
ONYX Mid-Atlantic

Chapter Bylaws



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Bylaws Change Log

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1 ARTICLE I – LEGAL CHARACTERISTICS

1.1 Legal name

The legal name of this Organization shall be "ONYX Mid-Atlantic, Inc." (hereinafter "ONYX", "ONYXMA" or "Organization")

1.2 Trade Name

The Organization may do business under any trade name approved by a majority of the Executive Board of the Organization and properly registered with the District of Columbia Department of Consumer and Regulatory Affairs (DCRA).

1.3 Nonprofit Corporation

The Organization shall be organized as a District of Columbia non-profit corporation as provided in the Nonprofit Corporations Act, DC Code §29-401.01 et seq., as amended. No part of the income or assets of the Organization shall be distributed to or for the personal use or individual profit of the Trustees, Officers or members 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.

ONYXMA is a tax exempt, 501(c)(3) nonprofit as a 509(a)(2) public charity, organized as a corporation with the EIN 85-3885306. The effective date is November 10, 2020.

1.4 Duration

The duration of the Organization shall be perpetual.

1.5 Charter Date

The official charter date for the Organization shall be recognized January 16, 2010 at Mid-Atlantic Leather Weekend (MAL). The Organization recognizes its anniversary as October 7, 2007.

1.6 Definitions

Charter Member	Member of the Chapter who is formally identified as one of the founders of that specific chapter.
Council Member	Member of the Chapter selected to serve as their representative to the ONYX National Council (ONC).
Executive Board	The Executive Board is composed at a minimum of the President, Vice President, Pledge Master, Treasurer, Secretary, and Road Captain. Also referred to as the Board. For legal purposes, some Organizations may identify the Executive Board (Board) as the Board of Directors (BOD).
Founding Father	Member of ONYX who is formally identified as one of the original five (5) founders of ONYX overall. Only these individuals are recognized as or may use the term "Founding Father".
Membership	Members of the Organization, including all classifications of membership. Often referred to as "members" or "membership body".
Officer	The list of potential officers includes: President, Vice President, Pledge Master, Treasurer, Secretary, Road Captain, Assistant Pledge Master, Media Manager, Education Chair, Historian, and Sergeant At Arms. For legal purposes, all Officers may also be referred to as Directors.

ONYX Code	The ONYX Code outlines the values, ideals and standards of conduct that all members of ONYX and its associated chapters shall adhere to every day. Formerly referred to as the "ONYX Men Code". The ONYX Code includes the ONYX "Code of Conduct".
ONYX National Council	The national oversight body for the overall ONYX Organization. Also referred to as the ONC.
Organization	Reference to the ONYX Chapter.
People of Color	Those who identify as non-whites and are members of the Indigenous, Asian, Pacific Islander, Latin/e/x, and People of the African Diaspora.
Queer	Not straight, not solely cisgender. Queer is used to express that sexuality and gender can be complicated, change over time, and might not fit nearly in identities like male or female, gay or straight, etc.

1.7 Bylaws Updates By Individual Chapters

The following is a list of the sole content that each organization (chapter) shall retain rights to modify based on their individual needs. Changes made by an Organization must be approved by a three-fourths majority of Full Brothers.

#	Section	Specific Content	Tailoring Directions / Requirements
1	Article I, Section 1.1	Legal Name	Organizations may use the legal name and Organization identifier agreed to in existing legal documents. Renaming an existing ONYX organization requires ONC approval.
2	Article I, Section 1.2	Trade Name	The trade name used must be the same as used in the Articles of Incorporation and filed at the state / city level for the Organization.
3	Article I, Section 1.3	Nonprofit Corporation	The organization must cite the specific state or city code that governs the establishment and operations for nonprofits. If the organization is not currently a nonprofit, this entire section shall be replaced with the verbiage: "The Organization is not a nonprofit corporation."
4	Article I, Section 1.5	Charter Date	Organizations must use their official charter (anniversary) date recognized by the ONC as part of the chapter formation process.
5	Article II, Section 2.4.f	Domicile	The Organization must cite the specific domicile information agreed to by the ONC as part of the chapter formation.
6	Article II, Section 2.4.g	Legal Powers	The Organization must identify the state used in legal filings for establish a business entity (corporation, nonprofit corporation, etc.).
7	Article III, Section 3.2	Charter Member	The Organization shall list their charter members. A charter member is defined as a member of the chapter who is formally identified as one of the founders of that specific chapter.

#	Section	Specific Content	Tailoring Directions / Requirements
8	Article III, Section 3.6.b.2	Full Brother Dues Amount	The organization shall set the annual Full Brother dues amount.
9	Article III, Section 3.6.b.2i	Full Brother Dues Date	The organization shall set the dates that dues are requested and the date dues must be paid before Full Brothers are considered "late".
10	Article III, Section 3.6.b.2ii	Full Brother Dues Date	The organization shall set the date at which Full Brothers lose their rights, privileges, offices, etc. and are no longer in "good standing".
11	Article III, Section 3.6.b.4	Full Brother Attendance	The Organization shall set their attendance and participation policy for Full Brothers.
12	Article III, Section 3.7.b.2	Associate Dues Amount	The Organization shall set the annual Associate dues amount.
13	Article III, Section 3.7.b.2i	Associate Dues Date	The Organization shall set the dates that dues are requested and the date dues must be paid before Associates are considered "late".
14	Article III, Section 3.7.b.2ii	Associate Dues Date	The Organization shall set the date at which Associates lose their rights, privileges, offices, etc. and are no longer in "good standing".
15	Article III, Section 3.7.b.4	Associate Attendance	The Organization shall set their attendance and participation policy for Associates.
16	Article III, Section 3.7.c.2	Associate Dress Uniform	The Organization shall set the Associate Dress Uniform requirements.
17	Article III, Section 3.8.b.1.i	Pledgeship, Organization Level Requirements	The Organization shall set the Organization Level Pledgeship requirements listed on items vi, vii, viii and ix.
18	Article III, Section 3.8.b.2.ii	Pledgeship, Financial Commitment	The Organization shall set the Pledge Financial Commitment requirements.
19	Article III, Section 3.8.c.2	Pledgeship, Dress Uniform	The Organization shall set the Dress Uniform requirements for Pledges.
20	Article III, Section 3.8.c.3	Pledgeship, Standard Uniform	The Organization shall set the Standard Uniform requirements for Pledges.
21	Article III, Section 3.9.b.2	Alumni Dues Amount	The Organization shall determine if Alumni will pay dues and be responsible for setting the annual Alumni dues amount.
22	Article III, Section 3.9.b.2i	Alumni Dues Date	The Organization shall set the dates that dues are requested and the date dues must be paid before Alumni are considered "late".

#	Section	Specific Content	Tailoring Directions / Requirements
23	Article III, Section 3.9.b.2ii	Alumni Dues Date	The Organization shall set the date at which Alumni lose their rights, privileges, offices, etc. and are no longer in "good standing".
24	Article III, Section 3.9.b.4	Alumni Attendance	The Organization shall set their attendance and participation policy for Alumni.
25	Article III, Section 3.13.c	Dues Collect, Late Penalty	Use of a late penalty is at the discretion of the Organization. The Organization shall set the percentage used to calculate the late penalty.
26	Article III, Section 3.13.c	Dues Collect, Hardship	The Organization shall set the process for requesting and approving a hardship status.
27	Article IV, Section 4.1.b	Executive Board	The Organization shall determine if additional officers may be included in the Board.
28	Article IV, Section 4.1.c.3	Board of Directors	The Organization shall determine all BOD members must be a member of the Organization.
29	Article IV, Section 4.1.c.6	Board of Directors	The organization may require changes to Section 4.1.c to meet state requirements.
30	Article XI, Section 12.7.b	Purchasing Limits – President Spend Authority	The Organization shall set the monthly spend authority of the President.
31	Article XI, Section 12.7.c	Purchasing Limits – President Spend Authority	The Organization shall set the spend authority the President may authorize for bereavement-related purchases in support of a member.

2 ARTICLE II - PURPOSE

2.1 Vision

ONYX is the world's leading resource for the empowerment of queer, male-identifying people of color in the Leather Lifestyle.

2.2 Mission

The mission of ONYX is to educate and empower queer, male-identifying people of color who explore the Leather Lifestyle.

ONYX is a resource that centers the needs and desires of queer, male-identifying people 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 people 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 nonprofit nature and structure as well as charitable activities. ONYX is not for pecuniary benefit and shall not make or declare dividends.

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

- a. Guardianship of the ONYX Vision, Mission and the ONYX Code.
- b. Focus on strategic planning, initiatives and policy rather than tactical operations of chapters.
- c. Providing ONYX chapters with guidance and recommendations on best practices.
- d. Enhancement of the organization's public standing through public relations & communications. This includes management of trademarks, copyrights, patents, intellectual property and branding.
- e. Responsibility for guiding and approving new chapter formation / ratification. Oversight of chapter dissolution.
- f. Collect chapter information regarding rolls, financial status, initiatives and accomplishments to produce an ONYX Annual Report for use by all chapters.
- g. Maintenance of external partnerships and 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 queer, male-identifying people of color who choose to discuss and/or participate in the Leather, Kink and BDSM 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. The specific territory for this chapter covers: Delaware, District of Columbia, Maryland, Pennsylvania, Virginia and West Virginia.
- g. **Legal Powers.** To exercise all rights and powers conferred by the Laws of the District of Columbia upon corporations / nonprofit 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.
- 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, Latin/e/x, and People of the African Diaspora into all aspects of ONYX.
- 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 Types Of Membership

Membership in the Organization shall consist of the following types: Full Brother, Associate, Pledge, Alumni and Honorary. Membership in the Organization shall be granted 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, medical conditions or any other characteristic; and upon satisfaction of all applicable requirements set forth herein.

The rights and responsibilities of each type of membership shall be as provided hereinafter and specifically outlined in Sections 3.6 through 3.10. A summary of the Responsibilities and Rights by membership type is shown in Section 3.18.

3.2 Charter Members

The Charter Members of the Organization are: Brian S. (Treasurer), Charles B., DaNareo H., Jalan B., Justin T., Kanili S. (Vice President), Mark C., Reggie H., and Rod M. (President). No other person shall be granted Charter Member status.

3.3 Limitations On Number Of Members

There shall be no pre-set limitation on the number of members of any type.

3.4 Good Standing

Good standing for a member is defined herein as:

- a. Current in chapter dues and any other required fees.
- b. Having met all Chapter attendance and participation requirements.
- c. Not currently serving a probationary period related to violation of the Organization Bylaws or the ONYX Code.

A summary of the Responsibilities and Rights for a member that in "good standing" is shown in Section 3.18.

3.5 Probation

A member not in good standing is considered to be on "probation". A member shall be placed on probation by:

- a. Formal action of the Organization and/or Board regarding non-compliance with the Organization Bylaws or the ONYX Code.
- b. Automatic default for failure to pay outstanding dues or fees on schedule.
- c. Automatic default for failure to comply with Organization attendance and participation requirements.

A member who does not have the capability to meet annual attendance and participation requirements due to their inactivity and the amount of time remaining in the year to meet organization requirements shall automatically be considered on probation per majority approval of the Board and upon written notice to the member.

A summary of the Responsibilities and Rights for a member that is on "probation" is shown in Section 3.18.

3.6 Full Brother

a. Privileges

1. **Designation.** Full Brothers are designated herein as any queer person of color who has attained the age of twenty-one (21), living within the defined territory of the chapter they request to join; and having been members in good standing in the community.
 - i. New ONYX members shall successfully complete the Chapter Pledge Process for Full Brothers as defined herein.
 - ii. Existing ONYX Full Brothers transferring from other Chapters shall be in good standing with their current chapter.
 - iii. Full Brothers who move out of the defined territory for their chapter may by majority vote of Full Brothers (proxies allowed) remain in the chapter, provided they continue to meet all requirements defined herein.
2. **Voting.** Full Brothers in good standing shall be entitled to vote on all issues of the Organization, including voting by proxy, as provided herein.
3. **Attend Functions.** Full Brothers in good standing shall be entitled to attend all meetings and other internal functions of the Organization as provided herein.
4. **Hold Office.** Full Brothers in good standing shall be entitled to election as an Officer of the Organization as provided herein.
5. **Committees.** Full Brothers in good standing shall be entitled to lead or participate in Committees of the Organization as provided herein.
6. **Sponsor Members.** Full Brothers in good standing shall be entitled to sponsor individuals as Pledges for Full Brother; Associate; or Honorary Memberships as provided herein.
7. **Alumni Membership.** Full Brothers in good standing shall be entitled to Alumni Membership as provided herein.
8. **Representation.** Full Brothers in good standing shall be entitled to represent the Organization through the wearing / display of ONYX branded items, insignia, clothing and through attendance and/or participation in public and non-public forums as provided herein.
9. **Guests.** Full Brothers in good standing shall be entitled to have guests at meetings and other functions of the Organization as provided herein.
10. **Notices.** Full Brothers in good standing shall be entitled to notices of certain activities and meetings of the Organization as provided herein. A minimum of a four (4) day notice is required.

b. Responsibilities.

1. **Pledgeship.** Those persons pursuing Full Brother status shall first satisfy, or have waived by three-fourths (3/4) vote of the Full Brothers, all pledge requirements as provided herein. Pledges shall complete the chapter process for Full Brother Membership.
2. **Dues.** Dues for Full Brothers shall be \$120.00 per calendar year or an amount so determined and approved by a majority vote of Full Brothers.
 - i. Dues shall be payable to the Treasurer between October 1 and December 31 of the year immediately prior to the membership year for which such dues are paid.
 - ii. After January 1 of each year, Full Brothers who have not paid their dues shall automatically lose those rights, privileges, offices, etc. defined herein that identify good status as a requirement.
 - iii. Further information about the dues process is outlined in Section 3.13 Dues Collection.
3. **ONYX Bylaws and ONYX Code.** Full Brothers shall agree to abide by the Organization Bylaws, the ONYX Code and any rules adopted by the Organization.

4. **Attendance.**

- i. Full Brothers are expected to attend all bar nights (or similar events), unless excused in advance by the Road Captain or other Officer (as directed by the President) for an acceptable reason (as defined herein), provided the Full Brothers in each case obtain a qualified replacement for their duties.
- ii. Full Brothers shall attend all monthly general membership meetings, unless excused in advance by the Secretary.
- iii. Full Brothers shall attend ONYX chapter related events (community service, education, social gatherings, etc.), unless excused by the person in charge of such function and provided that the Full Brother in each case provides a qualified replacement for their duties.
- iv. The chapter utilizes a mobile app to track attendance. Members must register using the mobile app to get credit for attending any type of event.
- v. The chapter tracks attendance and participation in all meetings, activities and events as a way to promote engagement from members. Attendance and participation results are posted monthly on the ONYXMA Member Portal.

5. **Conflicting Membership.** If the Member is found to be a pledge or Full Brother (or the equivalent) of another similar leather club or organization without prior consent of a majority of the Board, said person's membership automatically becomes that of an Associate Member.

c. Insignia and Uniform.

1. **Insignia.** Full Brothers shall be entitled to wear both the large and small insignia of the Organization. The large insignia shall be placed at the yoke of the vest or 4 inches below the neck of the Full Brothers' black leather vest, without surrounding adornments. The small insignia shall be worn on the left side of a vest, shirt, or other item in accordance with the rules governing uniforms and insignias. The small insignia may also be placed in a respectful location on other items of clothing or clothing accessories (without surrounding adornments) subject to approval of the Organization. All insignia shall remain the property of the Organization and shall be returned if membership is terminated for any reason.
2. **Dress Uniform.** The dress uniform shall consist of: black poly/cotton tactical long-sleeved uniform shirt (or optional 4-pocket long sleeved shirt) with small insignia over the left breast pocket, 6-pocket BDU pants in black, black belt, black leather combat / motorcycle boots, optional Sam Brown belt and strap and club name tag and officer tag. The uniform shall be required for the following: ONYX anniversary functions, Parade of Colors and banquet of any similar club or organization and/or run, or any other event the Board may specify. The President of the Organization shall have the authority to modify uniform requirements as necessary and appropriate to the function, occasion and needs of the Organization, e.g., summer wear.
3. **Standard Uniform.** The standard uniform shall 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.

3.7 **Associate**

a. Privileges.

1. **Designation.** Associate Members are designated herein as any person, 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; having attained 21 years of age; living within the defined territory of the chapter they request to join; and having been members in good standing in the community.

- i. New ONYX Associate Members shall successfully complete the Chapter Pledge Process for Associate Members as defined herein.
 - ii. Existing ONYX Associate Members transferring from other Chapters shall be in good standing with their current chapter.
 - iii. Associate Members who move out of the defined territory for their chapter may by majority vote of Full Brothers (proxies allowed) remain in their current chapter, provided they continue to meet all requirements defined herein.
2. **Voting.** Associates Members shall not be granted voting privileges.
 3. **Attend Functions.** Associate Members in good standing shall be entitled to attend all meetings and other internal functions of the Organization as provided herein. However, Associate Members shall be asked to withdraw from a meeting during certain discussions.
 4. **Hold Office.** Associate Members shall not hold any elected office of the Organization.
 5. **Committees.** Associate Members in good standing shall be entitled to lead or participate in Committees of the Organization as provided herein.
 6. **Sponsor Members.** Associate Members in good standing shall be entitled to sponsor individuals as Pledges for Associate Memberships as provided herein. Associate Members may also serve as Big Brothers to Pledges for Associate Memberships.
 7. **Alumni Membership.** Associate Members shall not be entitled to Alumni Membership.
 8. **Representation.** Associate Members in good standing shall be entitled to represent the Organization through the wearing / display of ONYX branded items, insignia, clothing and through attendance and/or participation in public and non-public forums as provided herein.
 9. **Guests.** Associate Members in good standing shall be entitled to have guests at meetings and other functions of the Organization as provided herein.
 10. **Notices.** Associate Members in good standing shall be entitled to notices of certain activities and meetings of the Organization as provided herein. A minimum of a four (4) day notice is required.

b. Responsibilities.

1. **Pledgeship.** Those persons pursuing Associate Member status shall first satisfy, or have waived by three-fourths (3/4) vote of the Full Brothers, all pledge requirements as provided herein. Pledges are expected to complete the chapter process for Associate Membership.
2. **Dues.** Dues for Associate Members shall be \$60.00 per calendar year or an amount so determined and approved by a majority of Full Brothers.
 - i. Dues shall be payable to the Treasurer between October 1 and December 31 of the year immediately prior to the membership year for which such dues are paid.
 - ii. After January 1 of each year, Full Brothers who have not paid their dues shall automatically lose those rights, privileges, offices, etc. defined herein that identify good status as a requirement.
 - iii. Further information about the dues process is outlined in Section 3.13 Dues Collection.
3. **ONYX Bylaws and ONYX Code.** Associate Members shall agree to abide by the Organization Bylaws, the ONYX Code and any rules adopted by the Organization.
4. **Attendance.**
 - i. Associate Members are not required to attend any meetings, bar nights or other activities of the Organization.
 - ii. Associate Members are encouraged to attend, participate and support the Organization.
5. **Conflicting Membership.** Associate Members may pledge or become members of another similar leather club or organization without prior consent.

c. Insignia and Uniform.

1. **Insignia.** Associate Members shall be entitled to wear only the small insignia of the Organization. The small insignia shall be worn on the left side of a vest, shirt, or other item in

accordance with the rules governing uniforms and insignias. The small insignia may also be placed in a respectful location on other items of clothing or clothing accessories (without surrounding adornments) subject to approval of the Organization. All insignia shall remain the property of the Organization and shall be returned if membership is terminated for any reason.

2. **Dress Uniform.** The dress uniform shall consist of: black poly/cotton tactical long-sleeved uniform shirt (or optional 4-pocket long sleeved shirt) with small insignia over the left breast pocket, 6-pocket BDU pants in black, black belt, black leather combat / motorcycle boots, optional Sam Brown belt and strap and club name tag and officer tag. The uniform shall be required for the following: ONYX anniversary functions, Parade of Colors and banquet of any similar club or organization and/or run, or any other event the Board may specify. The President of the Organization shall have the authority to modify uniform requirements as necessary and appropriate to the function, occasion and needs of the Organization, e.g., summer wear.
3. **Standard Uniform.** The standard uniform shall 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 Pledges

a. Privileges.

1. **Designation.** Pledges are designated herein as any person, 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; having attained 21 years of age; living within the defined territory of the chapter they request to join; and having been members in good standing in the community.
 - i. Pledges shall be twenty-one (21) years of age or older by the time that they are voted into the Organization as a Pledge.
 - ii. Pledges shall meet all requirements defined herein for the category of membership they are seeking.
2. **Voting.** Pledges shall not be granted voting privileges.
3. **Attend Functions.** Pledges in good standing shall be entitled to attend all meetings and other internal functions of the Organization as provided herein. However, Pledges shall be asked to withdraw from a meeting during certain discussions.
4. **Hold Office.** Pledges shall not hold any elected office of the Organization.
5. **Committees.** Pledges shall not be entitled to participate on committees of the Organization, unless it is part of a formal pledge process learning experience.
6. **Sponsor Members.** Pledges shall not be granted sponsorship or Big Brother privileges.
7. **Alumni Membership.** Pledges shall not be entitled to Alumni Membership.
8. **Representation.** Pledges may not represent the Organization except through the wearing of the pledge uniform and as part of activities led by the Pledge Master.
9. **Guests.** Pledges shall not be entitled to have guests at meetings and other functions of the Organization as provided herein.
10. **Notices.** Pledges in good standing shall be entitled to notices of certain activities and meetings of the Organization as provided herein. A minimum of a four (4) day notice is required.

b. Responsibilities.

1. **Pledgeship.**

General Mandatory Requirements

- i. Attend pledge classes and complete any related assessments.
- ii. Demonstrate the ability to consistently operate collaboratively and professionally while on the pledge line.
- iii. Meet all financial obligations.
- iv. Learn and adhere to the Organization Bylaws and the ONYX Code.
- v. Learn the history of ONYX at both the national and chapter level.

Organization Level Requirements

- vi. Plan, organize, and run a Chapter Bar Night.
- vii. Complete a group Community Service Project.
- viii. Complete a TEACH, Demonstration, or Scene before the entire Chapter.
- ix. Complete other initiatives / activities as required by the Pledge Master.

Review of Pledge Applications

- i. The Pledge Master shall review all applications submitted, may request of the applicant additional information, and may gather additional or verify submitted information as deemed appropriate.
- ii. The Pledge Master may deem some applications non-compliant with membership requirements and may reject those applications with concurrence from the President.
- iii. The Pledge Master shall submit all remaining applications to the Full Brothers for review and further action. The Pledge Master may attach to the application any additional information obtained with respect to the applicant.

Approval of Applicants as Pledges

- i. After an applicant has completed their application and the Pledge Master submits the application to the Full Brothers for review, the applicant shall appear before the body as part of a scheduled interview.
- ii. Only Full Brothers in good standing that have fully participated in the application assessment process shall attend the interview and subsequent Organization processes.
- iii. The President shall have final authority in determining if any question is inappropriate. Once the applicant has answered any questions, the Pledge Master shall escort the applicant from the meeting.
- iv. Full Brothers present shall assess and / or score the responses from the interview.
- v. Upon completion of all interviews, the Pledge Master shall lead a discussion about the advisability of extending a Pledgeship for each pledge, including review of their applications and interviews. If scored, the data from the scoring process shall be presented to the Full Brothers as part of that discussion.
- vi. Upon conclusion of the discussion, a majority vote (excluding proxies) by the Full Brothers shall be required to extend Pledgeship.
- vii. Notification to all applicants shall occur in writing by the Pledge Master within two (2) to five (5) business days of the vote for Pledgeship. The President may, at their 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.

Final Review – End of Pledge Process

- i. Upon attendance and satisfactory participation in pledge process, Full Brothers in good standing shall convene for discussion and vote to extend membership in the Organization to the pledge.
- ii. If required by majority vote of the Full Brothers (excluding proxies), the pledge may be required to address the Full Brothers to answer any questions as part of the final decision-making process.
- iii. A three-fourths (3/4) majority vote (excluding proxies) of Full Brothers is required to extend membership status to a Pledge.
- iv. Notification to all applicants shall occur in writing by the Pledge Master within two (2) to five (5) business days of the vote for membership. The President may, at their 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.

Extension of Pledgeship

- i. The pledge will have the option to submit in writing, before the Board, for an extension of their Pledgeship due to extraordinary circumstances. This request shall occur prior to the conclusion of the pledge process.
- ii. The Board shall meet within 7 calendar days of receipt of the notice to discuss the matter, and vote on continuation of the Pledgeship.
- iii. The Pledge Master shall inform the pledge of the Board's decision. The President may, at their sole discretion, provide the Pledge a general explanation, verbally or in writing, the reason(s) the request for Pledgeship extension was not granted.

Installation

- i. The new pledge, having been extended membership status, shall be required to participate in a short ceremony to celebrate their transition into the Organization.
- ii. Full Brothers shall receive a large insignia, two small insignias, nameplate and any other items approved by the Pledge Master within the approved budget.
- iii. Associate members shall receive a two small insignias and any other items approved by the Pledge Master within the approved budget.

2. **Financial Commitment.** All persons interested in applying for Pledgeship shall be made fully aware of the costs and related financial commitments required by the pledge process.
 - i. Pledge application fee. The Organization does not charge a fee for the submission of an application.
 - ii. Pledge fee / dues. The Organization requires a payment of \$100.00 at the start of the pledge process and a second payment of \$100.00 mid-way through the pledge process.
 - iii. Pledge uniform. Pledges are responsible for the purchase of their pledge uniform.
 - iv. Pledge formal wear. Pledges are responsible for the purchase of their own formal wear. When feasible, the Organization will reuse previous formal wear donated to the pledge line.
 - v. Pledge run package. This requirement applies to the Full Brother Pledge process. Pledges are responsible for the purchase of an MAL Full Weekend Run Package. Pledges are not responsible for the cost of the hotel stay during MAL.
 - vi. Pledges that "cross" into the Organization shall not pay additional chapter dues for the year they joined.
 - vii. Other costs as determined by majority vote of the Full Brothers.
3. **ONYX Bylaws and ONYX Code.** Pledges shall agree to abide by the Organization Bylaws, the ONYX Code and any rules specific to the Chapter.

4. **Attendance.**

- i. Pledges are required to attend any meetings, bar nights or other activities of the Organization as outlined by the pledge process of the chapter.
- ii. Pledges are encouraged to attend, participate and support the Organization.

5. **Conflicting Membership.** Pledges shall meet the Conflicting Membership requirements defined herein for the class of membership they are seeking.

- c. **Insignia and Uniform.** The wearing of a specific "pledge uniform" is part of a long tradition within ONYX. Requiring pledges to dress in a standard uniform builds discipline, establishes equity, increases comradery, increases pride and promotes a carefully developed ONYX Brand.

Standard uniforms keep pledges focused on the pledge process and their education rather than the purchase of leather and gear. Earning the right to wear leather/kink/fetish gear, as well as the ONYX "Patch", is an important part of the "crossing" process and is a time-honored "rite of passage" into the ONYX family.

1. **Insignia.** Pledges shall not be entitled to ONYX insignia or other branded items except for their ONYX Pledge Pin.

2. **Dress Uniform.** The dress uniform shall consist of: black poly/cotton tactical long-sleeved uniform shirt (or optional 4-pocket long sleeved shirt) with small insignia over the left breast pocket, 6-pocket BDU pants in black, black belt, black leather combat / motorcycle boots, optional Sam Brown belt and strap and club name tag and officer tag. The uniform shall be required for the following: ONYX anniversary functions, Parade of Colors and banquet of any similar club or organization and/or run, or any other event the Board may specify. The President of the Organization shall have the authority to modify uniform requirements as necessary and appropriate to the function, occasion and needs of the Organization, e.g., summer wear.

- i. Dress Uniforms shall be worn at the Pledge Crossing Ceremony and any other occasions as directed by the Pledge Master. This includes both in-person and virtual events.
- ii. The Dress Uniform consists of: Black poly / cotton tactical long-sleeved uniform shirt (or optional 4-pocket long sleeved shirt); 6-pocket BDU pants in black, black belt, black leather combat / motorcycle boots, black belt and name / officer tag(s).
- iii. Gear is not to be worn in any public setting during the pledging process, with the exception of employment requirements or actively participating in a leather / kink / fetish contest. Gear is defined as items worn that are made of leather, rubber, neoprene or other similar materials. This includes clothing or other added adornments/accessories (caps, cuffs, jocks, singlets, hankies, etc.)
- iv. The Pledge Master may make recommendations to the membership to modify Dress Uniform requirements as necessary and appropriate to the function, occasion and needs of the Organization. Changes to the Dress Uniform requirements require a majority vote of Full Brothers.

3. **Standard Uniform.**

- i. Standard Uniforms shall be worn at all times at ONYX Chapter events, Pledge events, Pledge gatherings, Community Service, LGBTQIA+ Events/Bars or in leather/kink/fetish settings (including all LGBTQ bars, other leather/kink/fetish runs, education, etc.). This includes both in-person and virtual events.
- ii. The Standard Uniform consists of: Black Jeans, Black Short Sleeve T-Shirt, Black Belt, Black Boots, and the Pledge Pin (worn on the T-Shirt on the left side (over your heart). No other pins shall be worn on the pledge uniform.
- iii. Gear is not to be worn in any public setting during the pledging process, with the exception of employment requirements or actively participating in a leather / kink / fetish contest. Gear is defined as items worn that are made of leather, rubber, neoprene or other similar materials. This includes clothing or other added adornments/accessories (caps, cuffs, jocks, singlets, hankies, etc.)
- iv. The Pledge Master may make recommendations to the membership to modify Standard Uniform requirements as necessary and appropriate to the function, occasion and

needs of the Organization. Changes to the Standard Uniform requirements require a majority vote of Full Brothers.

3.9 Alumni

a. Privileges.

1. **Designation.** Alumni Members are designated herein as a long established Full Brother who wishes to declare a significantly less active status having earned the privilege of this membership class by their commitment and service to the Organization. Members that have earned the privilege of Alumni status retain additional rights that are removed from those that choose to be placed in a formal inactive status.
 - i. Alumni designation shall be requested by a Full Brother in good standing who has been actively involved as a Full Brother with ONYX and demonstrated sustained commitment and contribution to ONYX for at least five (5) years.
 - ii. Conversion from Full Brother to Alumni Membership shall be submitted in writing to the Board.
 - iii. Approval requires a three-fourths (3/4) majority vote of Full Brothers.
2. **Voting.** Alumni Members shall not be granted voting privileges.
3. **Attend Functions.** Alumni Members in good standing shall be entitled to attend all meetings and other internal functions of the Organization as provided herein.
4. **Hold Office.** Alumni Members shall not hold any elected office of the Organization.
5. **Committees.** Alumni in good standing shall be entitled to lead or participate in Committees of the Organization as provided herein.
6. **Sponsor Members.** Alumni Members in good standing shall be entitled to sponsor individuals as Pledges for Full Brother; Associate; or Honorary Memberships as provided herein. Alumni Members may also serve as Big Brothers.
7. **Alumni Membership.** Not Applicable.
8. **Representation.** Alumni Members in good standing shall be entitled to represent the Organization through the wearing / display of ONYX branded items, insignia, clothing and through attendance and/or participation in public and non-public forums as provided herein.
9. **Guests.** Alumni Members in good standing shall be entitled to have guests at meetings and other functions of the Organization as provided herein.
10. **Notices.** Alumni Members in good standing shall be entitled to notices of certain activities and meetings of the Organization as provided herein. A minimum of a four (4) day notice is required.

b. Responsibilities.

1. **Pledgeship.** There is no pledge process for Full Brothers requesting conversion to Alumni status.
2. **Dues.** Alumni Members shall pay dues at the Associate level.
 - i. Dues shall be payable to the Treasurer between October 1 and December 31 of the year immediately prior to the membership year for which such dues are paid.
 - ii. After January 1 of each year, Alumni Members who have not paid their dues shall automatically lose those rights, privileges, offices, etc. defined herein that identify good status as a requirement.
 - iii. Further information about the dues process is outlined in Section 3.13 Dues Collection.
3. **ONYX Bylaws and ONYX Code.** Alumni Members shall agree to abide by the Organization Bylaws, the ONYX Code and any rules adopted by the Organization.

4. **Attendance.**

- i. Alumni Members are not required to attend any meetings, bar nights or other activities of the Organization.
- ii. Alumni Members are encouraged to attend, participate and support the Organization.

5. **Conflicting Membership.** If the Alumni Member is found to be a pledge or Full Brother (or the equivalent) of another similar leather club or organization without prior consent of a majority of the Board, said person's membership automatically becomes that of an Associate Member.

c. Insignia and Uniform.

1. **Insignia.** The insignia for Alumni Members shall be the same as for Full Brothers as defined herein.
2. **Dress Uniform.** The dress uniform for Alumni Members shall be the same as for Full Brothers as defined herein.
3. **Standard Uniform.** The standard uniform for Alumni Members shall be the same as for Full Brothers as defined herein.

3.10 **Honorary**

a. Privileges.

1. **Designation.**

- i. 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.
- ii. Honorary Members are designated herein as any person, 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; having attained 21 years of age; and having been members in good standing in the community.

2. **Selection.**

- i. The selection of an Honorary Member is a confidential process, and all members involved thereof shall protect the confidentiality zealously until an award of the Honorary Membership is made.
- ii. Any Full Brother, Associate Member, or Alumni Member in good standing may nominate another person who is not a member of ONYX.
- iii. Nominations shall be submitted in writing to the Board and include the justification for why the individual(s) are being nominated. The Board may request the nominator for additional information, and may gather additional or verify information, as the Board deems appropriate.
- iv. Once the Board deems a nomination to be complete, the Board shall vote on the nomination in closed session. If a majority of the Board in good standing vote in favor of extending the nominee an Honorary Membership, the Board shall submit the nomination to the Full Brothers in closed session at the next general membership meeting.
- v. If a majority of the Board vote against extending the nominee an Honorary Membership, the Secretary shall send a written notice to the nominator of the result of the vote. The President may, in their sole discretion, provide the nominator a general explanation, verbally or in writing, of the reasons the nominee was not approved, either at that time or at a later time in private.
- vi. If the Board submits the nomination (and its related materials) to the Full Brothers the review and vote will occur in closed session. The nominator shall appear for questioning at the general membership meeting. The Full Brothers shall discuss the

advisability of extending Honorary Membership to the nominee. After discussion is complete, all Full Brothers in good standing (excluding any proxies) shall vote. A two-thirds (2/3) majority vote is required to extend Honorary Membership. All Full Brothers shall keep the process and results confidential.

- vii. The Board will determine the process and location for awarding the Honorary Membership.

3. **Voting.** Honorary Members shall not be granted voting privileges.
4. **Attend Functions.** Honorary Members shall not be entitled to attend meetings and other internal functions of the Organization unless invited by the President or their designee.
5. **Hold Office.** Honorary Members shall not hold any elected office of the Organization.
6. **Committees.** Honorary Members shall not be entitled to participate in committees of the Organization.
7. **Sponsor Members.** Honorary Members shall not be entitled to sponsor individuals as Pledges for Full Brother, Associate, or Honorary Memberships as provided herein.
8. **Alumni Membership.** Honorary Members are not entitled to Alumni Membership.
9. **Representation.** Honorary Members may not represent the Organization.
10. **Guests.** Honorary Members shall not be entitled to have guests at meetings and other functions of the Organization as provided herein.
11. **Notices.** Honorary Members in good standing shall be entitled to notices of certain activities and meetings of the Organization as provided herein. A minimum of a four (4) day notice is required.

b. Responsibilities.

1. **Pledgeship.** There is no pledge process for Honorary Members.
2. **Dues.** Honorary Members are not required to pay dues.
3. **ONYX Bylaws and ONYX Code.** Honorary Members shall agree to abide by the Organization Bylaws, the ONYX Code and any rules adopted by the Organization.
4. **Attendance.**
 - i. Honorary Members are not required to attend any meetings, bar nights or other activities of the Organization.
 - ii. Honorary Members are encouraged to attend, participate and support the Organization.
5. **Conflicting Membership.** Honorary Members are free to serve in any role of a similar leather club or organization without prior consent of the Organization.

c. Insignia and Uniform.

1. **Insignia.** Honorary Members shall be entitled to wear both the large and small insignia of the Organization in accordance with the rules governing and insignias defined herein.
2. **Dress Uniform.** Honorary Members are not required to follow the Dress Uniform policy.
3. **Standard Uniform.** Honorary Members are not required to follow the Standard Uniform policy.

3.11 Leave Of Absence

Full Brothers, Associate Members, and Alumni Members in good standing shall be entitled to apply for leave of absence by appearing before the Board and specifying the reason for and period of leave of absence being sought.

A leave of absence is granted only in the most extreme circumstances where the member is unable to participate due to illness, physical / mental health reasons, extreme family commitments, or similar personal hardships.

Requests to be placed on leave of absence are not to be used for short-term needs, financial hardship or to “take a break” from the chapter.

- a. A request for leave of absence shall include the following: member name, requested start date, requested end date, and a general, reasonable explanation of reason for the request.
- b. If appearing before the Board would constitute an unreasonable burden, the 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 of absence shall be approved by a majority of the Board.
- c. If the leave of absence is requested during a dues cycle the member shall first pay their dues to be considered in good standing before submitted the leave request.
- d. The minimum period of leave is four (4) months. The maximum period of leave is twelve (12) months. If the initial leave request was less than twelve (12) months, the member may petition for an extension not to exceed the total defined maximum.
- e. During the leave of absence, the member shall pay the dues required by their membership class.
- f. During the leave of absence, the member shall be exempt from chapter attendance and participation requirements.
- g. During the leave of absence, the member shall no longer be permitted to vote, hold office, join committees, or participate in pledge processes.
- h. During the leave of absence, the member may continue to attend business meetings and events when they are available, sponsor potential pledges, represent ONYX, or wear ONYX insignia and any other branding items.
- i. The leave of absence will automatically terminate on the date agreed to by the Board in the request for leave. Members shall request early termination of leave of absence by written request to the Board.
- j. The President will notify the Organization of any membership status changes at the next general business meeting.

A summary of the Responsibilities and Rights for a member that is on a “leave of absence” is shown in Section 3.18.

3.12 Inactive Status

Full Brothers, Associate Members, and Alumni Members in good standing shall be entitled to request conversion to inactive status by submitting a written request to the Board. The Board will issue a written approval detailing the start and end date of the change to inactive status.

Members may request conversion to inactive status when they no longer are able to attend and participate in chapter activities and operations.

- a. If conversion to inactive status is requested during a dues cycle the member shall first pay their dues to be considered in good standing before submitting the leave request.
- b. The minimum period for a request for inactive status is twelve (12) months. Once the request is approved by the Board the member shall fulfill the twelve-month minimum before any other change in status can be requested.
- c. After twelve months the inactive status will continue until the member submits a written request to the board for approval to return to active status. There is no required end date for an inactive status.
- d. While in an inactive status, the member shall pay the dues required by their membership class.
- e. While in an inactive status, the member shall be exempt from chapter attendance and participation requirements.
- f. While in an inactive status, the member shall no longer be permitted to vote, hold office, join committees, sponsor membership, or participate in pledge processes. The member will be permitted to wear ONYX insignia and any other branding items.

- g. A member in inactive status may continue to attend business meetings and events when they are available.
- h. The inactive status will automatically terminate on the twelve month end date agreed to by the Board, unless no end date was identified and agreed to in the request.
- i. The President will notify the Organization of any membership status changes at the next general business meeting.

A summary of the Responsibilities and Rights for a member that is "inactive" is shown in Section 3.18.

3.13 Dues Collection

- a. **Notification.** Members of the Organization shall be reminded of their financial responsibility and options for payment at the monthly general business meetings and by the Treasurer via email and/or text prior to the start of the annual dues collection schedule.
- b. **Payment.** Dues payments shall be processed via electronic invoices. The Organization may accept other forms of electronic payment at the discretion of the Board, such as Venmo, Cash App, PayPal or other similar tools used by a Chapter. Cash payments shall not be accepted.
- c. **Late Penalty.** The Organization may assess a reasonable "late penalty" for dues paid after the required due date. All members that have not paid their dues in full by the initial deadline set by the Organization shall be required at the discretion of a chapter to pay an additional, reasonable late penalty in order to be considered in good standing.
 - 1. The use and amount of a late penalty shall be determined by the majority vote of Full Brothers. The Organization does not currently utilize a late payment structure.
 - 2. If a late penalty is implemented, Organization leadership must inform the membership in writing prior to the start of a new dues year.
 - 3. Late penalties shall be consistently applied for any member that is considered "late" in their dues payment.
 - 4. Late penalties are typically one-time penalties, not recurring monthly penalties. A suggested late penalty is 20% of the total dues for a given membership class.
 - 5. Members formally approved for hardship status will not be assessed a late penalty.
- d. **Non-Payment.** The steps below apply to all members that are outstanding on their dues payment.
 - 1. Within ten (10) calendar days of the final due date the Treasurer (or other Board member as delegated by the President) will send each member an email informing them of the date for planned termination from the Organization. To the extent possible the Treasurer will also attempt to communicate via text to ensure the member is aware of the planned termination.
 - 2. Members will have (10) calendar days from the date of the email to respond to the Board with a plan for payment. Payment options include:
 - i. Immediate Remedy – Dues Paid in Full.
 - ii. Partial Remedy – Dues Paid in Full within 3 Months, with the first payment to occur immediately.
 - iii. Withdrawal – Member requests removal from the Organization.
 - iv. Member requests Hardship Status.
- e. **Hardship.** Any dues paying member may request hardship status. The granting of hardship status shall be considered a rare and seldom used mechanism for the most extreme circumstances
 - 1. The requesting member shall submit a detailed justification to the Board explaining the reasons for the hardship request and the plan for repayment. This justification is due ten (10) calendar days from the date of the termination for non-payment email.
 - 2. The Board may request additional information from the member if the request is insufficient, or may decline the hardship request in its entirety due to insufficient detail.

3. A three-fourths (3/4) majority vote by the Board is required to grant hardship status.
 4. All dues shall be fully paid within six (6) months of the date hardship is granted.
 5. A member shall not request hardship status more than once in a three (3) year period.
- f. **Good Standing.** Members who are outstanding on any portion of their dues (including any late payment penalties) shall not be considered in good standing.

3.14 Incident Review

The Organization shall adhere to a structured, repeatable incident review process empowering membership and the community to build trust and faith in leadership.

- a. **Triggering Actions.** Any of the following actions may trigger the need for some type of incident review and potential disciplinary action from the Organization:
1. Violation of the Organization Bylaws, the ONYX Code, standards of conduct, principles, values, protocols and/or teachings.
 2. Recurring demonstration of discriminatory or harassing behavior.
 3. Violation of applicable Federal, State or Local Laws.
 4. Acts of Fraud.
 5. Failure to meet Organization attendance and participation requirements.
- b. **Responsibility.** Incident review and any subsequent disciplinary actions are the responsibility of the Board. The Board shall be obligated to adhere to the following guidelines:
1. Raising and dealing with incidents promptly, without unreasonable delay.
 2. Ensuring the safety and well-being of all individuals directly and indirectly involved in the incident.
 3. Carrying out unbiased, well-documented investigations needed to establish the facts of the case.
 4. Acting consistently with any previous disciplinary decisions.
 5. Ensuring disciplinary actions are commensurate to the offense while also promoting corrective behavior.
 6. Informing members of the basis of the concern or complaint and giving them a chance to respond before any disciplinary decisions are finalized.
- c. **Incident Process.** All members of the Organization shall adhere to the following incident process:
1. An incident must be reported in writing to the Board to initiate a potential incident investigation. The write-up shall fully detail the triggering event with as much specificity as possible. The Board may request additional information or detail before starting an investigation.
It is the responsibility of the President to ensure all members of the Board have access to all information regarding an incident as soon as it is available.
 2. An incident shall be reported by any member of the Organization (regardless of their standing), as well as non-members within the community.
 3. The President will assign one or more Board members to investigate an incident.
 4. Investigation findings shall be presented in detail to the Board. Any member of the Board may request additional information and / or a follow-up investigation if there are outstanding questions.
 5. The Board shall take one of the actions below after a thorough investigation. Each of these actions requires majority vote by the Board.
 - i. Dismissal of case (all future actions stop, all parties informed, including membership).
 - ii. Non-expulsion actions (e.g. verbal / written warnings, probation, censure, training, coaching, etc.).
 - iii. Recommendation to the membership for expulsion from the Organization.

6. The findings and actions of the Board are to be considered final.
7. The President shall notify any members responsible for or directly impacted by the incident. This notification requires both direct verbal communication and written communication.
8. There is no requirement to share the details of an investigation and / or disciplinary action with the Organization or the community. The reporting of the findings and actions shall be done at the discretion of the Board.
 - i. Disciplinary actions shall be summarized for the Organization at a general membership meeting.
 - ii. Disciplinary actions involving the community shall be summarized via written notification.
- d. **Type of Disciplinary Actions.** A disciplinary action is a reprimand and corrective action in response to member misconduct. Disciplinary actions can take different forms depending on the severity of the case, including:
 1. Verbal warning. Verbal warnings are to remain internal to the Organization.
 2. Censure. Censure is a rare public reprimanding of a member (in writing) for inappropriate conduct that is found to violate the Organization Bylaws or the ONYX Code. Censure is to be used with great thought and intentionality given its public component.
 3. Written warning. Written warnings are to remain internal to the Organization.
 4. Written warning with probation. Probation periods suspend a members good standing and may temporarily remove other rights and privileges. Probation periods shall be any length of time, but shall not exceed twelve (12) months.
 5. Recommendation to the membership body (Full Brothers) for termination from the Organization.

Actions recommended by the Board shall include the reason for the action, start / end dates for action, required corrective actions / next steps, and clearly outline how the member(s) will be evaluated for meeting the action.
- e. **Conflict of Interest.** Cases brought directly against a Board member(s) require their complete recusal from the case / process.

3.15 Termination

Any membership class of the Organization shall be terminated as follows:

- a. **Self-Request.** Automatically upon written notice requesting voluntary termination of membership submitted by a member to the Secretary.
- b. **Monetary.** Upon failure to pay all monetary commitments owed to the Organization as provided herein and upon a majority vote by the Board.
- c. **Attendance.** Upon failure to consistently participate in the Organization as provided herein and upon a majority vote by the Board.
- d. **Objectionable Conduct.** Objectionable conduct is used to describe "termination for cause" and shall be invoked under the following conditions when any member:
 1. Engages in fraud.
 2. Violates any federal, state or local laws.
 3. Does not act in good faith and/or violates the Organization Bylaws or the ONYX Code.
 4. Participates in recurring demonstration of discriminatory or harassing behavior.
- e. **Termination for Cause** based on Objectionable Conduct shall be determined by Full Brothers in good standing and shall adhere to the following process:
 1. The member shall receive written notice from the Board to appear at its next Board 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 is permitted to make a statement concerning the matter. Only 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 may still vote on the issue at its discretion.
 4. The Board shall, by majority vote, either send the matter for consideration to the Full Brothers of the Organization or terminate the proceedings. If the Board votes by majority to send the matter for consideration by the Full Brothers of the Organization, the President (or their designee) shall present the matter to the Organization at the next membership meeting. Only Full Brothers in good standing shall be present during the proceedings.
 5. The member whose continued membership is being discussed shall be present during such presentation, and shall have the right to make a statement. Upon completion of the presentation(s) and any statement(s), 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 (2/3) majority vote, 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 will be initially notified of the decision in writing, and at the discretion of the President, in person. The President will notify the entire chapter of the decision at their earliest convenience, no later than the next scheduled general business meeting.
 7. If the membership of the member is not terminated, the remaining membership may vote to censure the member or may vote to apply other appropriate disciplinary measures by a two-thirds majority vote of the remaining membership in attendance. The Member will be initially notified of the decision in writing, and at the discretion of the President, in person. The President will notify the entire chapter of the decision at their earliest convenience, no later than the next scheduled general business meeting.
 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.
- f. **Termination for Financial** is based solely on a member being past due on funds (typically dues) owed to the Organization.
1. When a member owes the organizations funds past the generally accepted due date, the Treasurer will send the Member (copying the Board) written Notice of Termination (to the email on file) outlining the amount due, the original due date, the new due date, and the date at which termination will occur. To the extent possible, the Treasurer will notify the member via text that the email has been sent.
 2. The member will have fifteen (15) business days (from the date of the Notice of Termination) to complete the full payment or submit a written appeal to the Board. Failure to meet this timeline will result in automatic termination. A member may work out a payment plan (not to exceed four (4) months) with the Treasurer, provided the first payment is made immediately.
 3. The member may, as part of their appeal, request hardship status allowing for a delay in payment of three (3) to twelve (12) months. Granting hardship status is rare and requires significant detail be presented to the Board. If hardship status is granted, the member will automatically lose all privileges and rights for that membership class and will no longer be considered in good standing. Board discussions regarding the details of a hardship case are considered confidential and are not to be shared with membership.
 4. The Board will have fifteen (15) business days after receipt of the appeal to determine the final status of the request. The member will be initially notified of the decision in writing, and at the discretion of the President, in person. The President will notify the entire chapter of the decision at their earliest convenience, no later than the next scheduled general business meeting.

3.16 Reinstatement

Reinstatement refers to the process of allowing a previously terminated member to return to the Organization.

a. Financial Reinstatement.

- i. Any member who is terminated for financial reasons requires a two-thirds (2/3) majority vote of the Board, provided that the member pays all outstanding financial obligations and completes any paperwork required by the Organization.
- ii. The Board will notify membership once the disposition of the reinstatement is determined.

b. Cause Reinstatement.

- i. Any member who is terminated for cause reasons may be recommended for reinstatement by a majority vote of the Board.
- ii. Final reinstatement requires a two-thirds (2/3) majority vote of Full Brothers, provided that the member pays all outstanding financial obligations and completes any paperwork required by the Organization.

3.17 Transferring Membership

Members may request transfer between ONYX chapters adhering to the following:

- a. The member shall be in good standing with their current chapter.
- b. The member shall retain their membership type designation.
- c. The member shall reside in the territory of the receiving chapter.
- d. The member shall meet all other requirements of the receiving chapter.

The President (or their designee) of the receiving chapter shall contact the President of the current chapter to confirm the good standing and current membership class of the member requesting the transfer.

3.18 Responsibilities and Rights Summary

The responsibilities and rights of a member of the Organization are determined by the combination of three attributes, outlined throughout Section 3. These include:

- a. Membership Type
- b. Membership Status
- c. Leave Status

The rights and privileges for members outlined throughout Section 3 are summarized below.

Membership Type	Responsibilities and Rights – Eligibility by Membership Type									
	Voting Quorum	Meetings	Dues	Attendance and Participation	Hold Office	Committee	Sponsor Pledges	Alumni Eligible	¹ Represent ONYX	Guests
Brother	Yes	Yes	Yes	Yes	Yes	Lead Participate	Yes (All)	Yes	Yes	Yes
Associate	No	Yes	Yes	Chapter	No	Lead Participate	Associate	No	Yes	Yes
Pledge	No	Yes	No	Pledge Process	No	No	No	No	Pledge	No
Alumni	No	Yes	Assoc Level	No	No	Lead Participate	Yes (All)	N/A	Yes	Yes
Honorary	No	No	No	No	No	No	No	No	No	No
Good Standing	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

¹ Probation	No	Yes / No	Yes	Yes / No	No	No	No	No	Yes / No	No
² Terminated	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Leave of Absence	No	Yes	Full	No	No	No	Yes	Yes	Yes	Yes
Inactive	No	Yes	Full	No	No	No	No	No	Yes	No

¹ Members formally placed on probation by the Organization may or may not be able to attend meetings, participate in events or be permitted to represent the organization based on the discretion of the chapter.

²Terminated members, whether terminated by the Organization or self-separation, are no longer members of the Organization and retain no rights or privileges. They are no longer identified as members of ONYX.

4 ARTICLE IV - LEADERSHIP ROLES

4.1 Officers, Executive Board & Board of Directors

- a. **Officers.** The Officers of the Organization shall be as follows:

President	Secretary	Assistant Pledge Master	Media Manager
Vice President	Road Captain	Education Chair	Historian
Treasurer	Pledge Master	Sergeant At Arms	

Officers may also be referred to as Directors in keeping with federal and state regulations for nonprofit and other types of business entities. At a minimum, the Organization shall fill the positions of the Executive Board listed below.

- b. **Executive Board.** The Executive Board (also known as the "Board") of the Organization is responsible for day-to-day operations. It shall be as comprised of the following positions at a minimum: President, Vice President, Pledge Master, Secretary, Treasurer, and Road Captain. The Executive Board (Board) may also be referred to as Board of Directors in keeping with legal requirements for nonprofit corporations.

The Immediate Past President will serve as an ex-officio member of the Board throughout the term of the succeeding President.

The Board shall appoint all other positions in the Organization or designate an annual voting process for Full Brothers in good standing.

- c. **Board of Directors (BOD).** The Board of Directors is responsible for governance achieved by overseeing the Organizations' strategy, finance and operations. The BOD shall:
1. Consist of at least three (3) Officers / Directors: President, Secretary and Treasurer. The Vice-President is often included as a fourth member.
 2. Not exceed eight (8) total members elected by the Organization.
 3. Be a member of the Organization.
 4. Serve in only one concurrent Officer / Director role in the Organization.
 5. Must meet at least once per year, with regularly scheduled quarterly or monthly meetings recommended.
 6. Follow the election and term policies for Officers / Directors as defined herein or defaulting to state requirements based on the type of business entity.
 7. Adhere to a separately defined Conflict of Interest policy for the Organization.
 8. Maintain compliance with Organization bylaws, federal requirements, and state requirements for the state where the Organization is incorporated.

The Board of Directors for the Organization is comprised of the six (6) members of the Executive Board.

Business corporations of the typical mission and size of an ONYX Organization often have a Board of Directors and Executive Board that are made up of identical members, even though they are identified separately on legal filings. This is referred to as a "working Board of Directors".

However, an Organization may choose to have a Board of Directors that does not entirely match the day-to-day management team.

- g. **Terms.** All Officers are elected to serve for a term of two (2) years, or until new Officers are elected. The term of each office will begin on January 1 and will continue until the last day of the term on December 31 or until new Officers are elected.
- h. **Term Limits and Multiple Nominations.** No current Officer of the Organization shall serve more than two (2) consecutive terms unless a two-thirds (2/3) majority of the Full Brothers at the general membership meeting held for the purpose of nominating Officers and Auditors vote to waive this limit, in which case, such waiver shall be for a specific person and/or office. A Full Brother in good standing may be nominated for multiple offices in the Organization. However, no Full Brother in good standing nominated for multiple offices shall be elected to more than one office during any given term. Should a Full Brother in good standing who has received multiple

nominations be elected by a majority of the Full Brothers in good standing at the general membership meeting to an office, that person's name shall be eliminated from all other positions they have been nominated for.

- i. **Vacancy.** Any Officer may resign upon written notice to the Secretary or be removed from office at any general membership meeting at which a quorum is present upon a motion of a Full Brothers and by a vote taken by secret ballot. If a two-thirds (2/3) majority of all Full Brothers vote in favor of the motion to remove, the Officer shall be immediately removed from office. If a vacancy shall occur in any office during a term, the Full Brothers shall immediately proceed to elect a new Officer to fill the vacancy for the remainder of the term as provided herein, unless the office of President becomes vacant, in which case the Vice President shall become President, and the Full Brothers shall elect a new Vice President.

4.2 Officer Duties

- a. **President.** The President shall:

1. Have been a Full Brother for at least one (1) year, and currently in good standing.
2. In collaboration with the Secretary, prepare agendas.
3. Preside at all meetings of the Organization.
4. Represent the Organization during all appropriate or ceremonial occasions; the President shall submit a calendar of events at which they will represent the Organization subject to approval of a majority of the Full Brothers at a general meeting.
5. Assist all other Officers of the Organization and its activities.
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. Promote interest in the Organization and its activities.
9. Be an ex-officio member of all committees.
10. Be an authorized co-signatory for all accounts of the Organization.
11. Be an authorized co-signatory for all contracts on behalf of the Organization.
12. Supervise and coordinate all of the business and affairs of the Organization.
13. Such other duties as appropriate.

- b. **Vice President.** The Vice President shall:

1. Have been a Full Brother for at least one (1) year, and currently 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. Co-chair major ONYX chapter events along with the Road Captain.
5. Chair the ONYX Chapter Grievance Committee (if one exists).
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.
9. Such other duties as the President may delegate.

- c. **Pledge Master.** The Pledge Master shall:

1. Have been a Full Brother for at least one (1) year, and currently in good standing.
2. Prepare and deliver a Pledge Program to the general membership.
3. Define and manage the programs centered on pledge sponsorship and big brothers.
4. Maintain and update the Organization's Pledge Program.

5. Supervise all Pledges during their Pledgeship.
6. Plan chapter activities affording pledges and existing members the opportunity to get to know each other throughout the pledge process.
7. Serve as an initial point of contact for individuals interested in Organization membership.
8. Promote interest in the Organization and its activities.
9. Such other duties as the President may delegate.

d. **Secretary.** The Secretary shall:

1. Have been a Full Brother for at least one (1) year, and currently in good standing.
2. In collaboration with the President, prepare meeting agendas.
3. 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 Charter Members with the monthly mailing, which monthly mailing shall be sent at least one (1) full week prior to the next general membership meeting.
4. Keep and organize the official records of the Organization for the current calendar year. These may include the Articles of Incorporation, Certificate of Incorporation, the current version of the Organization Bylaws, the ONYX Code, a list of any rules or policies adopted by the Organization, copies of all financial records and budgets prepared by the Treasurer, committee reports, and copies of all minutes of meetings of the Organization and Board.
5. Handle all of the Organization's official correspondence.
6. Keep the membership list current and provide a revised copy of the membership list to all Full Brothers, Associate Members, Alumni Members and Honorary Members at least twice a year.
7. Prepare and keep available membership application packets.
8. Acknowledge or witness all contracts on behalf of the Organization.
9. Promote interest in the Organization and its activities.
10. Such other duties as the President may delegate.

e. **Treasurer.** The Treasurer shall:

1. Have been a Full Brother for at least one (1) year, and currently in good standing.
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 Brothers of the Organization as appropriate.
7. Provide a monthly financial report to the Secretary for inclusion in the Organization's records.
8. Maintain all records and filings in support of the 501(c)(3) status, tax filings and audit records.
9. Maintain all club insignia and an accounting thereof.
10. Be an authorized co-signatory for all accounts of the Organization.
11. Collect, record and deposit all monies from ONYX events
12. Promote interest in the Organization and its activities.
13. Such other duties as the President may delegate.

f. **Road Captain.** The Road Captain shall:

1. Have been a Full Brother for at least one (1) year, and currently 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 major ONYX chapter events the Vice President or selected lead.
5. Be in charge of organizing and coordinating the members in connection with any designated ONYX event.
6. Promote interest in the Organization and its activities.
7. Such other duties as the President may delegate.

Duties for other officer positions that are not members of the Board are listed below:

g. **Assistant Pledge Master.** The Assistant Pledge Master shall:

1. Assist the Pledge Master in helping prepare and deliver a Pledge Program to the general membership.
2. Assist in supervising all Pledges during their Pledgeship.
3. Assist in the definition and management of programs centered on pledge sponsorship and big brothers.
4. Assist in the planning and delivery of chapter activities affording pledges and existing members the opportunity to get to know each other throughout the pledge process.
5. Assist the Pledge Master in promoting interest in the Organization and its activities.
6. Act as Pledge Master in the absence of the Pledge Master.
7. Such other duties as the President may delegate.

h. **Media Manager.** The Media Manager shall:

1. Have been a Full Brother for at least one (1) year, and currently in good standing.
2. Regularly update the Organization's public-facing social media platforms. These may include websites, Facebook, Tumblr, TikTok, X (formerly Twitter), YouTube and other social media.
3. Coordinate the development of the Organization's marketing materials. These may include flyers, business cards, brochures, and website banner ads.
4. Promote interest in the Organization and its activities.
5. Such other duties as the President may delegate.

i. **Education Chair.** The Education Chair shall:

1. Present an education program to the general membership that supports the chapter's Educate-Explore-Empower motto.
2. Provide guidance to brothers and associates on how they might expand their knowledge and skills in areas including: leather, kink, and power dynamics.
3. Provide guidance to brothers and associates on how they might develop their teaching and facilitation skills.
4. Coordinate and schedule chapter educational events (e.g., TEACH sessions and other similar initiatives).
5. Such other duties as the President may delegate.

j. **Sergeant at Arms.** The Sergeant at Arms shall:

1. Identify all persons present at a meeting of the Organization and deny entrance to anyone who is not a Full Brother, Associate Member, Alumni Member, Pledge, or Honorary Member of the Organization or of any other fraternal leather, Levi, uniform, bear or similar organization, or the guests of such person.
2. 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;

3. Escort members and guests into and out of meetings; and
4. Maintain order and decorum at meetings as instructed by the President.
5. Such other duties as the President may delegate.

k. **Historian.** The Historian shall

1. Keep and organize the official records of the Organization from the founding of the chapter until the current calendar year. These may include the Articles of Incorporation, Certificate of Incorporation, the current version of the Organization Bylaws, the ONYX Code, a list of any rules or policies adopted by the Organization, copies of all financial records and budgets prepared by the Treasurer, committee reports, and copies of all approved meetings minutes of the Organization and Board.
2. Keep and organize copies of annual club membership lists / rosters from the founding of the Organization to the current calendar year.
3. Support club Officers and members to supply information or resources, or to gather information about the Organization's history as needed.
4. Develop and manage initiatives to showcase the history of the Organization.
5. Develop and manage initiatives to collect the history of the Organization.
6. Keep and organize the Organization's photographic archive (e.g., photos, flyers, marketing materials). When possible this will include descriptive captions for each item (e.g., names of individuals in image, photographer, graphic designer, date created/used, copyright).
7. Such other duties as the President may delegate.

l. **Immediate Past President.** The immediate Past President shall

1. Be Chairperson of the Audit Team of the Organization.
2. Serve as an ex-officio member of the Board throughout the term of the succeeding President.
3. At the request of the Vice President, or in the absence or disability of the President and Vice President, perform any and all duties of the President and / or Vice President.
4. Assist the Executive Board in its transition.
5. Promote interest in the Organization and its activities.
6. Such other duties as the President may delegate.

4.3 Board of Director Duties

The general responsibilities of the BOD include:

1. Enforcing the Organization's Mission and Purpose: The foundation of any business entity is its mission, and BOD's chief task involves upholding both the mission and purpose of the organization.
2. Incorporating New Members: A BOD also must source and incorporate new board members capable of effectively upholding the organization's values.
3. Assessing the Allocation of Funds: Careful distribution of assets within an organization ensures all areas receive adequate funding and thus supports the success of each aspect of a nonprofit's mission.
4. Generating Funds and Ensuring Financial Stability: Alongside verifying the appropriate distribution of funds, the board also has a responsibility to generate more assets to create a solid foundation for the organization's long-term financial stability.
5. Supporting and Evaluating the CEO/Executive Director: A nonprofit's board of directors not only serves as a support system for the CEO/executive director, but also assesses their job performance.
6. Ensuring the Organization Follows Legal and Ethical Practices: Upholding the ethics of a nonprofit is key to its success in achieving its mission. The BOD ensures the organization follows legal and ethical practices across all of its operations.

7. Generating a Positive Public Image: Building trust within the community develops credibility among community members who may use the services or wish to support the Organization.
8. Acknowledging and Addressing Conflicts of Interest: The Internal Revenue Service (IRS) requires the BOD to maintain and enforce policies ensuring any Officer / Director does not use their position in order to serve their personal interests.

Additional Legal Responsibilities

In most nearly all states, the BOD must fulfill three (3) common fiduciary responsibilities: duty of care, duty of loyalty, and duty of obedience.

1. **Duty of Care.** Making appropriate use of the assets held by the Organization. BOD members must ensure the use of such funds promotes the good of the Organization and those who benefit from its services.
2. **Duty of Loyalty.** Acknowledging and disclosing any conflicts of interest as well as making decisions that benefit the Organization as a whole rather than a single Officer / Director.
3. **Duty of Obedience.** Board members also must ensure the Organization adheres to all applicable laws and regulations while operating under the mission, exempt purpose, bylaws and articles of incorporation that form its foundation.

4.4 Audit Team

The Organization may optionally create an Audit Team to provide oversight and recommendations to the Board and Organization.

- a. **Purpose.** Except as provided herein, the Audit Team shall:
 1. Carry out all duties, manage all affairs and review all actions of the Board and the Organization for compliance as required by federal law, state / local law, the Organization's Articles of Incorporation, the Organization Bylaws and the ONYX Code.
 2. Review the books, financial records and accounts of the Organization at least twice per year, although they may choose to conduct reviews of the books, financial records and accounts of the Organization at more frequent intervals.
 3. The Audit Team shall conduct a full audit of the books, financial records and accounts of the Organization at least once per year prior to the annual election of new Officers and Auditors.
- b. **Creation.** Creation of an Audit Team requires approval by two-thirds (2/3) of the Full Brothers.
- c. **Chairperson.** The Chairperson of the Audit Team shall be the immediate Past President. If the immediate Past President does not exist or is not available, the current President shall chair the Audit Team.
- d. **Number of Auditors.** The Audit Team shall consist of the Chairperson and three (3) additional Auditors.
- e. **Designation.** The additional three (3) auditors need not be members of the Organization, but shall not be current Officers of the Organization (with the exception of the President or immediate Past President who chair the Audit Team).
- f. **Selection.** The Audit Team will be appointed and approved as follows:
 - i. The President shall nominate at least three (3) and no more than five (5) candidates who have agreed to serve as an Auditor if elected.
 - ii. The list of nominees shall be presented by the President at the first general membership meeting at which there is a quorum of Full Brothers after January 1 of each year.
 - iii. All Full Brothers shall vote for up to three (3) nominees.
 - iv. The Secretary shall collect and tally the ballots, and announce the Auditors elected.
- g. **Terms.** Auditors are elected to serve for a term of two (2) years, or until new Auditors are elected. The term of each office will begin on January 1 and will continue until the last day of the term on December 31 or until new Auditors are elected.

- h. **Term Limits.** No current Auditor of the Organization shall serve more than two (2) consecutive terms unless a two-thirds (2/3) majority of the Full Brother Members at the general membership meeting held for the purpose of nominating Officers and Auditors vote to waive this limit, in which case, such waiver shall be for a specific person.
- i. **Meeting Frequency.** The Audit Team shall meet at least twice annually, and minutes of their meetings shall be provided to the Board, presented at the next monthly general business meeting, and filed by the Secretary in the official records of the Organization.
- j. **Termination.** An Auditor shall be removed from office for any reason at any time upon a majority vote of all Full Brothers.
Any Auditor that is no longer in good status or assumes an officer role within an ONYX chapter will be considered terminated from the Audit Team.
- k. **Vacancy.** Any vacancy on the Audit Team shall be filled for the remainder of such term by a person selected by a majority vote of the Board.

4.5 Committees

- a. The President and/or Board may create, alter and disband any standing or ad hoc committees that they may deem appropriate to carry out the business of the Organization.
- b. 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.
- c. All members of a committee shall be in good standing with the Organization.
- d. 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.
- e. All working committees shall report back their status each general business meeting.
- f. The chair appointed to head a committee may select other committee members as they see fit in order to achieve the purpose or purposes of the committee. Any committee member that is no longer in good standing shall automatically relinquish their position.

5 ARTICLE V - VOTING, QUORUM AND ELECTIONS

5.1 Voting

The requirements for voting necessary to transact business of the Board or the Organization are defined below:

- a. Only a Full Brother in good standing may make a motion or vote. A Full Brother in good standing shall be entitled to vote on any matter.
- b. 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, disciplinary action and special honors, awards, and designations (e.g. ONYX Men Man of the Year).
- c. Each Full Brother entitled to vote on a matter shall have one (1) vote, unless the member is holding a proxy in a vote in which proxies are permitted or unless provided otherwise herein.
- d. All voting in all meetings shall be held by voice response, show of hands or roll call, at the option of the President, unless otherwise stated herein. Upon the motion of one (1) member in good standing entitled to vote on the issue, any vote shall be by secret ballot.
- e. The Secretary or Sergeant At Arms shall distribute (if necessary), collect, count and announce the result of any such balloting. The Secretary shall also preserve a record of the ballots for a period of ninety (90) calendar days thereafter for review by members in good standing.
- f. A motion may not be introduced for vote if that motion was already addressed and voted on by membership in the previous rolling twelve (12) months.
- g. 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.
- h. The Board will make the final ruling on whether to allow the motion to be heard at the next membership meeting.
- i. All voting is assumed to exclude the use of proxies unless it is specifically stated that proxies are allowed.

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

5.2 Quorum

Attendance by sixty-six percent (66%) of the Executive Board members in good standing shall constitute a quorum for Board meetings, and attendance by forty percent (40%) of the Full Brothers in good standing shall constitute a quorum for membership meetings.

- a. Only Full Brothers in good standing are included in the calculation of quorum.
- b. Full Brothers on a Leave of Absence or in an Inactive Status are not to be included in the calculation of quorum.
- c. Full Brothers shall be in attendance to be counted for quorum. Proxies are not included in the calculation of quorum.

5.3 Proxies

- a. Full Brothers in good standing may authorize another Full Brother in good standing to vote for them at a general membership meeting. The member giving their proxy shall notify the Secretary of the Organization in writing at least one (1) hour prior to the meeting that the proxy shall be exercised.
- b. The notice shall include the name of the Full Brother that shall be exercising said proxy on their behalf.

- c. The notice shall include the agenda items on which the proxy will be exercised. The member holding the proxy shall identify the person for whom they hold such proxy during roll call by the Secretary at the beginning of the meeting.
- d. If the proxy is granted by a Full Brother who is not in good standing or is granted to a Full Brother not in good standing or to a member not otherwise authorized to vote, the proxy shall be considered invalid.
- e. A Full Brother may not hold or exercise more than one proxy during any meeting in which proxies are allowed.
- f. Proxies shall expire at the end of the meeting for which they were granted.
- g. The proxy vote shall be labeled that it is a proxy vote, and signed by the proxy holder. Meeting minutes should reflect the vote of person who "granted" the proxy.
- h. Members shall not vote by proxy where prohibited herein.

5.4 Elections

- a. At a general or special membership meeting held after September 1 of each year or any other nominations meetings for special elections, the President shall conduct a review of nominations for all Offices of the Organization.
- b. Full Brothers who are not in good standing may not be nominated for office, run for office or participate in any aspect of the election process.
- c. Nominees shall have fourteen (14) calendar days after their nominations to either accept or decline the nomination. The nominee shall be willing and able to serve in the position for which they have been nominated, meet any Organization specific performance requirements for the position, and be prepared to support initiatives as required by their office.
- d. All nominees shall submit a position platform (in a format of their choosing) to the Secretary and President for distribution to all voting members thirty (30) calendar days prior to the meeting at which the election will be held.
- e. The President shall announce each office, summarize the duties of the office if requested by a member, confirm each nominee accepts their nomination and allow nominees to be questioned by any Full Brother eligible to participate in the election.
- f. At the meeting at which the election will be held, the President shall announce each office and summarize the duties of the office if requested by a member.
- g. Each nominee shall be present (in-person or virtually) to deliver and discuss their platform with the membership.
- h. Once all the nominees for a specific position have presented, nominees shall be questioned by members eligible to vote.
- i. Elections for each office shall be held, one at a time, in the order that those offices appear in Article IV of these bylaws.
- j. Only Full Brothers in good standing and present during the election may vote. Full Brothers shall be in good standing ninety calendar days (90) prior to the date of the election in order to participate in the election process or vote.
- k. Proxies are not allowed for any officer election.

6 ARTICLE VI – PLEDGE PROCESS

The pledge process may vary between chapters but shall adhere to these core attributes:

6.1 Process Overview

- a. Leadership by a Pledge Master (and optionally an Assistant Pledge Master).
- b. Require applicant sponsorship from 1 – 2 members (Full Brother, Associate, or Alumni) in good standing.
- c. Require completion of a standard application prior to interviews and candidate assessments.
- d. Establishment of a formal pledge line.
- e. Assignment of a “Big Brother” for each Pledge.
- f. Use of a pledge manual as part of a structured education process lasting between three (3) and six (6) months.
- g. Regularly scheduled education classes.
- h. Required pledge uniforms.
- i. Special pledge line tasks, such as bar nights, TEACH sessions, and community service events.
- j. Opportunities for interaction with Organization membership.
- k. Formal assessments of each pledge throughout the process.
- l. Approval to join the Organization by a three-fourths (3/4) majority vote of Full Brothers.
- m. Selection of a Pledge Line Name and a unique name for each pledge that attains Full Brother status.

6.2 Frequency

- a. The pledge processes for potential Full Brothers and Associates shall be conducted no less than once per year. These processes may be conducted as either a single process or separate process.
- b. Cancellation of either the Full Brother or Associate pledge process requires majority vote of the Full Brothers.

6.3 Attributes of a Pledge

- a. Demonstrated commitment to the Leather, Kink and BDSM lifestyle and actively on their “journey”.
- b. Demonstrate a commitment to character, fairness, integrity, truthfulness, accountability, as well as the beliefs and values of the Organization.
- c. Ability to work, contribute and compromise using collaborative methods.
- d. Strong interpersonal skills.
- e. Respect for diversity and inclusion.
- f. Active engagement related to classes and pledge initiatives.
- g. Ability to build and maintain strong and positive relationships.
- h. Embody brotherhood and can serve as stewards of our brand, reputation and ideals in keeping with the Organization Bylaws and the ONYX Code.

6.4 Admittance and Termination

- a. Admittance to the Organization

In order to be admitted to the Organization, a pledge shall:

1. Successfully complete the chapter pledge process per the Pledge Master.
2. Be in good standing.

3. Be "crossed" into the Organization by a three-fourths (3/4) majority vote (excluding proxies) of Full Brothers.

b. Termination of Pledgeship

1. A Pledge may terminate their participation in the pledge process by written notice to the Pledge Master. The Pledge Master shall immediately notify the Organization of the change.
2. The Pledge Master may recommend a pledge for removal (termination) from the pledge process. The Organization may terminate the pledge at any time when, in its sole discretion, if the Organization determines that termination is in the best interests of ONYX. Termination shall not be based on justifications that are discriminatory, retaliatory, or capricious.
3. Termination requires a three-fourths (3/4) majority vote of Full Brothers.
4. The termination will be effective on the date specified in the Organization's notice of termination.
5. Whether the termination is initiated by the Pledge or the Pledge Master, the refund of any previously committed funds to the pledge will be determined by majority vote of Full Brothers.

6.5 Fraternization With Pledges

Fraternization is defined herein as the interaction between Organization members and pledges that extend beyond typical brotherhood relationships, including sexual contact, sexual innuendo, and kink "play". A situation between a member and a pledge can easily escalate to a legal issue. Sexual harassment allegations place stress for the entire ONYX Organization, and may seriously impact the reputation of the Organization, as well as the personal and professional lives of current and future members.

- a. Fraternization between members of the any ONYX Organization and any Pledges of an ONYX Organization is strictly prohibited during the pledge process, starting once a pledge application is submitted through the crossing of the pledge.
- b. This policy does not apply to members and pledges that are in formal relationships (marriage, partnerships, dating) or pre-established dynamics.
- c. Failure to adhere to this policy shall result in disciplinary action up to and including potential termination of the member and / or pledge.

6.6 Sponsorship

The role of the sponsor is to serve as a person who knows the applicant in-depth and can speak about their character, integrity, leather journey, experience with BDSM / Kink and general "fit" with the principles and values of the Organization. The sponsor should be capable of explaining why the person would be the ideal candidate for membership.

- a. Only Full Brothers in good standing can serve as a sponsor.
- b. A Full Brother should ideally not sponsor more than 1 applicant. A Full Brother cannot sponsor more than 2 applicants. Each applicant shall have 2 sponsors.
- c. The applicant selects who they will list as their sponsor(s). Not the sponsor. Sponsorship will be validated by the Pledge Master / Assistant Pledge Master with the sponsor directly.
- d. Sponsors shall not:
 - i. Artificially pre-educate the candidate to improve their chances of "making the line".
 - ii. Discuss the content of the application, interview questions or interview / selection process with the candidate.
 - iii. Assist applicants in completing the application or preparing for the interview.

Sponsors shall adhere to the following guidelines:

- a. The Organization seeks applicants focused on attaining quality for the long term, not quantity for the short term.

- b. Candidates shall be quality individuals who are already pursuing a leather / kink journey and are prepared to provide service to the Organization.
- c. Emphasis shall be placed on identifying and attracting candidates who have taken time to learn about ONYX and the specific chapter they wish to join, shall meet many of our members and shall be a fit with our organizational values and principles.
- d. Just because a candidate "says they are into leather and kink" does not mean they have the requisite experience and desire to make the pledge line "at this time".
- e. Sponsors shall assess the maturity, integrity and previous life / organizational experience of candidates, not just their leather / kink experience.
- f. Not all persons expressing interest in the Organization are ready to be part of a pledge line. Candidates lacking in one or more areas may benefit from waiting a year and spending that time getting to know the Organization and members.
- g. Not all persons are capable at this time of committing the time and money necessary to pledge and subsequently continue in the Organization in an active manner.
- h. A candidate is accepted onto the pledge line by the merit of their application and interview. Final selection is by majority vote of the Full Brothers. Sponsors do not carry extra weight in the selection process after the initial "sponsorship".

6.7 Big Brothers

Big Brothers serve as a role model and advisor throughout the entire pledge process working in coordination with the Pledge Master. Each Big Brother has the responsibility to promote the Organization Mission, Values, Beliefs, Organization Bylaws and the ONYX Code by setting an example of high ethical standards for and fostering the personal development of their Little Brother.

Big Brothers shall instill in their Little Brother a sense of personal responsibility through the wisdom of their words and the integrity of their actions.

Big Brothers serve as a role model and advisor throughout the entire pledge process working in coordination with the Pledge Master

- a. Only Full Brothers in good standing can serve as a Big Brother.
- b. The Pledge Master may recommend to the Board the removal of any Big Brother from the pledge process for such reasons as failure to participate. Removal of a Big Brother requires a majority vote of the Full Brothers.
- c. Be present. Make time for your Little Brother. Do not volunteer for this role if your schedule does not allow for you to make the necessary time commitment.
- d. Participate in the initial pledge administrative class, Big Brother bonding activity, crossing and other classes as required by the Pledge Master.
- e. Stay in frequent, consistent contact with your Little Brother throughout the pledge process, typically through text messages and calls throughout the week. Attempt to arrange in-person meetups (hangouts, meals, drinks, etc.) 1-2 times per month as reasonable based on geographic proximity.

7 ARTICLE VII - MEETINGS

7.1 Regular General Membership Meetings

The Regular General Membership meetings of the Organization shall be held once a month on a date and time agreed to by majority vote of the Organization.

No notice of 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 Organization at least one (1) week prior to such meeting.

The President may on rare occasion (due to exceptional situations) change the meeting date and time by majority vote of the Board. The Board is required to provide notice to the Organization at least forty-eight (48) hours prior to the new date and time.

7.2 Special General Membership Meetings

Special Membership meetings shall be called by the President, by any two (2) members of the Board, or upon request of the Full Brothers in good standing, in which case the Secretary shall provide notice to all members at least ninety-six (96) hours prior to such meeting stating the time, date and location thereof, and the purpose if known to the Secretary.

7.3 Regular Board Meetings

The Regular Board meetings of the Organization shall be held at a minimum of once each quarter on a date, time and location determined by the President. The Secretary shall provide notice to all Officers and all Full Brothers in good standing that have expressed an interest in attending at least ninety-six (96) hours prior to such meeting.

7.4 Special Board Meetings

Special Board meetings shall be called by the President or by any two (2) members of the Board, in which case the Secretary shall provide notice to all Officers at least ninety-six (96) hours prior to such meeting stating the time, date and location thereof, and the purposes therefore if known to the Secretary.

7.5 Notice And Waiver Of Notice

Notice of a meeting shall be given in any way which is reasonably anticipated to alert the recipients of the time, date, location and purposes of such meeting. A member 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 the 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.

7.6 Actions Without A Meeting

Any action which the members may take at a general membership meeting, shall be taken without a meeting, without prior notice and without a vote if verbal consent is obtained from a majority of the Full Brothers, and such action is either committed to writing and signed by a majority of the Full Brothers; or approved by a majority vote of the Full Brothers at the next general 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 general membership meeting or Board meeting as applicable, and shall be included in the records of the Organization by the Secretary.

7.7 Alternative Board Meetings

Board meetings may be conducted by telephone, over the internet, by video conference or by any other means or a combination of means by which the Board can reasonably do business.

7.8 Conduct Of Meetings

The President, or any other person 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. The selected procedure shall maintain good order and decorum, give all members entitled to speak a reasonable opportunity to express their opinion, but not result in excessive debate and/or repetition. If an issue is particularly adversarial or results in a lengthy discussion, the President may table the issue for discussion at a later meeting.

7.9 Removal From Meetings

Anyone other than Full Brothers shall be removed from any meeting of the Organization by a majority vote of those Full Brothers present.

Any Full Brother shall be removed from any meeting of the Organization if they are being repeatedly disruptive, disorderly or participating in inappropriate behavior. Removal requires a majority vote of those Full Brothers present.

8 ARTICLE VIII – GUESTS AT MEETINGS

8.1 General Membership Meetings

Full Brothers, Associates, Alumni, Pledges and Honorary members in good standing may bring guests with them to any general membership meeting.

- a. Guests at meetings shall be accompanied by a member, presented by the member to the Secretary prior to the meeting and introduced to the other members at the start of the meeting.
- b. Guests shall be required to withdraw from the meeting during certain discussions.

8.2 Board Meetings

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

8.3 Events

Any member of the Organization may bring or invite guests to a public facing event held by the Organization. Members may also invite guests to a private internal facing event with the approval of the President or by majority vote of the Board.

9 ARTICLE IX – PRESENTATION OF COLORS

9.1 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 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.

If two-thirds (2/3) of the Full Brothers vote in favor of presenting the Colors, the Colors shall be presented by the President, another Board Member or another Officer to the club or organization at an appropriate event or ceremony.

10 ARTICLE X – TERMINATION AND REVOCATION

10.1 Chapter Termination

- a. The proposed termination shall first be approved by majority vote of the Board.
- b. Notice of the proposed termination shall be provided in writing to the entire Organization membership at least thirty (30) calendar days in advance of the general membership meeting at which the proposed termination is to be voted upon.
- c. The existence of the Organization shall be terminated upon a unanimous vote of all Full Brothers at a general membership meeting.
- d. If the existence of the Organization is terminated, the affairs of the Organization shall be closed out as provided herein by the Organization bylaws, as well as any Federal, State or Local statutes.
 - i. All historical memorabilia of the Organization shall be sent to the ONYX National Council to preserve the history, memory and lore of the Organization.
 - ii. All remaining funds of the Organization, after payment of any remaining liabilities, shall be donated to the ONC.

10.2 Charter Revocation

The revocation of an Organizations' Charter can only be enacted by the ONC and effectively terminates the existence of the chapter.

- a. If chapters engage in fraud, violation of any federal, state or local laws, or any conduct unbecoming the Organization, the ONC shall determine by a three-fourths (3/4) majority vote whether the chapter should be served with notice of said violation(s).
- b. If the National Council decides by a three-fourths (3/4) majority to do so, the Board of said chapter shall be served with notice of the violation(s) and given sufficient opportunity to defend itself before the ONC. That defense may take any reasonable form (e.g. written, telephonic, internet conference, or in person meetings).
- c. Upon completion of a defense, the ONC shall decide, by a three-fourths (3/4) majority vote, first, whether the charges are sustained by the evidence, and second, what punishment, if any, shall be meted out.
- d. Punishments may range from nominal to revocation of the Organizations' charter.
- e. If the existence of the Organization is terminated by revocation, the affairs of the Organization shall be closed out as provided herein by the Organization bylaws, as well as any Federal, State or Local statutes.
 - i. All historical memorabilia of the Organization shall be sent to the ONC to preserve the history, memory and lore of the Organization.
 - ii. All remaining funds of the Organization, after payment of any remaining liabilities, shall be donated to the ONC.

ONC Guiding Principles – Charter Revocation

- a. The ONC shall conduct a thorough investigation that includes interviews with Organization officers, Organization members and any other individuals that may have relevant information.
- b. The ONC shall hold at least one (1) meeting with the entire Organization to review issues, gather additional information, and answer questions from the membership.
- c. The ONC shall identify all issues and concerns and provide recommendations for corrective actions. The timeline for implementing and assessing corrective actions may run from six (6) months to eighteen (18) months.
- d. If requested by the Organization, the ONC may provide assistance in the implementation of any corrective actions.
- e. The ONC shall also prioritize the needs of the Organization's members impacted by a potential charter revocation.

- f. Revocation of a chapter charter shall be considered a last resort executed after all other alternative solutions and attempts at correction have been exhausted.

11 ARTICLE XI – BYLAW CHANGES & POLICIES

Bylaws define the governing rules of the Organization, while Policies define the day-to-day operations of the Organization. Policies and their associated procedures typically cover anything that is not explicitly covered by Bylaws and are implemented to respond to a changing operating environment.

11.1 Bylaw Changes

Organization bylaws shall be updated, amended or repealed by a three-fourths (3/4) majority vote of Full Brothers (excluding proxies) as follows:

- a. Only those specific sections / content of Organization bylaws identified by the ONC shall be updated, amended or repealed.
- b. Notice of the exact proposed changes shall first be provided to the Board for review. The text of the proposed changes shall be approved by majority vote of the Board.
- c. Notice of the exact proposed changes shall be provided in writing to the entire Organization membership at least ten (10) business days in advance of a general membership or special meeting at which the proposed changes are to be voted upon. Review and approval of bylaw changes may not occur via email vote.
- d. Any changes approved for the bylaws shall be filed in the records of the Organization by the Secretary.

Changes to non-tailorable sections of the bylaws shall be submitted to the ONC for discussion and review. A three-fourths (3/4) majority vote of ONC Councilors (excluding proxies) is required for any change to the non-tailorable sections.

11.2 Policy and Procedure Changes

The Organization may adopt, amend, or repeal policies and procedures upon a majority vote of Full Brothers, without any prior notice being required.

- a. Any policies adopted shall be considered procedural, and not as part of the bylaws.
- b. Policies shall not conflict with existing Bylaws.
- c. The Secretary shall keep a separate record of all policies in force, and shall provide written copies thereof to members upon request and to all Pledges at the commencement of their Pledgeship.

12 ARTICLE XII - FINANCIAL

12.1 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.

12.2 Books And Records

The books and financial records of the Organization maintained by the Treasurer shall be open-for inspection by any member in good standing upon giving reasonable notice of such desire.

12.3 Audit

The books and records of the Organization shall be audited in January of each year, and shall 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 general membership meeting.

12.4 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. A member may request inspection through request from the Board. Requests require reasonable notice and will be fulfilled in a timely manner not to exceed thirty (30) calendar days.

12.5 Revenue and Expenses

Revenue

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

Acceptance of income shall 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 shall 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 (Cash App, 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 shall 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 shall be maintained seven (7) years after tax return is due or filed, whichever is later.

12.6 501(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:

- a. Political Activity.
- b. Lobbying.
- c. Private Benefit / Inurement.
- d. Employment Issues.
- e. 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.

12.7 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.

- a. Purchases shall be approved by a majority vote of the membership.
- b. The President shall be empowered to authorize single expenditures from the treasury not to exceed one hundred dollars (\$100.00) in a calendar month.
- c. The President shall be empowered to authorize a bereavement-related disbursement (flowers, plant, donation, etc.) for the death of a member or their immediate family member (spouse, partner, parent, sibling, and grandparent) not to exceed one hundred dollars (\$100.00) per instance.
- d. All purchases shall be free from any real or perceived conflicts of interest and factored into the approval process. This may 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.
- e. Purchases shall be made from LGBTQIA+, Minority-owned, or Persons of Color (Black, Latin/e/x, Asian, Pacific Islander, or Native American) owned businesses whenever practical and cost effective.
- f. The ONC shall be responsible for managing bulk purchases on behalf of all ONYX Chapters to drive supply chain management efficiencies derived from larger purchases.
- g. The Treasurer shall be responsible for executing all purchases on behalf of the organization. In the absence of the Treasurer, the President may temporarily execute purchases on an exception basis.
- h. 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.
- i. The Treasurer shall produce a monthly Treasurer Report that shows all income and expense transactions reconciled to the 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.

13 ARTICLE XIII – INDEMNIFICATION AND INSURANCE

13.1 Indemnification

The Organization shall indemnify any Trustee, 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 Trustee, Officer or member of the Organization, was acting within the scope of their duties, or was acting at the direction of the Organization or its Trustees, Officers or members.

The Organization shall indemnify any Trustee, 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 Council Member of the Organization, was acting within the scope of their 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 they 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 their duties.

13.2 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 shall be endorsed to cover the Executive Board and / or Officers 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.

14 ARTICLE XIV – OTHER KEY PROVISIONS

14.1 Branding

Branding is the process of creating a strong, positive perception of ONYX, including our services and products, the mind of the community by combining such elements as logo, design, mission statement, and a consistent theme throughout all communications. Effective branding helps ONYX differentiate itself from other LGBTQIA+ organizations.

- a. Brand guidelines cover the ONYX brand identity, including our:
 - Logos: Full logos, secondary logos, and icons
 - Color Palette: Primary and secondary colors
 - Typography: Font styles, sizes, and spacing
 - Other Imagery: Photos, illustrations, and artwork
 - Voice & Tone: How the brand uses language and emotion
- b. The ONC shall be responsible for setting the standards and approving proposed changes in ONYX branding requested at the chapter level.
- c. Additions, updates and special requests related to ONYX branding requirements shall be approved by the ONC.
- d. Items specifically branded ONYX are not for distribution or sale to any person not a member of ONYX. Items specifically branded for an event (IML, MAL, Blackout, Code Red, etc.) that also include ONYX as a secondary branding may be distributed and sold to persons that are not members of ONYX.
- e. The ONC shall maintain a library of ONYX branding and logos so that all chapters may benefit from the ideas developed and approved across the Organization.

14.2 Intellectual Property

The Organization may develop and protect trademarks, trade names, logos, insignia 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 Full Brothers for approval.

If a majority of Full Brothers 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.

14.3 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.

- a. Individual ONYX Chapters shall make recommendations for copyrights to the ONC Board; and
- b. All national copyrights are to be executed by the ONC and not individual chapters. If the Chapter Board believes there is a need for an exception that request should be sent to the ONC Board.

14.4 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. Individual ONYX Chapters shall make recommendations for trademarks to the ONC Board; and
- b. All national trademarks are to be executed by the ONC and not individual chapters. If the Chapter Board believes there is a need for an exception that request should be sent to the ONC Board.

14.5 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 a Chapter 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. Individual ONYX Chapters shall make recommendations for patents to the ONC Board; and
- b. All national patents are to be executed by the ONC and not individual chapters. If the Chapter Board believes there is a need for an exception that request should be sent to the ONC Board.

15 XV – ONYX CODE (CODE OF CONDUCT)

15.1 ONYX Code

This Code of Conduct, once adopted by all chapters, shall be referred to as the "ONYX Code" (formerly known as "The ONYX Men Code"). The ONYX Code defines the standards of conduct for all members of ONYX.

15.2 Adoption

The ONYX Code is defined, managed and updated by ONC for use by all Chapters. All members of every ONYX Chapter, regardless of the membership classification, are bound to uphold the values and principles of the ONYX Code. It is the responsibility of each member of the Organization to review and follow the ONYX Code.

15.3 Amendment

- a. The Chapter Board, after consideration by its membership, may submit recommendations for updates to the ONC Board. Prior to any vote all recommendations will be shared with all ONYX Chapters through the ONC Secretary and Councilors.
- b. Updates of the ONYX Code shall be approved by a three-fourths (3/4) majority vote of ONC membership in good standing.
- c. Any amendments which are made to the ONYX Code shall be filed in the records of the Organization by the Secretary.

15.4 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.

15.5 Priority

If any provision of the ONYX Code shall be inconsistent with the Articles of Incorporation of this Organization as amended, 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, the ONYX Code and/or Articles of Incorporation shall govern.

15.6 Exceptions

Special exceptions to Organization bylaws shall be made at any membership meeting by a three-fourths (3/4) vote of all Full Brothers, or, if appropriate, at any Board meeting by a three-fourths (3/4) vote of all Board members 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 Organization bylaws, except with respect to specific person or case be voted upon.

16 ARTICLE XVI – ONYX NATIONAL COUNCIL

16.1 Support

The Organization shall make its best effort to assist with matters as requested by the ONYX National Council by providing its time, talents and funds. This includes supporting events of national scope (BlackOut, International Mr. Leather, Mid-Atlantic Leather Weekend, etc.), newly formed chapters and other similar areas for the benefit of the entire ONYX Organization.

16.2 Trademarks, Intellectual Property, Etc.

The Organization shall coordinate with the ONC on to develop and protect trademarks, trade names, logos, insignia 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, then submitted to the Full Brothers for approval, and finally the ONC Board for final approval.

Once fully approved, the ONC Board shall take all further steps necessary to protect the intellectual property, and a copy thereof shall be placed in the records of the ONC by the Secretary.

16.3 Chapter Tax

The ONC shall require each Chapter to submit a contribution for use in future initiatives. Contributions carry the following conditions:

- a. Submission of the contribution is a requirement for each chapter to remain in good standing.
- b. By May 1 of each year every Chapter should have a comprehensive list of their members (regardless of membership type) that have paid annual dues. Chapter tax will be due on May 1st of each year.
- c. Each Chapter shall submit the number of paid members and payment amount by type of membership.
- d. Chapter Tax shall be calculated based on the number of chapter members in good standing as of April 1 of each year. Contributions are set by the ONC and are currently:
 1. \$20 – Full Brothers.
 2. \$10 – Associates.
 3. \$10 – Any other class of membership that pays dues.
- e. Expenditure of these funds by the ONC shall be through a majority vote of ONC membership to ensure that all chapters are properly represented in the use and distribution of funds.

16.4 Annual Report

Each year by January 15th the Organization shall provide its membership body and the ONC with a report containing the following information:

- a. Roll data by membership class.
- b. Financial status.
- c. Past year initiatives and accomplishments.