
 6. If the membership of the member is terminated, termination shall become effective immediately, the member shall then and there surrender any name tags, friendship pins, insignia, etc. pertaining to the Organization, and shall not be entitled to any reimbursement of any prepaid dues. The terminated member shall be reimbursed for the insignia patch(s) they have returned provided such insignia are in good order.;
 7. If the membership of the member is not terminated, the remaining full Members may vote to censure the member, or may vote to apply other appropriate punitive measures by a two-thirds majority vote of the remaining Full Members then in attendance excluding proxies;
 8. If such member fails to comply with any censure, disciplinary measure or condition for continued membership voted upon by the membership body, the membership of the member shall again be subject to termination proceedings as provided herein.

3.5 Founding Fathers

3.5.1 Privileges

- a. **Designation.** The Founding Fathers are: Jamal Guiden, Reginald Harris, E.J Session, Stanley Johnson and Ricardo Morris. No other person shall be awarded Founding Father Membership.
- b. **Voting.** The Founding Fathers shall be entitled to vote on all issues of the Organization, excluding voting by proxy, as provided herein.
- c. **Attend Functions.** The Founding Fathers shall be entitled to attend all meetings and other functions of the Organization as provided herein.;
- d. **Hold Office.** Founding Fathers in good standing shall be entitled to election as an Officer of the Organization as provided herein;
- e. **Sponsor Members.** Founding Fathers in good standing shall be entitled to sponsor individuals as Pledges or for, Associate or Honorary Memberships as provided herein;
- f. **Leave of Absence.** Founding Fathers in good standing shall be entitled to notices of certain activities and meetings of the Organization as provided herein. A minimum of 72 hours notice is required

3.5.2 Responsibilities

1. **Financial.** Dues for Founding Fathers shall be \$80 per calendar year or any amount so determined and approved by a majority of Full Members in good standing thereafter, and shall be payable to the Treasurer after January 1st of each year. Dues include \$60 to the chapter and a \$20 ONYX National Chapter Tax. During any calendar in which the Organization hosts the Anniversary Run (i.e. Blackout), dues for Founding Fathers shall be increased to \$140 for that period. Members shall be ineligible to vote until such amounts are paid in full. Any Full Member who is six (6) months or more in arrears in paying dues or any other amount owing to the Organization, may be terminated as a Full Member as provided herein. Under extraordinary circumstances and upon written request of a Full Member to the Board, the Board may waive all or any part of amounts due and owing on a Full Member's account, not to exceed \$80 during any one (1) year period. Any Member who has made payment of dues in full after the due date will incur a \$20 late fee. That member will be ineligible to vote for a period of three (3) months;
2. **ONYX Code.** Founding Fathers must agree to abide by the ONYX Code and any rules adopted by the Organization;
3. **Insignia and Uniform.** Full Members shall be entitled to wear both the large and small insignia of the Organization. The large insignia shall be placed on the center back of the Full Member's black leather vest.
Standard Uniform. The standard uniform may be worn for Club bar nights and any other event as directed by the President and shall consist of: black leather vest with insignia(s), black leather or denim pants, black leather chaps with black or blue jeans, black leather belt and black leather footwear. Or, depending on the "theme" of a Club bar night, any other attire as directed by the President;
4. **Conflicting Membership.** If a Founding Father becomes a full member (or has started a pledge process to become a full member) of another similar leather club / organization without prior consent of a majority of the Executive Board, said person's membership is considered automatically revoked.

3.6 Officers

The Officers of the Organization shall be as follows: President, Vice President, Secretary, Treasurer, Pledge Master, Road Captain and Historian. The Officers shall constitute the Board of the Organization. The Board shall appoint all other positions in the Organization or designate an annual voting process for all members in good standing.

3.6.1 Privileges

- a. **Designation.** Officers are designated herein as Full Members that meet all position requirements as defined under Article IV – Duties, are in good standing as provided herein, and have been voted into office by Full Members;
- b. **Voting.** Officers are permitted to vote on matters before the Organization with the sole exception is the President, who may not vote on matters of regular business of the Organization in any meeting (including elections), except when the vote results in a tie, in which case the President may vote to break the tie.

c. **Attend Functions.** Officers in good standing shall be entitled to attend all meetings and other functions of the Organization as provided herein;

d. **Hold Office.** Officers in good standing shall be entitled to election in a new Officer position as provided herein. No one person may simultaneously hold multiple officer positions;

e. **Local Membership.** Officers that transition to a chapter membership status other than Full Brother, including but not limited to Alumni Membership, must immediately resign their membership in the Organization as provided herein;

f. **Leave of Absence.** Officers in good standing shall be entitled to apply for leave of absence by appearing before the Board and specifying the period of leave being sought. The minimum period of leave is two (2) months. The maximum period of leave allowed during a term shall not exceed four (4). Officers that take a leave of absence in their local chapter must request and be approved for a comparable leave of absence in the Organization.

If appearing before the Board would constitute an unreasonable burden, the Officer may submit the request in writing to the Board for approval. The Board may request additional information in order to determine whether to grant the leave. The request for leave must be approved by a majority of all officers of the Board.

During the leave of absence, all privileges shall be considered suspended. Officers must request termination of leave by written request to the Board;

g. **Guests.** Officers in good standing shall be entitled to have guests at meetings and other functions of the Organization as provided herein; and

h. **Notices.** Officers in good standing shall be entitled to notices of certain activities and meetings of the Organization as provided herein. A minimum of four (4) calendar days' notice is required.

3.6.2 Responsibilities

- a. **Financial.** Officers are required to fulfill any financial obligations they have to the Organization in a timely manner, as determined by the Board;
- b. **ONYX Code.** Officers must agree to abide by the ONYX Code and any rules adopted by the Organization;
- c. **Attendance.** Officers are expected to attend all Organization meetings, unless excused in advance by written notification to the Secretary. Officers are also required to remain active in their local chapter to better represent the needs of that chapter;
 1. Officers who violate the attendance requirements set forth herein shall receive notice from the President advising them of their unexcused absence. Meeting minutes containing the attendance list of that meeting shall serve as record of unexcused absence from that general meeting;
 2. If an Officer has two (2) unexcused absences from any meeting or functions as provided herein within a calendar year, the Officer will be terminated; and
- d. **Conflicting Membership.** If the Officer becomes a full member (or has started a pledge process to become a full member) of another similar leather club /

organization without prior consent of a majority of the Board, said person's membership is considered automatically revoked.

3.6.3 Terms and Term Limits

No Officer of the Organization shall serve more than two (2) consecutive two (2) year terms. Terms shall follow a calendar year schedule.

Waiving this limit requires a two-thirds (2/3) majority of the membership in good standing at a membership meeting. Such a waiver shall be for one (1) term and be specific to a person / office.

A member in good standing may be nominated for multiple offices in the Organization. However, no member in good standing nominated for multiple offices shall be elected to more than one office during any given term. Should a member in good standing who has received multiple nominations be elected by a majority of the members in good standing at a membership meeting to an office, that person's name shall be eliminated from all other positions for which they have been nominated.

3.6.4 Vacancy

Any Officer may resign upon written notice to the Secretary. An Officer may also be removed if a two-thirds majority of membership in good standing vote in favor of a motion to remove the Officer or that Officer fails to meet the attendance requirement as provided herein.

Whether by resignation, vote, or termination the Officer shall be immediately removed from office.

If a vacancy shall occur during an Officer's term, the membership shall immediately proceed to elect a new Officer to fill the vacancy for the remainder of the term as provided herein. However, if the office of President becomes vacant the Vice President shall become President, and the membership body shall elect a new Vice President.

3.7 Full Brothers

3.7.1 Privileges

1. **Designation.** Full members are designated herein as any Gay/Bi/Trans Men of Color who has attained the age of twenty-one (21), living within the following states: Georgia, North Carolina, South Carolina, Alabama, Mississippi, Louisiana, & Tennessee;
2. **Voting.** Full Members in good standing, defined herein as current in dues and having met all participation requirements, shall be entitled to vote on all issues of the Organization, including voting by proxy, as provided herein. Except that Full Members in good standing shall be entitled to vote in elections only after being members in good standing for a period of three (3) months;

3. **Attend Functions.** Councilors in good standing shall be entitled to attend all meetings and other functions of the Organization as provided herein;
4. **Hold Office.** Full Members in good standing shall be entitled to election as an Officer of the Organization as provided herein.;
5. **Sponsor Members.** Full Members in good standing shall be entitled to sponsor individuals as Pledges or for, Associate or Honorary Memberships as provided herein;
6. **Leave of Absence.** Full Members in good standing shall be entitled to apply for leave of absence by appearing in person before the Board and specifying the period of leave being sought. The minimum period of leave is four (4) months. Leave will be allowed for periods of 1 year maximum and the member may petition for renewal of leave after the annual payment of dues. If appearing before the Board would constitute an unreasonable burden, the Full Member may submit the request in writing to the Board for approval. The Board may request additional information in order to determine whether to grant the leave. The request for leave must be approved by a majority of all members of the Board. During the leave of absence, the Full Member shall pay Full Member dues, but shall only have the privileges of an Alumni Member. Members may request termination of leave by written request to the Board that will, by majority vote, determine the outcome of such request;
7. **Notices.** Full Members in good standing shall be entitled to notices of certain activities and meetings of the Organization as provided herein. A minimum of 72 hours notice is required.

3.7.2 Responsibilities

1. **Representation.** Full Members must first satisfy all Pledge requirements as provided herein.
2. **Financial.** Dues for Full Members shall be \$80 per calendar year or any amount so determined and approved by a majority of Full Members in good standing thereafter, and shall be payable to the Treasurer starting January 1st of each year. Dues include \$60 to the chapter and a \$20 ONYX National Chapter Tax. During any calendar in which The Organization hosts the The Anniversary Run (i.e. Blackout), dues for Full Members shall be increased to \$140 for that period. Members shall no longer be in good standing after March 31st until such amounts are paid in full or a payment plan is established with the Treasurer. Members paying dues by payment plan shall no longer be in good standing after one (1) scheduled payment is missed and no new payment plan has been established with the Treasurer. Newly elected officers not in good standing shall be ineligible to vote and shall lose their office. Any Full Member who is six (6) months or more in arrears in paying dues or any other amount owing to the Organization, may be terminated as a Full Member as provided herein. Under extraordinary circumstances and upon written request of a Full Member to the Board, the Board may waive all or any part of amounts due and owing on a Full Member's account, not to exceed \$100 during any one (1) year period.;
3. **ONYX Code.** Full Members must agree to abide by the ONYX Men Code and any rules adopted by the Organization from time to time;
4. **Attendance.** Full Members must attend all bar nights, unless excused in advance by the Bar Night Chair for an acceptable reason (as defined hereafter), provided the Full Member in each case obtains a qualified replacement for any specific duties which the Full Member is assigned. Full Members must attend all monthly general membership meetings, unless excused in advance by the President or Sergeant Master. In addition, Full Members shall attend all events connected with the annual Anniversary Run (if held), all official in-town functions of the Organization, unless excused by the person in charge of such function and provided that the Full Member

in each case provides a qualified replacement for any duties the Full Member may have been assigned. The Sergeant Master shall take attendance at all such meetings, bar nights and other functions. Full Members who violate the attendance requirements set forth herein shall receive notice from the Sergeant Master advising said Member of his unexcused absence. If the Full Member shall have an unexcused absence from any other meeting, bar night, or functions as provided herein, said member shall be assessed a fine of \$5 per occurrence. If the Full Member shall have four (4) unexcused absences within a calendar year, the Sergeant Master shall provide notice in writing to the Vice-President and said Member that said Member's voting privileges are suspended for two months. The two months shall be specified in the notice and the Sergeant Master shall alert the Board.

3.7.3 Insignia and Uniform

1. **Insignia.** Full Members shall be entitled to lease to wear both the large and small insignia of the Organization. The large insignia shall be placed on the center back of the Full Member's black leather vest. All insignia shall remain the property of the organization and shall be returned if membership is terminated for any reason.
2. **Standard Uniform.** The standard uniform may be worn for Club bar nights and any other event as directed by the President and shall consist of: black leather vest with insignia(s), black leather or denim pants, black leather chaps with black or blue jeans, black leather belt and black leather footwear. Or, depending on the "theme" of a Club bar night, any other attire as directed by the President.

3.8 Associate Members

3.8.1 Privileges

1. **Designation.** Associate Members are designated herein as any person, regardless of gender, or sexual orientation having attained 21 years of age.
2. **Voting.** Associate Members may not vote within the Organization.
3. **Attend Functions.** Associate Members in good standing shall be entitled to attend all meetings and other functions of the Organization as provided herein, however, Associate Members may be asked to withdraw from a meeting during certain discussions;
4. **Hold Office.** Associate Members may not hold any elected office of the Organization.

3.8.2 Responsibilities

1. **Representation.** Full Members must first satisfy all Pledge requirements as provided herein. Any person who is a full (or active) member, honorary member, associate member, or alumni member (or their reasonable equivalent) in good standing of another fraternal leather, bear, or similar club or organization, or is an "independent" is eligible to become an Associate Member of this Organization upon satisfaction of all other requirements set forth herein.
2. **Application.** All applicants seeking to become Associate Members must fully complete and submit an application to the Membership Chair and a legible copy of a government-issued form of photo identification. The application must be sponsored by one Full Member, Associate Member, Honorary Member or Alumni Member in good standing who agree to be the applicant's sponsor, and must be signed by the

applicant. If the application is not accepted or is withdrawn prior to acceptance, then the fee will be returned.

3. **Review of the Application by the Membership Chair.** The Membership Chair shall review all applications submitted, may request of the applicant additional information, and may gather additional or verify submitted information as the Membership Chair deems appropriate. Once an application is complete, the Membership Chair must submit the application to the Full Members who may review the application and contact the prospective member and interview him. However, the Membership Chair may attach to the application any additional information obtained by him or any recommendations he has with respect to the applicant. If for any reason the application is not accepted, any application fees paid by the applicant will be returned.
4. **Approval of Applicants as Associate Members.** No later than 90 days after an application is submitted to the Full Members, and at a general meeting, the Full Members shall discuss the advisability of extending membership to the applicant. After discussion is complete, all Full Members present (excluding any proxies) shall vote. If a majority of such Full Members vote to extend membership, the applicant shall receive written notice of his acceptance by the Membership Chair. The applicant shall complete any other information required by the Organization. The applicant shall be presented with the small insignia patch and contact listing of members. If a majority of Full Members vote not to extend Associate Membership to the applicant, the applicant shall receive written notice of the rejection. The President may, at his or her sole discretion, provide to the applicant a general explanation, verbally or in writing, of the reasons the applicant was not approved, either at that time or at a later time in private;
5. **Financial.** Dues for Associate Members shall be \$50 per calendar year or any amount so determined and approved by a majority of Full Members in good standing thereafter, and shall be payable to the Treasurer before January 1st of each year. Dues include \$30 to the chapter and a \$20 ONYX National Chapter Tax. During any calendar in which The Organization hosts the Anniversary Run (i.e. Blackout), dues for Associate Members shall be increased to \$100 for that period. If the Associate Member does not pay dues or any other amount due and owing to the Organization with six (6) months or more of the date due, the Associate Member shall be automatically terminated, and the Secretary shall send a letter requesting return of all insignia of the Organization. Any Associate Member who is terminated for non-payment of dues may be reinstated at any time provided that the Associate Member pays dues and completes any paperwork required by the Organization. Under extraordinary circumstances and upon written request of an Associate Member to the Board, the Board may waive all or any part of any dues owed on an Associate Member's account.
6. **ONYX Code.** Associate Members must agree to abide by the Onyx Men Code and any rules adopted by the Organization from time to time.;
7. **Attendance.** Although Associate Members are not required to attend any meetings, bar nights or other activities of the Organization, Associate Members are encouraged to attend, participate and support the Organization.

3.8.3 Insignia and Uniform

1. **Insignia.** Associate Members shall be entitled to wear the small insignia of the organization anywhere above the waist in accordance with the rules governing uniforms and insignia of their leather club, organization or similar group, as applicable. All insignia shall remain the property of the Organization and shall be returned if membership is terminated for any reason.

3.9 Alumni Members

3.9.1 Privileges

1. **Designation.** Alumni Members are designated herein as any Full Member who wishes to declare inactive status;
2. **Eligibility.** Any Full Member in good standing who has been actively involved as a Full Member with the Organization for at least three (3) years may convert his Full Membership to Alumni Membership automatically upon submission of a written notice to the Board or by appearing in person before the Board.
3. **Voting.** Alumni Members may not vote within the Organization;
4. **Attend Functions.** Alumni Members in good standing shall be entitled to attend all meetings and other functions of the Organization as provided herein, however, Alumni Members may be asked to withdraw from a meeting during certain discussions.
5. **Hold Office.** Alumni Members may not hold any elected office of the Organization.
6. **Sponsor Members.** Alumni Members in good standing shall be entitled to sponsor individuals as Pledges or Associate Members as provided herein;
7. **Full Member Reinstatement.** Alumni Members in good standing shall be entitled to return as a Full Member upon written notice submitted to the Board and affirmative by a majority vote of the Full Membership present at the meeting where the vote is taken. Full Member status is restored when the annual dues are paid;
8. **Notices.** The Organization shall use best efforts to provide Alumni Members in good standing with notice of the functions and meetings of the Organization, with a copy of any newsletter published by the Organization, and with any other information the Board deems appropriate

3.9.2 Responsibilities

1. **Representation.** Full Members must first satisfy all Pledge requirements as provided herein.
2. **Financial.** Dues for Alumni Members shall be \$45 per calendar year or any amount so determined and approved by a majority of full members in good standing thereafter and shall be submitted with that member's written notice of change of status to the Board. Dues include \$25 to the chapter and a \$20 ONYX National Chapter Tax.
3. **ONYX Code.** Alumni Members must agree to abide by the Onyx Men Code and any rules adopted by the Organization from time to time.;
4. **Attendance.** Although Alumni Members are not required to attend any meetings, bar nights or other functions of the Organization, Alumni Members are encouraged to attend, participate and support the Organization.

3.9.3 Insignia and Uniform

Insignia. The uniform and insignia for Alumni Members shall be the same as the uniform and insignia for Full Members as set forth above.

3.10 Pledges

3.10.1 Privileges

1. **Designation.** Pledges are designated herein as any Gay/Bi/Trans Man of Color who has attained the age of twenty-one (21), living within the following states: Georgia, North Carolina, South Carolina, Alabama, Mississippi, Louisiana, & Tennessee;
2. **Voting.** Pledges may not vote within the Organization;
3. **Attend Functions.** Pledges may not attend general body meetings but may attend all ONYX functions of the Organization as provided herein;
4. **Hold Office.** Pledges may not hold any elected office of the Organization.
5. **Application.** All Pledges must fully complete and submit an application to the Board, along with a non-refundable application fee of \$35.00 or such other amount as adopted from time to time by a majority vote of the Full Members and a legible copy of a government-issued form of photo identification. The application must be signed by two Full Members or Alumni Members in good standing who agree to be the applicant's sponsors and must be signed by the applicant. No person may apply to become a Pledge of this Organization so long as he or she is a Pledge or Full Member (or reasonable equivalent) of another similar fraternal leather club or organization
6. **Financials.** During Pledgeship, Pledges shall not pay dues as if they were a Full Member as provided herein before being offered membership. After having been extended Full Member status they will be required to pay any amount so determined as the dues amount for Full Members before their installation as Full members.
7. **Review of Application.** The Vice-President shall review all applications submitted, may request of the applicant additional information, and may gather additional or verify submitted information as deemed appropriate. Once an application is complete, the Vice-President must submit the application to the Full Members for review and further action, however, the Vice-President may attach to the application any additional information obtained with respect to the applicant. If for any reason the application is not accepted, any application fees paid by the applicant will be returned,
8. **Approval of Applicants:** After an applicant has completed his application and the Vice-President submits the application to the Full Members for review, the applicant shall appear before the body for questioning at the next general meeting. All other Pledges, Associate Members and guests shall be removed from the meeting. Applicants shall answer fully, honestly and to the best of their ability all reasonable questions posed. The President shall have final authority in determining if any question is inappropriate. Once the applicant has answered any questions, the applicant shall be escorted from the meeting by the Sergeant Master, and the Full Members shall discuss the advisability of extending a Pledgeship to the applicant. After discussion is complete, all Full Members present (excluding any proxies) shall vote. If a majority of such Full Members vote to extend a Pledgeship, the Sergeant Master shall return the applicant to the meeting, the President shall announce the results of the vote, the applicant shall complete any other information required by the Organization, the President shall present the applicant with a pledge pin, and the applicant's Pledgeship shall thereupon commence. If a majority of such Full Members

vote not to extend a Pledgeship, the Sergeant Master shall notify the applicant and escort them from the meeting. The President may, at his sole discretion, provide to the applicant a general explanation, verbally or in writing, of the reasons the applicant was not approved, either at that time or at a later time in private.

9. **Pledgeship.** After commencement, a Pledge must attend and participate in all meetings, bar nights and other functions of the Organization, unless excused by the President or Sergeant Master for acceptable reasons, until his or her Pledgeship is complete. During a Pledgeship, the Pledge shall be under the supervision of the Sergeant Master and his sponsors, shall agree to comply with the Onyx Men Code and any rules of the Organization, and shall complete all reasonable tasks assigned to him. Once a Pledge commences a Pledgeship, if the Pledge separates voluntarily, no part of any application fee deposit or dues shall be refundable.
10. **Final Review.** Upon attendance and satisfactory participation in pledge process for a period of at least 90 days and at the recommendation of the Sergeant Master, the Pledge shall again appear before the Full Members for questioning at the next general membership meeting. All other Pledges, Associate Members and guests shall be removed from the meeting. Pledges shall answer fully, honestly and to the best of their abilities all reasonable questions posed. The President shall have final authority in determining if any question posed is inappropriate. Once the Pledge has answered any questions, the Pledge will be escorted from the meeting by the Sergeant Master, and the Full Members shall discuss the advisability of extending Full Member status to the Pledge. After discussion is complete, all Full Members present (excluding any proxies) shall vote. If a 3/4 of such Full Members vote to extend Full Member status to the Pledge, at the discretion of the Sergeant Master, the vote may be held in secret and announced at an installation ceremony as described in Article III, Section 5, paragraph 8 below or the Sergeant Master shall return the Pledge to the meeting, the President shall announce the result of the vote, the Sergeant Master shall provide the Full Member with a large insignia patch, small patch and name tag pin, retrieving the pledge pin and the Pledge shall be extended Full Member status, subject to completion of initiation as provided herein. If a more than 1/4 of Full Members vote against extending Full Member status to the Pledge, the Sergeant Master shall inform the Pledge, the President shall announce the result of the vote, the Pledge shall return his pledge pin, the Pledgeship shall terminate and the application fee is returned. The former Pledge shall be escorted from the meeting by the Sergeant Master. The President may, in his sole discretion, provide to the former Pledge a general explanation, verbally or in writing, of the reasons the former Pledge was not approved, either at that time or at a later time in private.
11. **Installation.** The new Pledge having been extended Full Member status will be required to participate in a short ceremony to celebrate his transition to Full Member status. Further, the Pledge shall receive a large insignia, a small insignia and name plate and any other items approved of by the Full Membership at that time.

3.10.2 Responsibilities

1. **ONYX Code.** Pledges must agree to abide by the Onyx Men Code and any rules adopted by the Organization from time to time.
2. **Termination of Pledgeship.** A Pledge's Pledgeship may be terminated for any reason and using the procedure as provided in Article III, Section 4 (D). If a Pledge is terminated for any reason, other than voluntary he shall return all insignia of the Organization. If a Pledge is terminated for any reason, other than voluntary, the application fee shall be returned.

3.10.3 Insignia and Uniform

Uniform. The Pledge's uniform shall consist of: (a) a black leather vest with their; (b) a short sleeve T-shirt, (c) blue or black jeans; (d) black leather belt; and (e) black leather footwear. No other pins, patches hats or similar accessories may be worn, unless approved by the Board, however, run tags or similar such identification may be worn.

3.11 Honorary Members

3.11.1 Privileges

1. **Designation.** Honorary Members are designated herein as any person, regardless of gender having attained 21 years of age
2. **Voting.** No Honorary Member vote any Organization business as provided herein;
3. **Qualifications.** An Honorary Membership is an honor that this Organization can present to a non-member, and is awarded only to persons who show the highest merit and long-term active commitment to the Organization and its members.
4. **Selection.** The selection of an Honorary Member is a confidential process, and the confidentiality thereof shall be protected by all members involved until an award of the Honorary Membership is made. Any Full Member or Alumni in good standing may nominate another person who is not a Full Member or Alumni Member of the Organization for an Honorary Membership by submitting a written nomination to the Board at any meeting thereof. The nomination should include the reasons why the person is being nominated. The Board may request the nominator provide additional information, and may gather additional or verify information as the Board deems appropriate. Once the Board deems a nomination to be complete, the Board shall vote on the nomination in closed session.
5. **Attend Functions.** Honorary Members in good standing shall be entitled to attend all meetings and other functions of the Organization as provided herein, however, Honorary members may be asked to withdraw from a meeting during certain discussions at the request at any Full Member;
6. **Hold Office.** No Honorary Member can be elected as an Officer of the Organization as provided herein.;
7. **Sponsor Members.** Full Members in good standing shall be entitled to sponsor individuals as Pledges or for, Associate or Honorary Memberships as provided herein;
8. **Leave of Absence.** Full Members in good standing shall be entitled to apply for leave of absence by appearing in person before the Board and specifying the period of leave being sought. The minimum period of leave is four (4) months. Leave will be allowed for periods of 1 year maximum and the member may petition for renewal of leave after the annual payment of dues. If appearing before the Board would constitute an unreasonable burden, the Full Member may submit the request in writing to the Board for approval. The Board may request additional information in order to determine whether to grant the leave. The request for leave must be approved by a majority of all members of the Board. During the leave of absence, the Full Member shall pay Full Member dues, but shall only have the privileges of an Alumni Member. Members may request termination of leave by written request to the Board that will, by majority vote, determine the outcome of such request;
9. **Notices.** Full Members in good standing shall be entitled to notices of certain activities and meetings of the Organization as provided herein. A minimum of 72 hours notice is required.

3.11.2 Responsibilities

1. **Representation.** Full Members must first satisfy all Pledge requirements as provided herein.
2. **Financial.** Honorary Members shall not pay dues.
3. **Notices.** The Organization shall use best efforts to provide all Honorary Members in good standing with notice of the meetings and functions of the Organization, with a copy of any newsletter published by the Organization, and with any other information that the Board deems appropriate.
4. **ONYX Code.** Honorary Members must agree to abide by the ONYX Men Code and any rules adopted by the Organization from time to time;
5. **Attendance.** Honorary Members are not required to attend any regular meetings, bar nights or other functions of the Organization. Honorary Members are encouraged to attend, participate and support the Organization.
6. **Membership Termination.** Honorary Members may also be terminated for any reason and using the procedure provided in Article 3, Section 4 as applicable. If an Honorary Member resigns or is terminated for any reason, he or she shall return all insignia of the Organization

3.11.3 Insignia and Uniform

1. **Insignia.** Honorary Members shall be entitled to wear the small insignia of the Organization in accordance with the rules governing uniforms and insignias of this organization and as applicable with rules governing other leather clubs or similar groups.

4 ARTICLE IV - DUTIES

4.1 Officers

The officer positions listed below are automatically members of the Board.

4.1.1 President

The position of President carries the following requirements and duties:

1. Have been a Full Member in good standing for at least one (1) year
2. Prepare agendas and preside at all meetings of the Organization;
3. Represent the Organization during all appropriate or ceremonial occasions;
4. Assist all other Officers of the Organization and its activities;
5. Promote interest in the Organization and its activities;
6. Be an authorized co-signatory for all accounts of the Organization;
7. Be an authorized co-signatory for all contracts on behalf of the Organization;
8. Supervise and coordinate all of the business and affairs of the Organization; and
9. Have the power to authorize single expenditures from the treasury not to exceed one hundred dollars (\$100.00), not to exceed two hundred (\$200.00) in a calendar month period.
10. Such other duties as may be appropriate from time to time.

4.1.2 Vice President

The position of Vice Chair carries the following requirements and duties:

1. a Full Member in good standing
2. Assist the President;
3. At the request of the President, or in the absence or disability of the President, perform any and all duties of the President
4. Serve as Membership Chair
5. Co-chair the Anniversary Run Committee along with the Road Captain
6. Be an authorized co-signatory for all accounts of the Organization
7. Be an authorized co-signatory for all contracts on behalf of the Organization
8. Promote interest in the Organization and its activities; and;
9. Such other duties as the President may delegate from time to time.

4.1.3 Secretary

The position of Secretary carries the following requirements and duties:

1. a Full Member in good standing
2. Take minutes of all general meetings and board meetings of the Organization, prepare them in a legible format and provide a copy thereof to all Full Members, which shall be sent at least one (1) full week prior to the next general membership meeting;
3. Keep and organize the official records of the Organization, including the current version of the ONYX Men Code, a list of any rules adopted by the Organization from time to time, copies of all financial records and budgets prepared by the Treasurer and copies of all minutes of previous meetings of the Organization and Board;
4. Handle all of the Organization's correspondence with members and with other clubs or organizations, including checking Organization mailboxes;
5. Maintains a database of the brotherhood across all chapters, including first name, last name, ONYX Name (where applicable), date of birth (mm/dd), date of death (mm/dd), current status, membership class, chapter affiliation, year of affiliation, line name, email and phone. Personally Identifiable Information will be redacted and available only on a strict need-to-know basis at least twice a year;
6. Prepare and keep available membership application packets;
7. Acknowledge or witness all contracts on behalf of the Organization;
8. Promote interest in the Organization and its activities; and;
9. Such other duties as the President may delegate from time to time.

4.1.4 Treasurer

The position of Treasurer carries the following requirements and duties:

1. Have been a Full Member in good standing for at least one (1) year
2. Maintain and balance all accounts of the Organization;
3. Prepare and maintain all financial records of the Organization including an annual budget, interim or special event budgets, income and expense sheets, balance sheets and the annual audit;

4. Maintain each member's account, invoice and collect all dues and other amounts payable by members, and inform the Board when any member's account is not in good standing
5. Invoice and collect all other moneys due the Organization
6. Make all payments from the funds of the Organization when so authorized by the Board or Full Members of the Organization as appropriate;
7. Maintains all records and filings in support of the 501(c)(3) status, tax filings and audit records;
8. Provide a monthly financial report to the Secretary for inclusion in the Organization's records;
9. Maintain all club insignia and an accounting thereof
10. Be an authorized co-signatory for all accounts of the Organization;
11. Promote interest in the Organization and its activities; and
12. Such other duties as the President may delegate from time to time.

4.1.5 Sergeant Master (Pledge Master)

The position of Sergeant Master (Pledge Master) carries the following requirements and duties:

1. Have been a Full Member in good standing
2. Identify all persons present at a meeting of the Organization and deny entrance to anyone who is not a Full Member, Pledge, Alumni Member, Honorary Member or Associate Member of the Organization or of any other fraternal leather, Levi, uniform, bear or similar organization, or the guests of such person;
3. Record attendance at all meetings, bar nights and events of the Organization, maintain the records thereof, and inform the Board of any members not in good standing by the reason of absences;
4. Escort members and guests into and out of meetings;
5. Maintain order and decorum at meetings as instructed by the President;
6. Be responsible for the Colors of the Organization;
7. Be in charge of all Parades of Colors or other similar ceremonies conducted by the Organization;
8. Present a Pledge Program to the general membership; Supervise all Pledges during their Pledgeship
9. Promote interest in the Organization and its activities; and
10. Such other duties as the President may delegate from time to time.

4.1.6 Road Captain

The position of Road Captain carries the following requirements and duties:

1. Have been a Full Member in good standing
2. Organize social events of the members of the Organization;
3. Be in charge of scheduling, organizing staffing and executing all bar nights;
4. Co-chair the Anniversary Run with the Vice President

5. Be in charge of organizing and coordinating the members in connection with any designated run or similar event which the members of the Organization may decide to attend;
6. Provide a monthly financial report to the Treasurer for inclusion in the Organization's records;
7. Maintain all club insignia and an accounting thereof;
8. Promote interest in the Organization and its activities; and
9. Such other duties as the President may delegate from time to time.

4.1.7 Historian

The position of Historian carries the following requirements and duties:

1. Have been a Full Member in good standing
2. Maintain ONYX Southeast documents (i.e. photos, flyers, etc.) and archive them as such;
3. Photograph any ONYX Southeast events and Leather events which ONYX Southeast is participating and/or present; or seek a photographer for ONYX Southeast events with the approval of the Board
4. Assist the Executive Board in its transition
5. Promote interest in the Organization and its activities; and
6. Such other duties as the President may delegate from time to time.

5 ARTICLE V – FINANCIAL

5.1 Financial Management

The Organization shall meet the following requirements for Financial Management:

1. Ensure effective organizational planning;
2. Ensure long-term financial stability, monitor the use of funds, and ensure that controls are in place to protect the organization against error or fraud;
3. Provide proper financial oversight that follow guidelines to maintain 501c3;
4. Provide transparency to the membership body as well as the ONYX National Council;
5. Make sure the Organization fulfills legal obligations; and
6. Improve the Organization's public standing.

5.2 Board Responsibilities

The Board has legally mandated fiduciary duties to the Organization. These duties describe the manner in which board members are required to carry out their roles and responsibilities. The fiduciary duties are obedience, care and loyalty.

Duty of Obedience: The board must ensure the organization is obedient to its central purposes as described in its articles of incorporation and mission.

Duty of Care: The board must be knowledgeable of all reasonably available information before taking action, and then act with prudence and care appropriate under the circumstances.

Duty of Loyalty: The board must discharge duties unselfishly, to the benefit of the organization only, and disclose potential conflicts of interest.

However, the Board does not exist solely to fulfill legal duties and serve as a fiduciary of the Organization's assets. Board members also play very significant roles providing guidance to Organization's culture, strategic focus, effectiveness, and financial sustainability, as well as serving as ambassadors and advocates.

Key values that are required by the Board include:

1. Openness;
2. Transparency;
3. Integrity; and
4. Collaboration with the National Council and across Chapters.

5.3 Community Outreach and Partnership

The Organization shall be responsible for identifying, building, and maintaining relationships with large scale community organizations and business partnerships directly related to the mission.

This function shall supplement ongoing work by chapters but will not interfere with those activities.

5.4 Fundraising

The Organization shall be responsible for defining, planning, and executing its own fundraising initiatives.

This function shall supplement ongoing work by chapters but will not interfere with those activities.

5.5 Chapter Tax

The ONYX National Council will require each chapter to submit a contribution for use in future initiatives. Contributions carry the following conditions:

1. Submission of the contribution is a requirement from this chapter to remain in good standing;
2. By May 1 of each year, the chapter should have a comprehensive list of their members (regardless of membership type) that have paid annual dues. Chapter tax will be due to ONYX National Council on May 1st of each year;
3. The Chapter must submit the number of paid members and payment amount by type of membership;
4. Chapter Tax shall be calculated based on the number of chapter members in good standing as of April 1 of each year.

Chapter Taxes are set at:

1. \$20 – Founding Fathers/Full Brothers/Associates
2. \$10 – Alumni

5. Expenditure of these funds by the Organization shall be through a majority vote of membership in good standing to ensure that all chapters are properly represented in the use and distribution of funds.

5.6 Checking Account

A separate checking account shall be established and maintained to record the financial transactions of the Organization. Checks written against the account shall create duplicates and shall require the signature of two (2) authorized Officers, preferably with one signer being the Treasurer. Copies of statements of any financial account held in the name or for the benefit of the Organization shall be sent directly, or made directly electronically available, by the financial institution at which the account is held to both the President and Treasurer of the Board.

5.7 Books and Records

The books and financial records of the Organization maintained by the Treasurer shall be open for inspection by any member of the Organization in good standing.

5.8 Income and Expenses

Income

All income claimed by the Organization must be properly tracked and categorized in sufficient detail to meet internal and external audit requirements. This includes cash, checks, electronic transactions (CashApp, Venmo, etc.), invoices, credit card records and any other forms of income, regardless of how it is transacted by the organization.

Acceptance of income must be approved by the Board to ensure compliance with Federal, State and Local tax law.

The Treasurer shall file and maintain all records of income for the Organization in a manner that makes it easily reviewed by members or auditors. Records must be maintained seven (7) years after the tax return is due or filed, whichever is later.

Expenses

All reimbursements for expenses claimed by a member shall require a receipt or a written request certified by the member regardless of the amount. This includes itemized payment records covering cash, checks, electronic transactions (CashApp, Venmo, etc.), invoices, credit cards payments, state / local taxes and any other forms of expenses, regardless of how it is transacted by the organization.

All reimbursements must be approved by the Board, be authorized in advance, or be budgeted by the Organization.

The Treasurer shall file and maintain all records of expenses for the Organization in a manner that makes it easily reviewed by members or auditors. Records must be maintained seven (7) years after tax return is due or filed, whichever is later.

5.9 501(c)(3) Compliance

To ensure full compliance with tax law for 501(c)(3) business entities, the Organization shall avoid activities outside its Exempt Purpose, including:

1. Political Activity;
2. Lobbying;
3. Private Benefit / Inurement;
4. Employment Issues; and
5. Excessive Unrelated Business Income (UBI).

The Treasurer shall be responsible for all filings and documentation at the Federal, State and Local levels related to 501(c)(3) compliance. The Treasurer will present membership a filing scheduled and notice of completion.

5.10 Purchasing

The Organization has an obligation to ensure that purchases are made and money is spent wisely and in accordance with the approvals provided by the membership body. For nonprofits and registered charities this is also a legal obligation.

1. The President has the power to authorize single expenditures from the treasury not to exceed one hundred dollars (\$100.00) and not to exceed two hundred dollars (\$200.00) in a calendar month; Purchases over \$100 must be approved by a majority vote of the membership in good standing
2. All purchases shall be free from any real or perceived conflicts of interest and factored into the approval process. This can include, for example, family members who own a business or someone who has invested in a business. No member of the Organization is permitted to accept gratuities, favors, discounts or anything else of monetary value from a purchasing source unless approved in advance by the Board;
3. Purchases shall be made from LGBTQIA+, Minority-owned, or Persons of Color (Black, Latinx, Asian, Pacific Islander, or Native American) -owned businesses whenever practical and cost effective;
4. The Treasurer shall be responsible for executing all purchases on behalf of the organization. In the absence of the Treasurer, the Chair may temporarily execute purchases on an exception basis;
5. Documentation shall be maintained for all purchases. This is important should there be a problem with goods or services purchased, and provides a documentation trail required for auditing. This includes supporting documents for purchase transactions, including purchase purpose, purchase source, purchase date, purchase frequency (one-time vs. recurring), purchase method, invoices, proposals and other relevant documentation; and
6. The Treasurer shall produce a quarterly Treasurer Report that shows all income and expense transactions reconciled to the national treasury bank account of the Organization. All transactions shall be shown in sufficient detail that they can be easily identified and viewed by the membership body.

5.11 Audit

The books and records of the Organization shall be audited in January of each year, and may be audited additionally at the direction of the Board. A party designated by the Board shall conduct the audit. The Treasurer shall not be a member of the audit committee. The audit committee shall inspect the books, records and accounts of the Organization, recognize any inconsistencies, compare expenditures with the annual budget, and report the findings of each audit to the members at a membership meeting.

6 ARTICLE VI – COMMITTEES

1. The President and/or Board may create, alter and disband any standing or ad hoc committees that he or they may deem appropriate to carry out the business of the Organization from time to time.
2. The President or Board shall appoint a chair for each committee and may delegate only such power as is reasonably necessary for the committee to achieve its purpose or purposes.
3. Committees shall not sign any contracts or make any agreements which bind the Organization or commit the Organization to the expenditure of any funds without the express prior authorization of the Board.
4. The member appointed to head a committee may select other committee members as they see fit in order to achieve the purpose of the committee.
5. Officers and/or Councilors in good standing shall be entitled to lead or serve on committees of the Organization as provided herein. Any committee member that is not considered in good standing shall automatically relinquish their position.

7 ARTICLE VII – VOTING, QUORUM AND ELECTIONS

7.1 Voting

All voting in all meetings shall be held by voice response, show of hands or roll call, at the option of the President. Upon the successful motion of one (1) member in good standing entitled to vote on the issue, any vote shall be switched to a secret ballot.

A simple majority of those eligible to vote shall be necessary to approve any motions or transact any business of the Board or the Organization, as provided herein, with the following exceptions:

1. Purchasing - Majority Required
2. Intellectual Property - Majority Required
3. Elections - Two-Thirds (2/3) Majority Required
4. Censure/Disciplinary Action (Cause) - Two-Thirds (2/3) Majority Required
5. Termination (Cause) - Two-Thirds (2/3) Majority Required
6. Term Limit Exception - Two-Thirds (2/3) Majority Required
7. Officer Removal - Two-Thirds (2/3) Majority Required
8. Special General Body Meeting - Two-Thirds (2/3) Majority Required
9. Presentation of Colors - Two-Thirds (2/3) Majority Required
10. ONYX Code Exception - Two-Thirds (2/3) Majority Required

11. ONYX Code Change - Three-Fourths (3/4) Majority Required
12. By-laws Change/Ratification - Three-Fourths (3/4) Majority Required

A motion may not be introduced for vote if that motion was already addressed and voted on by membership in the previous twelve (12) months. A member in good standing may present a case in writing and prior to a membership meeting to the Board to request a motion be allowed for a previously resolved subject within the twelve (12) month period. The Board will make the final ruling on whether to allow the motion to be heard at the next membership meeting.

Any vote requires that quorum be established. If quorum is not established the vote cannot be called.

7.2 Quorum

Attendance by three (3) Officers shall constitute a quorum for Board meetings, and attendance by forty percent (40%) of the membership body in good standing shall constitute a quorum for membership meetings.

7.3 Eligibility to Vote

All members of the Organization in good standing are entitled to vote on any matter as provided herein. The President may not vote on matters of regular business of the Organization in any meeting (including elections), except when the vote results in a tie, in which case the President may vote to break the tie. The President may, however, vote on, censure / disciplinary actions and special honors and designations. Each member is entitled to vote on a matter and shall have one (1) vote.

7.4 Proxies

It is of tantamount importance that all members of the Organization be present at meetings and participate in discussions and voting. Voting by proxy is not allowed for Officers.

7.5 Elections

7.5.1 Officers

Beginning June 1st of any calendar year, the President shall conduct nominations for all Offices of the Organization. The President shall announce each office, summarize the duties of the office if requested by a member, and then ask Full Members for nominations for such offices. Nominations shall remain open until June 30th. Nominees shall have seven days after the close of nominations to either accept or decline the nomination. Full Members who are not in good standing may not run for any office. At the meeting at which the election is set to be held, all nominees may be questioned by all members eligible to vote. Elections for each office shall be held, one at a time, in the order that those offices appear in Article I, Section 6. The nominee must be willing and able to serve in the position for which he has been nominated and prepared to support committees as required by his office.

8 ARTICLE VIII – MEETINGS

8.1 Regular Membership Meetings

The regular membership meetings of the Organization shall be held once each month as determined by the President, unless otherwise agreed by a majority of the Board in which case the Board shall set a date, time and location. No notice of a regular membership meeting is required unless changes in the standard time, date and place have been made, in which case the Secretary shall provide notice to the membership at least five (5) days prior to such meeting.

8.2 Special Membership Meetings

Special Membership meetings may be called by the President, by any member of the Board, or upon two-thirds (2/3) majority request of the membership in good standing. The Secretary shall provide notice to all members at least four (4) calendar days prior to such meeting stating the time, date and location thereof, and the purpose if known to the Secretary.

8.3 Regular Board Meetings

The regular Board meetings of the Organization shall be held once each quarter on a date, time and location determined by the President. The Secretary shall provide notice to all members in good standing that have expressed an interest in attending at least four (4) calendar days prior to such meeting.

8.4 Special Board Meetings

Special Board meetings may be called by the President or by Officers of the Board, in which case the Secretary shall provide notice to all Officers at least four (4) calendar days prior to such meeting stating the time, date and location thereof, and the purposes if known to the Secretary.

8.5 Notice and Waiver of Notice

Notice of a meeting may be given in any way which is reasonably anticipated to alert the recipient of the time, date, location and purpose of such meeting. Membership entitled to notice of a meeting may waive such right, and the attendance of a member entitled to notice of a meeting shall be deemed a waiver of such right without further action, except when a member attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

8.6 Actions Without a Meeting

Any action which the membership may take at a membership meeting, may be taken without a meeting, without prior notice and without a vote if verbal consent is obtained from a majority of the membership in good standing, and such action either approved in writing or digitally by a majority of the membership in good standing; or approved by a majority vote of the membership in good standing at the next membership meeting. If approved by a

majority of the Board, a Board member may request a digital vote (typically using email or another technology) on routine business matters requiring timely response that cannot wait until the next membership meeting.

Any action which the Officers may take at a Board meeting, may be taken without a meeting, without prior notice and without a vote if verbal consent is obtained from a majority of the Officers; or approved by a majority of the Officers at the next Board meeting. Any such actions taken without a meeting shall be disclosed at the next membership meeting or Board meeting as applicable, and shall be included in the records of the Organization by the Secretary.

8.7 Meeting Options

All meetings may be conducted in person, by telephone, by video conference, or by any other means or a combination of means by which the Organization can reasonably accomplish business.

8.8 Conduct of Meetings

The President, or any other person in membership conducting a meeting of the Organization as provided herein, may use any procedure (including but not limited to Robert's Rule of Order) to conduct such meeting, provided that the procedure maintains good order and decorum, gives all members entitled to speak a reasonable opportunity to express their opinion, but does not result in excessive debate and/or repetition.

If an issue is particularly adversarial or results in a lengthy discussion, the Chair may table the issue for discussion at a later meeting.

8.9 Guests at Meetings

Membership in good standing may bring guests with them to any membership meeting and to other functions of the Organization. Advance notice must be provided five (5) days prior to the meeting, including the name of the guest and reason for their attendance, and be approved by majority vote of the Board.

Guests at meetings must be accompanied by a member and presented by the member to the membership body prior to the start of the meeting. Guests may be required to withdraw during certain discussions at the discretion of the Chair.

Guests shall not be permitted at Board meetings without the consent of a majority of the Board.

8.10 Removal from Meetings

Anyone other than Officers may be removed from any meeting of the Organization by a majority vote of membership in good standing.

9 ARTICLE IX – PRESENTATION OF COLORS

9.1 Presentation of Colors

The Board, on its own or upon suggestion of a member, may recommend to the membership at a membership meeting that the Organization consider presenting its Colors to another fraternal leather, bear or similar club or organization with whom the members of the Organization share a special relationship and to whom the Organization wishes to award this special honor.

The Colors shall consist of a large insignia patch of the Organization mounted and framed appropriately for hanging and display, unless an alternative version is approved by majority vote of two-thirds (2/3) of the membership in good standing.

The membership shall discuss the matter, and then Chair shall call for a vote. If two-thirds (2/3) of the membership in good standing and present at the meeting vote in favor of presenting the Colors, the Colors shall be presented by the Chair or another Officer to the club or organization at an appropriate event or ceremony.

10 ARTICLE XI – RULES

10.1 Rules

The Organization may adopt, amend, or repeal rules from time to time upon a motion by a member in good standing and approval by a majority of members in good standing, without any prior notice being required. Any rules adopted shall be considered procedural, and not as part of the ONYX Code.

10.2 Record Keeping

The Secretary shall keep a separate record of all rules in force and shall provide written copies thereof to members upon request and to all existing and new members of the Organization.

11 ARTICLE XII – INDEMNIFICATION

11.1 Indemnification

The Organization shall indemnify any Officer or Member who is, or is threatened to be made, a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action brought by the Organization), by reason of the fact that such person is or was an Officer or Member of the Organization, was acting within the scope of his duties, or was acting at the direction of the Organization or its Officers or members.

Indemnification shall be against all expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines and all other amounts reasonably determined by the Board to have been expended by the person in connection with the matter; provided that the Board shall have first determined, in its sole judgment, that the person acted in good faith and in a manner which he or she reasonably believed to be in (or not opposed to) the best interests of the Organization, or with respect to any criminal action, in a manner which the person had no reasonable cause to believe was unlawful. No such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have finally been adjudged to be liable for gross negligence, misconduct or malfeasance in the performance of his or her duties.

11.2 Insurance

The Organization may, at the discretion of the Board, purchase and maintain Director and Officer (D&O) Insurance and / or General Liability Insurance, which may be endorsed to cover the Officers and Councilors of the Organization, whether or not the Organization would have the power to indemnify such persons against liability under the provisions of Federal, State and Local law.

12 ARTICLE XIII – OTHER KEY PROVISIONS

12.1 Intellectual Property

The Organization may develop and protect copyrights, trademarks, trade names, logos, insignia, patents and other intellectual property as the Organization deems appropriate.

All of the Organization's proposed intellectual property shall first be approved by a majority of the Board, and then submitted to the membership body for approval. If a majority of the membership body in good standing and present at the meeting vote in favor of the intellectual property, the Board shall take all further steps necessary to protect the intellectual property, and a copy thereof shall be placed in the records of the Organization by the Secretary.

12.2 Copyrights

Copyrights are most commonly used for artistic, literary, or intellectually created works, such as novels, music, movies, software code, photographs, and paintings that are original and exist in a tangible medium, such as paper, canvas, film, or digital format.

Copyrights protect ONYX's exclusive right to reproduce, distribute, and perform or display the created work, and prevents other people from copying or exploiting the creation without the copyright holder's permission.

1. Either the Organization or individual ONYX Chapter shall make recommendations for copyrights to the Organization's Board; and
2. All copyrights are to be executed by the Organization and not individual chapters.

12.3 Trademarks

Trademarks are typically defined by a word, phrase, design, or a combination that identifies your goods or services, distinguishes them from the goods or services of others, and indicates the source of your goods or services. An example of ONYX intellectual property that would benefit from a trademark is: "EDUCATE | EXPLORE | EMPOWER".

Registering the trademark protects it from being registered by others without permission and helps the Organization prevent others from using a trademark that is similar with related goods or services.

- a. Either the Organization or individual ONYX Chapters shall make recommendations for trademarks to the Organization's Board; and
- b. All trademarks are to be executed by the Organization and not individual chapters.

12.4 Patents

Patents typically cover technical inventions, such as chemical compositions like pharmaceutical drugs, mechanical processes like complex machinery, or machine designs that are new, unique, and usable in some type of industry. It is unlikely that the Organization would need to pursue a patent on behalf of ONYX.

Patents safeguard inventions and processes from other parties copying, making, using, or selling the invention without the inventor's consent.

- a. Either the Organization or individual ONYX Chapters shall make recommendations for patents to the Organization's Board; and
- b. All patents are to be executed by the Organization and not individual chapters.

13 ARTICLE XIV – CODE OF CONDUCT

13.1 ONYX Code

This Code of Regulations, once adopted and amended from time to time, shall be referred to as the "ONYX Code" (formerly known as "The ONYX Men Code").

13.2 Adoption

A proposed ONYX Code shall be drafted and maintained by an ad hoc committee (if needed) and shall be submitted to the Board for review, discussion and amendment. Once a majority of the Board approves the proposed ONYX Code, a copy of the proposed ONYX Code shall be provided to all membership in good standing for review at least twenty-one (21) days in advance of the membership meeting at which the proposed ONYX Code will be discussed.

Any member of the Organization in good standing may comment upon or suggest amendments to the proposed ONYX Code by providing to the Secretary a written comment or the text of a proposed amendment referring to the section to be commented upon or to be amended prior to the membership meeting at which the proposed ONYX Code is to be discussed.

Once all comments and proposed amendments submitted to the Secretary as provided herein have been discussed, the Chair shall call for a vote. If a three-fourths majority of membership in good standing and present at the meeting approve the proposed ONYX Code, the ONYX Code shall be deemed adopted, and the Secretary shall provide a copy of the ONYX Code to all members of the ONYX organization through the Boards of each ONYX Chapter.

13.3 Amendment

The ONYX Code, or any provisions thereof, may be amended or repealed, by a three-fourths (3/4) majority vote of membership in good standing and present at a membership meeting; provided that the text of the proposed amendment has been approved by a majority vote of the Board and further provided that notice and a written copy of the text of the proposed amendment is given in writing to the membership in good standing at least ten (10) days in advance of the membership meeting at which the amendment is to be voted upon. Any amendments which are made to the ONYX Code shall be filed in the records of the Organization by the Secretary.

13.4 Severability

In the event that any provision of the ONYX Code is found to be void, illegal or invalid, such provision shall be severed from the remaining provisions, and the ONYX Code shall be construed as if such provision were not contained herein.

13.5 Priority

If any provision of this ONYX Code shall be inconsistent with the Articles of Incorporation of this Organization as amended from time to time, the Articles shall govern. If any rule adopted by the Organization as provided herein is found to be inconsistent with the ONYX Code and/or the Articles of Incorporation of this Organization as amended from time to time, the ONYX Code and/or Articles of Incorporation shall govern.

13.6 Exceptions

Special exceptions to the ONYX Code may be made at any membership meeting by a two-thirds (2/3) vote of all the membership body in good standing present at the meeting, or, if appropriate, at any Board meeting by a two-thirds (2/3) vote of all Officers present at the meeting, provided that the exception being voted on is specific to a particular person or case.

Any exception approved as provided herein shall not be deemed in any way to permanently amend, alter or rescind, set a precedent with respect to, or waive the effectiveness of, all or any portion of the ONYX Code, except with respect to specific person or case be voted upon.