

# **BY-LAWS OF THE OKLAHOMA ASSOCIATION (OkLA)**

## **ARTICLE I - TITLE AND PURPOSE**

### **SECTION 1: TITLE**

The name of this organization shall be the “Oklahoma Leather Association”, hereafter referred to as “OkLA”.

### **SECTION 2: PURPOSE**

#### **A. INTERESTS**

This organization encourages all leather persons to seek ways to provide fact-based leather history and experience-based lifestyle knowledge, promoting high-quality education to the community we serve; while providing a safe space for leather persons to experience camaraderie and education on all aspects of the leather lifestyle, now and into the future.

#### **B. LIMIT FOR TAX-EXEMPT PURPOSE**

The organization is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. OkLA will not engage in any activities that are unrelated to the purposes under which it is granted its tax-exempt status.

#### **C. OPEN MEMBERSHIP**

This association of persons is open to all individuals, regardless of race, religion, sexual orientation or national origin; and is dedicated to educating the community and promoting unity in social, education, and charitable ways.

## **ARTICLE II - MEMBERSHIP SECTION**

### **1: MEMBERSHIP**

Membership shall include active, associate, alumni, and honorary members.

#### **A. ACTIVE MEMBERS**

1. Active members must be at least twenty-one (21) years of age and must reside within the state of Oklahoma, or receive 100% approval of the Executive Board at the time of application.
2. A non-refundable installation fee of twenty-five dollars (\$25.00), non-prorated, shall be paid upon application for active membership to cover current fiscal year dues.
3. There will be no limit on the number of active members.
4. Each active member shall have voting privileges.
5. Active members are required to attend all general meetings. If a member is unable to attend a meeting, he shall notify one of the Executive Board members prior to the next board meeting.
6. Dues for active members shall be twenty-five dollars (\$25.00) per fiscal year starting July 1.
7. Active members with three (3) unexcused absences or two (2) months delinquent dues shall be notified in writing by the Secretary to appear at a meeting of the Executive Board to show

cause why they should not have their membership terminated and colors removed. The decision of the Executive Board can only be appealed by the Board of Directors.

8. Active members shall purchase, at their own expense (non-refundable), a large club patch (referred to as colors or club colors) to be worn on the back of a vest, jacket or overlay. Club colors shall be worn at all OkLA meetings, functions, bar nights, runs and other activities. Club colors shall remain the property of OkLA.

#### B. ASSOCIATE MEMBERS

1. Associate members must be at least twenty-one (21) years of age and must reside outside the state of Oklahoma or receive 100% approval of the Executive Board at the time of application. They shall be:
  - a. A person who is an active member in good standing of another uniform, leather, levi or motorcycle club may be voted on for associate membership at the first meeting after their credentials have been checked.
  - b. A person who is not a member of another uniform, leather, levi or motorcycle club may be voted on after a three (3) month introductory period.
2. A non-refundable installation fee of fifteen dollars (\$15), non-prorated, shall be paid upon application for associate membership to cover current fiscal year dues.
3. There will be no limit on the number of associate members.
4. Associate members must receive a three-fourths affirmative vote by the active members present at the meeting.
5. Associate members shall not have voting privileges but may discuss issues.
6. Associate members are encouraged to attend all general meetings.
7. Dues for associate members shall be fifteen dollars (\$15.00) per fiscal year starting July 1.
8. Associate members who are two (2) months delinquent in their dues shall be notified in writing by the Secretary to appear at a meeting of the Executive Board to show cause why they should not have their associate membership terminated and colors removed. The decision of the Executive Board can only be appealed by the Board of Directors.
9. Associate members shall purchase, at their own expense a shoulder club patch (referred to as colors or club colors). Shoulder club colors shall be worn at all OkLA meetings, functions, bar nights, runs and other activities. Club colors shall remain the property of OkLA

#### C. ALUMNI MEMBERS

1. Alumni members are long-time members, in good standing, who move away from the state of Oklahoma yet wish to remain a part of OkLA. They shall:

- a. Be a person who is an active member in good standing of OkLA at the time of their relocation away from the state of Oklahoma.
  - b. State to the club in writing, their desire to become an alumni member of OkLA.
2. There will be no limit on the number of alumni members.
3. Alumni members must receive a three-fourths affirmative vote by the active members present at the meeting.
4. Alumni members shall not have voting privileges but may discuss issues.
5. Alumni members are encouraged to attend any general meetings.
6. Dues for Alumni members shall be fifteen dollars (\$15.00) per fiscal year starting July 1.
7. Alumni members who are two (2) months delinquent in their dues shall be notified in writing by the Secretary to appear at a meeting of the Executive Board to show cause why they should not have their alumni membership terminated and colors removed. The decision of the Executive Board can only be appealed by the Board of Directors.
8. Alumni members may retain their club colors and are encouraged to wear them at all OkLA meetings, functions, bar nights, runs and other activities.
9. Club colors shall remain the property of OkLA.

#### D. HONORARY MEMBERS

1. Those non-members who in the opinion of OkLA have made major contributions to and have supported the purpose of OkLA, shall be considered for honorary membership.
2. Honorary members must be at least twenty-one (21) years of age.
3. There will be no limit to the number of honorary members.
4. Honorary members must receive a 100% affirmative vote by the active members present at the meeting.
5. Honorary members shall not have voting privileges but may discuss issues.
6. Honorary members are encouraged to attend all general meetings.
7. There shall be no dues for honorary members.
8. Honorary members shall have the option to purchase at their own expense, the back and/or shoulder club colors. Club colors shall remain the property of OkLA.

9. Honorary members may wear club colors at OkLA meetings, functions, bar nights, runs or other activities.

#### E. NON-PROFIT MEMBERSHIP RESTRICTION

All members and Directors must be eligible to be part of a 501(c)(3) non-profit organization. If at any time a member or Director becomes ineligible to be part of a 501(c)(3) non-profit organization, their affiliation will be immediately suspended until they are able to be part of a 501(c)(3) non-profit organization.

### SECTION 2: CONDUCT AND DISCIPLINE

#### A. WEARING CLUB COLORS

No active, associate or honorary member of OkLA shall allow anyone else to wear their club colors at any time.

#### B. FAVORABLE CONDUCT

Each active, associate and honorary member and pledge must realize that they are a public representative of OkLA and as such must conduct themselves with dignity and responsibility to reflect favorably on fellow members and OkLA in general.

#### C. GROSS MISCONDUCT

Gross misconduct or heinous behavior in public while wearing club colors or at OkLA functions will not be tolerated. This includes, but not limited to: theft, willful destruction of property, selling or consumption of illegal drugs, or excessive use of alcohol.

#### D. DISCIPLINE

Such behavior will be reviewed by the Executive Board. In the event the Executive Board finds that an act of Gross Misconduct or Heinous behavior has occurred, then disciplinary action will be determined at the next regular membership meeting. Disciplinary action may include, at a minimum a reprimand, and at maximum termination of membership and revocation of club colors based on a decision by three-fourths of the voting members present.

### SECTION 3: PLEDGESHIP

#### A. PURPOSE OF PLEDGESHIP

Pledgeship is to allow an applicant for active membership the opportunity to show their interest and support of OkLA's purposes and the ability to work with members to accomplish its goals.

#### B. PROCESS OF PLEDGESHIP

The process of pledgeship will include:

1. Becoming acquainted with the Executive Board and the other members of OkLA who will explain its purposes, interests and functions.
2. Being allowed to attend not more than two (2) regular meetings with a sponsor.
3. Being asked to declare their interest and intent toward OkLA

4. Completing an application form with a sponsor's signature and submitting it to the Pledge Master, along with a non-refundable installation fee of twenty-five dollars (\$25.00), non-prorated, to cover current fiscal year dues.
5. Completing a minimum three (3) month probationary pledgeship, during which time the pledge is expected to study and learn the by-laws, attend all regular meetings and as many other functions as possible. Probationary period may be shorter if the pledge is an active member in good standing of another uniform, leather, levi or motorcycle club and they receive 100% approval of the active members present to be accepted as an active member.
6. Being assigned a project by the Pledge Master that the pledge will do for the club. This must be completed before the pledge will be considered for membership. This project is tailored to show the club, the pledge's willingness to work in and on future projects.
7. Wearing the "OkLA PLEDGE" armband to all meetings and functions.
8. Being voted on at the meeting following the three (3) month probationary period and after acceptance of the by-laws and completion of project. A pledge must receive three-fourths approval of the active members present to be accepted as an active member.
9. A pledge may purchase club colors at their own expense after they are accepted as an active member.

#### SECTION 4: RESIGNATIONS

##### A. METHOD OF RESIGNING

Any active, associate or honorary member of OkLA may resign from membership at any time by submitting a letter of resignation to the Executive Board along with the club colors.

##### B. ANNOUNCEMENT OF RESIGNATIONS

All resignations will be announced at the next regular meeting.

### **ARTICLE III – BOARD OF DIRECTORS**

#### SECTION 1: BOARD OF DIRECTORS

The Board of Directors shall consist of the 3 people. No member of the Board of Directors may live at the same address or be in a relationship with another member of the Board of Directors. If two members of the Board of Directors start a relationship or living together at the same address after they are elected, one of them must resign their board position immediately.

#### SECTION 2: DUTIES

The primary role of the Board of Directors is to provide advice and guidance to the Executive Board and appoint the President each year. Activities within, but not limited to this scope:

##### A. DIRECTIONAL REPORT TO THE PRESIDENT

The Board of Directors will provide a written report to the President each July advising them of the direction or activities the Board of Directors would like to see accomplished within the next calendar year.

#### B. PRESIDENTIAL APPOINTMENT

The Board of Directors will appoint the President each June who will start serving that office on July 1. This appointment must be limited to an active member in good standing.

#### C. EMERGENCY VOTE

The Board of Directors may meet to have a vote about any decision made by the Executive Board. All decisions made by the Board of Directors are final and are not subject to appeal.

### SECTION 3: IMPEACHMENT

Any of the Board of Directors members can be impeached for gross dereliction of duty. Any active member, in writing to the Executive Board, may initiate impeachment proceedings. A confirmation vote by the other two members of the Board of Directors is required to bring the impeachment to the full vote of the active membership. A three-fourths majority of active members present is required to remove one of the Board of Directors.

### SECTION 4: ELECTION OF DIRECTORS

#### A. NOMINATION RESTRICTIONS

Nominations for directors are at least twenty-five (25) years of age and reside within the state of Oklahoma.

#### B. OPEN NOMINATIONS

The President shall open the floor for nominations within 30 days of a Board of Directors vacancy.

#### C. SECRET BALLOT

If there is more than one nomination, voting shall be by secret ballot.

#### D. TIME OF ELECTIONS

Election of directors shall be 60 days from the date of a Board of Directors vacancy.

#### E. TERM OF OFFICE

Newly elected directors shall serve for life or until resignation.

### SECTION 4: RESIGNATION

A director may resign in writing to the Executive Board.

### SECTION 5: GENERAL

1. Directors who are not active members shall not have voting privileges in general meetings, but may discuss issues.
2. Directors are encouraged to attend all general meetings.
3. There shall be no dues for members of the Board of Directors
4. Directors shall have the option to purchase at their own expense, the back and/or shoulder club colors. Club colors shall remain the property of OkLA

5. Directors may wear club colors at OkLA meetings, functions, bar nights, runs or other activities.

## **ARTICLE IV - EXECUTIVE BOARD**

### **SECTION 1: EXECUTIVE BOARD**

The Executive Board shall consist of the following: President, Vice-President, Secretary/Historian, Treasurer, Road Master, Master at Arms, and Pledge Master. No member of the Executive Board may live at the same address or be in a relationship with another member of the Executive Board. If two members of the Executive Board start a relationship or living together at the same address after they are elected, one of them must resign their board position immediately.

#### **A. PRESIDENT**

1. The President shall be appointed by the Board of Directors each June.
2. The President shall plan and preside at all board and regular meetings.
3. The President shall appoint all committees.
4. The President shall call for executive board members nominations each May.
5. The President shall report directly to the Board of Directors.

#### **B. VICE-PRESIDENT**

1. The Vice-President shall perform the duties of the President in thier absence.
2. The Vice-President shall be the chairperson of all committees.

#### **C. SECRETARY/HISTORIAN**

1. The Secretary/Historian shall record, transcribe and distribute copies of the minutes of all regular and Executive Board meetings.
2. The Secretary/Historian shall keep a file of the approved minutes of all meetings, signed by the President.
3. The Secretary/Historian shall keep a record of attendance at all meetings.
4. The Secretary/Historian shall be responsible for all correspondence and keeping a file of the same.
5. The Secretary/Historian shall be responsible for all administrative distributions to members and pledges as directed by the Executive Board.
6. The Secretary/Historian shall keep an up to date copy of all by-laws with amendments and changes and shall provide copies of the by-laws to all members.

7. The Secretary/Historian shall keep a pictorial and written record of all OkLA events and meetings.
8. The Secretary/Historian shall be responsible for publishing and maintaining historical records of the club quarterly newsletter. This may be in a print or electronic format.
9. The Secretary/Historian shall retain memorabilia – t-shirts, pins, dog tags, etc. from events or other club activities.

#### D. TREASURER

1. The Treasurer shall be in charge of and record all financial matters. Detailed records must be kept of all incomes and all expenses.
2. The Treasurer shall notify all active, associate, and alumni members of dues owed and collect them in a timely manner.
3. The Treasurer shall provide a detailed financial report at each monthly meeting.
4. Each July, the Treasurer shall publish a yearly written financial report. The report shall be presented to the Executive Board, the general membership, and such governmental agencies required by law.
5. The Treasurer shall file all tax returns as may be required by law.
6. The Executive Board, except the Treasurer, shall direct audits of all financial records kept by the Treasurer, including frequency of audits, and appointing a person(s) to conduct the audits.

#### F. ROAD MASTER

1. The Road Master shall be responsible for OkLA outings and road tours. This shall include route, lodging, parties, and all other necessary arrangements.
2. The Road Master shall keep a file of all notices concerning parties, run applications, and other activities which shall be communicated to the membership.

#### G. MASTER AT ARMS

1. The Master at Arms shall be responsible for all physical property of OkLA not under the purview of other officers.
2. The Master at Arms shall maintain an inventory of all property which shall be audited by the Executive Board.
3. The Master at Arms shall be responsible for arranging transportation of the required properties to and from all functions.
4. The Master at Arms shall maintain order at all meetings and functions.



## H. PLEDGE MASTER

1. The Pledge Master shall be in charge of all pledge activities.
2. The Pledge Master shall receive applications for club membership from potential pledges.
3. The Pledge Master shall track and record pledge attendance at club functions during the time allocated for the pledge's three (3) month probationary period.
4. The Pledge Master shall insure all pledges have studied the by-laws, fully understand them, and has witnessed the signing by the pledge, and submitted a signed copy of agreement.
5. The Pledge Master shall assign all pledges their project(s) as described in the Process of Pledgeship.
6. The Pledge Master shall monitor the conduct, meeting attendance, and project performance of all pledges, and shall report their findings at the meeting during which the pledge is considered for membership.

## SECTION 2: GENERAL

### A. IMPEACHMENT

Any Executive Board member may be impeached for gross dereliction of duty. Any active member, in writing to the Executive Board, may initiate impeachment proceedings. A simple majority of the Executive Board, except for the concerned officer who shall not vote on their own impeachment, is required to bring the impeachment to the full vote of the active membership. A three-fourths majority of active members present is required to remove an Executive Board member.

### B. DISBURSEMENT OF FUNDS

All expenses incurred by OkLA must be justified and receipts presented to the Treasurer prior to payment. Authorities for expenditures are as follows:

1. Any officer may spend up to twenty-five dollars (\$25.00) per expenditure in fulfilling their office without prior approval.
2. An expense over twenty-five dollars (\$25.00) but less than one hundred dollars (\$100.00) per expenditure must be pre-approved by a majority vote of the Executive Board.
3. An expense over one hundred dollars (\$100.00) per expenditure must be pre-approved by majority vote of the active membership.

### C. CHECKING ACCOUNT SIGNATURES

The Treasurer shall maintain a checking account. All accounts must require two signatures for withdrawal of funds. The Treasurer, President and Secretary/Historian may all be authorized signators,

### D. SPECIAL AWARDS

The Executive Board may recognize and provide special awards to individuals and other clubs.

SECTION 3: ELECTION OF OFFICERS A.  
NOMINATION RESTRICTIONS

Nominations for officers are limited to active members in good standing.

B. OPEN NOMINATIONS

The President shall open the floor for further nominations each May.

C. SECRET BALLOT

If there is more than one nomination for an office, voting for that office shall be by secret ballot.

D. TIME OF ELECTIONS

Election of officers shall be at the June meeting.

E. TERM OF OFFICE

Newly elected officers shall serve for a one year period beginning on July 1st of the new calendar year.

SECTION 4: RESIGNATIONS

A. OFFICER'S RESIGNATION

An officer may resign in writing to the Executive Board.

B. MORE THAN TWO (2) MONTHS

If more than (2) months remain in the term of office, an election will be held at the next general meeting.

C. LESS THAN TWO (2) MONTHS

If two (2) months or less remain, the situation will be handled as follows:

1. In case of the President's resignation, then the Vice-President will assume the duties of the President.
2. In the case of other Executive Board members, the President will appoint a successor for that office, subject to the approval of a majority of the Executive Board.

**ARTICLE V - MEETINGS**

SECTION 1: REGULAR MEETINGS

A. REGULAR MEETINGS

1. Regular meetings will be held at a specific date and time to be determined by the Executive Board and to be approved by the present active members.
2. Regular meetings may be made available via electronic conferencing format if extenuating circumstances arise preventing in person gatherings, i.e. pandemic, etc. The decision for the availability of this format will be determined by the Executive Board.

B. EMERGENCY MEETINGS

Emergency meetings may be called at any time by two (2) members of the Executive Board or by three (3) or more active members.

C. RESCHEDULING MEETINGS

In case of extenuating circumstances (i.e. inclement weather), the Executive Board shall be responsible for rescheduling the meeting and notifying members of the new date and time.

#### D. RULES OF ORDER

Meetings shall be conducted in accordance with Robert's Rules of Order.

#### E. QUORUM REQUIRED

Business may be conducted at the regular meetings with a quorum of 50% plus one (1) active members present.

1. If a quorum is not met, the meeting may proceed as planned, and no business should be conducted.
2. Should there be a matter that needs immediate attention with no quorum present, the members present may ask the executive board to poll the absent voting members so as to get a majority consensus to approve the measure.
3. This exception to the quorum, shall not be used to amend the by-laws, elect officers or conduct business that can wait till the next scheduled meeting.

### SECTION 2: EXECUTIVE MEETINGS

#### A. PRIOR TO GENERAL MEETINGS

The Executive Board shall meet prior to the regular meetings. Electronic or phone conferencing may be used for Executive Board Meetings.

#### B. CLOSED EXCEPT BY INVITATION

The Executive Board meetings shall be closed to the general members and the public, except by invitation.

#### C. REQUEST BY ACTIVE MEMBER

Any active member may request a meeting of the Executive Board.

#### D. QUORUM REQUIRED

Business may be conducted in executive meetings with a quorum of four (4) Executive Board members in attendance.

1. If a quorum is not met, the meeting may proceed as planned, and no business should be conducted.
2. Should there be a matter that needs immediate attention with no quorum present, the executive board members not present shall be polled to get a majority consensus to approve the measure.
3. This exception to the quorum, shall not be used to amend the by-laws, elect officers or conduct business that can wait till the next scheduled meeting.

### SECTION 3: BOARD OF DIRECTOR MEETINGS

#### A. PRIOR TO JUNE EACH YEAR

The Board of Directors shall meet each May to choose a Presidential appointment and draft the Directional Report to the President. Electronic or phone conferencing may be used for Board of Director Meetings.

#### **B. CLOSED EXCEPT BY INVITATION**

The Board of Director meetings shall be closed to the general members and the public, except by invitation.

#### **C. REQUEST BY ACTIVE MEMBER**

Any three (3) active members may request a meeting of the Board of Directors.

#### **D. QUORUM REQUIRED**

Business may be conducted in Board of Director meetings with a quorum of two (2) Board of Director members in attendance.

1. If a quorum is not met, the meeting may proceed as planned, and no business should be conducted.
2. Should there be a matter that needs immediate attention with no quorum present, the Board of Directors members not present shall be polled to get a majority consensus to approve the measure.
3. This exception to the quorum, shall not be used to amend the by-laws, elect officers or conduct business that can wait till the next scheduled meeting.

### **ARTICLE VI - DISBANDMENT**

#### **SECTION 1: PROCEDURE**

To insure that OkLA's direction continues to be nonprofit, in the event of disbandment, the remaining active members shall decide by majority vote which assets to donate to charitable or nonprofit organizations and which to sell at auction in accordance with IRS 501(c)(3) – 1(b)(1) and (4); and state guidelines.

#### **SECTION 2: DISPOSAL OF FUNDS**

All of OkLA's funds shall be donated to the charitable or nonprofit organization(s) selected by majority decision of the remaining active members in accordance with IRS 501(c)(3) – 1(b)(1) and (4); state guidelines.

### **ARTICLE VII – AMENDMENTS TO BYLAWS**

#### **SECTION 1: PURPOSE**

These will be the procedures to follow when amendments or changes to the bylaws are proposed.  
(Amended on January 4, 2025)

## SECTION 2: NOTIFICATION OF INTENT TO CHANGE BYLAWS

Final wording for proposed changes to the OkLA bylaws will be posted online and the membership will be made aware of the intent to change the organization's bylaws 30 days prior to the regular meeting as defined in Article V, Section 1(A).

(Amended on January 4, 2025)

## SECTION 3: ACTIVE MEMBERSHIP APPROVAL

At the next regular meeting following the notification of intent to change the bylaws, two-thirds (66%) of all active members, as defined in Article II, Section 1(A), must approve the proposed bylaw change posted in Article VII, Section 2. Any amendments or modifications to the proposed change required by the active membership to reach the two-thirds will require restarting the notification process.

(Amended on January 4, 2025)

## SECTION 4: BOARD OF DIRECTORS APPROVAL

The President shall notify all of the Board of Directors of a proposed change to the OkLA bylaws, and the Board shall schedule a meeting per Article V, Section 3 within sixty (60) days after the active membership approves the changes to the OkLA bylaws. The President shall present the proposed changes to the Board of Directors. Two-thirds (66%) of the Board must approve changes to the bylaws.

(Amended on January 4, 2025)

## SECTION 5: DOCUMENTATION IN BYLAWS

The Secretary will make changes approved by the Active Members and Board of Directors to the bylaws. All parts changed will state "Amended on" with the date the Board of Directors approved the change at the end of the section in parenthesis. For example, "(Amended on October 5, 2024)". The new official copy of the OkLA bylaws will be available to the membership at the next meeting.

(Amended on January 4, 2025)

## **INDEMNIFICATION AND HOLD HARMLESS:**

OkLA shall fully defend, indemnify, and hold harmless its respective officials, directors, employees, members, and agents from any and all claims, lawsuits, demands, causes of action, liability, loss, damage, and/or injury, of any kind whatsoever (including without limitation all claims for monetary loss, property damage, equitable relief, personal injury, and/or wrongful death), whether brought by an individual or other entity, or imposed by a court of law or by administrative action of any federal, state, or local governmental body or agency, arising out of, in any way whatsoever, any acts, omissions, negligence, or willful misconduct on the part of OkLA, its officers, owners, personnel, employees, agents, contractors, invitees, or volunteers. This indemnification applies to and includes, without limitation, the payment of all penalties, fines, judgements, awards, decrees, attorneys' fees, and related costs or expenses, and any reimbursements to OkLA for all legal fees, expenses, and costs incurred by it.