



# **By-Laws**

For

## **Palm Springs Leather Order of the Desert (PSLOD)**

Revised: November 2, 2024

Board of Director:  
David Dunn, President  
Eric Johnson, Vice President  
Frank Pullara, Secretary  
Andrew Harker, Treasurer

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## **Article I: Name**

The name of the organization shall be the **PALM SPRINGS LEATHER ORDER OF THE DESERT** (the Order).

## **Article II: Mission**

The organization shall be formed for the following purposes:

1. To provide a source of communication and information for compatible and like-minded individuals involved in or actively pursuing an interest in the Leather/Fetish/SM lifestyle.
2. To raise funds through events, sponsors, and donations to award to deserving charities, projects, clubs, organizations, individuals, and to legal defense funds, which give direct or indirect support to the broader LGBTQ, and Leather/Fetish/SM, communities.
3. To provide safe spaces, opportunities and an atmosphere for growth, exploration, and support of the Leather/Fetish/SM lifestyle for its members and the community, while nourishing a sense of fellowship and camaraderie.
4. To provide information and education to members and the community on the varied safe/sane/consensual expression of the Leather/Fetish/SM lifestyle, and to encourage a positive attitude of acceptance, and increased awareness of our positions, contributions, and potential within the community.
5. To coordinate with like-minded organizations on a local, regional, state, national and worldwide level.
6. To promote with power and pride the right of all adults to engage in safe, sane, and consensual sexual expression.
7. To preserve a record of our history, traditions, and culture.

## **Article III: Membership**

- 1) Membership is open to all individuals over 21 years of age, regardless of sex, race, creed, color, religion, marital status, national origin or ethnic background, citizenship, sexual orientation, gender identity or disability.
- 2) Types of Membership:
  - a) **Charter Membership:** Charter members are those that originated and formed the Order.

- b) **Full Membership:** Full Members will be limited to individuals who are able to meet the requirements of Full (General) Members as specified in the Order's Policy and Procedures, and in compliance with those requirements, including:
- i) Full Member status is obtained when a Pledge has:
    - (1) Met the Pledge requirements as stated in the Order's Policies and Procedures.
    - (2) Received a two-thirds vote of Full Members present at a meeting.
    - (3) Paid dues as assessed for new Full Members.
  - ii) Full Members are entitled to one (1) vote and are eligible for appointment as Committee Chairs and Committee Members, to hold elected office and wear the Colors of the Order. To retain Good Standing as a Full Member, the member must:
    - (1) Be current in the payment of dues as stated in the Order's Policies and Procedures.
    - (2) Meet the minimum participation requirements for Full Members as stated in the Order's Policies and Procedures.
  - iii) Leaves of Absence, for up to a year, may be granted by the Board without affecting member status.
  - iv) Full Members who have lost Good Standing for failing to meet participation or volunteer requirements will become Associate Members. They may regain Full Member status when their minimum participation requirements have been met and they request in writing to be restored to Full Member status.
  - v) Full Members in financial arrears, who otherwise qualify, will regain Full Members Status upon payment of dues owed.
- c) **Associate Membership:** Associate membership is intended to allow individuals wishing to participate in the Order, but not able or wanting to meet the requirements of Full Membership, an opportunity to do so. Associate Members are non-voting, dues-paying members who are not required to meet the Full Member pledge, attendance, or participation requirements as stated in the Order's Policies and Procedures.
- i) In order to become an Associate Member, a prospective member must complete an Application to the Order, be sponsored by five (5) Full Members and meet all requirements as stated in the Order's Policies and Procedures, and pay membership dues at the Associate Members level.
  - ii) Associate Members may:
    - (1) Attend meetings and functions of the Order.
    - (2) Wear the colors of the Order.

- (3) Serve on and Chair Committees as appointed by the Board of Directors.
  - (4) Be identified on membership lists as an Associate Member and receive publications and notices of the Order.
- iii) Associate Members may not:
- (1) Vote.
  - (2) Hold office.
  - (3) Attend Board of Director meetings (unless invited), or closed session meetings for Full Members (unless invited by the President or person conducting the meeting).
- d) **Honorary Membership:** The Board may grant Honorary Membership to any person or organization for noteworthy or extraordinary service to the leather community or the Order. This classification is a lifetime designation. No membership dues are required. Honorary Members are allowed the same privileges and are subject to the same limitations as Associate Members.
- e) Voluntary Change in Member Status: A Full Member has the option of changing their status to an Associate Membership at anytime. Full Members who voluntarily become an Associate Member, may return to Full Member status without having to go through the pledge process again, but must pay non-prorated dues for the year as a Full Members.
- f) Other Classes of Membership: The Board of Directors may create other classifications as the needs of the Order may require, through amendments to the Order's Policies and Procedures.

#### **Article IV: Directors and Officers**

- 1) Board of Directors
- a) The Board of Directors consists of a President, Vice President, Secretary, and Treasurer.
  - b) Nominations for new Directors will be held at the October and November member meetings. Nominations and voting must be completed at the December member meeting. Directors shall be sworn in at the January meeting.
  - c) Directors shall be elected by majority vote in a secret ballot of current Full Members.
  - d) All Directors must be Full Members of the Order.
  - e) Board positions are non-salaried.
  - f) Directors must participate in the activities of the Order.
  - g) A Board of Director Office Holder may not be a spouse, domestic partner (registered or unregistered), mother, father, brother, sister, aunt, uncle, cousin, niece, or nephew with any other Director, committee chair, or officer of the Order. They may however be Full Member.

2) Term of Office

- a) The term of office of each Director shall be two years.
- b) Director's terms shall be staggered so that one half of the Board is elected annually. The election for the President and Secretary shall alternate with the election for the Vice President and Treasurer.
- c) The first two-year terms shall be stipulated here in the By-Laws to insure clarity, and establish the sequence of elections. The election of two Directors was held in December 2009 for the positions of Vice-president and Treasurer. The Directors elected remained in office until December 2011.
- d) In December 2010, a two-year term election was held for the President and the Secretary. These Directors remained in office until December 2012.
- e) Unless the schedule of elections is amended in the By-Laws, two-year term Board of Director elections will be held on each odd numbered year for the Vice-president and Treasurer and each even numbered year for the President and Secretary.
- f) Directors will serve until their successors are elected.
- g) No Director may hold the same office for more than two consecutive terms (four years) unless approved to do so by a unanimous vote of Full Members attending the meeting when the vote is taken.

3) Removal

- a) Any Director may be removed from office at any Member Meeting with a two-thirds (2/3) vote of Full Members present. (No proxy votes will be accepted, and a quorum must be met).
- b) A Director with four (4) or more unexcused absences during their term of office may be removed from the Board by two-thirds majority vote of the other Board members.

4) Tie Break: In the event the Board of Directors are unable to reach a consensus on an issue and are split two and two (a tie), the matter will be presented for a vote at the next Member Meeting. The usual voting eligibility, and proxy rules, shall apply.

5) Vacancies

- a) In the event of a vacancy in the office of President, the Vice President will assume the role of President Pro-Tem.
- b) Vacancies, other than that of the President, shall be filled according to the following schedule:
  - i) If less than one-year remains in the Director's term, the Board shall appoint a replacement Director.
  - ii) If greater than one-year remains in the Director's term, the Board shall conduct a special election of the membership to replace the Director. Such elections must occur as soon as practicable, but not later than sixty (60) days after the vacancy occurs.

- iii) Anyone filling a vacancy on the Board shall serve through the end of the original Director's term. Such service shall not count toward the term limit described in Section 2 "Term of Office" above.
- 6) Duties of the President: The President shall:
- Prepare and distribute an agenda for both Board and General and Special Member Meetings at least three days before each meeting takes place.
  - Preside over all meetings of the members and the Board of Directors.
  - Have the authority to represent the Order subject to guidelines established by the Board of Directors.
  - Submit a full and complete report of the affairs of the Order at each meeting of the members.
  - Maintain order during meetings, and be familiar with the By-Laws, and Policies and Procedures.
  - Resolve procedural issues and disputes according to Roberts Rules of Order.
- 7) Duties of the Vice President: The Vice President shall:
- Perform all duties of the president in the absence or disability of the President.
  - Assume all duties as assigned by the Board of Directors.
  - Act as liaison between Pledges and members of the Order. Oversee all matters concerning Pledges, including interview requirements, the pledging period, and interactions between members and Pledges in accordance with the Policies and Procedures of the Order. The Vice President shall, along with the Pledge's Sponsor, initiate discussions regarding each Pledge's qualifications and suitability for membership during member meetings.
  - Distribute the Order's colors (patches, emblems, and pins) and upon request, collect all patches, emblems and pins belonging to the Order.
- 8) Duties of the Secretary: The Secretary shall:
- Record minutes of all Member and Board meetings, including attendance; copy, distribute and file and retain these records as required.
  - Maintain records of all official business of the Order including volunteer and event participation, and meeting attendance.
  - Working in tandem with the Vice President, maintain a current and updated confidential Full Member, Associate Member, and Pledge contact list.
  - Working in tandem with the Vice President, maintain an up-to-date list of Full Members so that during Membership Meetings a quorum can be substantiated, the business of the Order conducted, and votes taken as needed.
  - Record all motions from the floor when they are presented, confirm the content of the motion with the presenter as needed, and preside over roll call votes.

- 9) Duties of the Treasurer: The Treasurer shall:
- a) Working with the Order's bookkeeper, maintain the accounts of the Order relative to income and expenditures in a manner that conforms with procedures specified in the Order's Policies and Procedures.
  - b) Allow fiscal records to be audited at any reasonable time by any Full Member.
  - c) Post current financial report(s) at monthly meetings.
  - d) Prepare and report a current financial report at each monthly meeting.
  - e) Arrange for an independent, annual audit of the financial accounting of the Order.
  - f) Prepare and make available to members a written, printed or electronic, copy of an Annual Report, or a completed and filed state and Federal tax return, to the membership by the April membership meeting.
  - g) Prepare and submit all accounting reports, payments, and filings as required by local state and Federal agencies, in a timely manner.

#### **Article V: Committees**

The Board may create committees as it deems necessary to support the function of the Order and fulfill its mission. These committees shall exist for as long as the Board deems them necessary.

#### **Article VI Member Meetings**

- 1) Meeting Place: The location of the monthly and special meetings shall provide maximum accessibility to members of the Order, their guests, and visitors.
- 2) Meeting Time and Location: The President shall locate, secure, and publish on the meeting agenda, the time and location of each Monthly or Special Member Meeting.
- 3) Monthly and Special Member Meetings: Members of the Order will meet monthly, unless otherwise determined by the Board of Directors. Meetings shall adhere to the published agenda. Requests for consideration of items to be placed on the agenda must be submitted to the president as least five (5) days before the meeting for consideration by the President or Director presiding over the meeting. Only the President or the member presiding over the meeting may permit discussion of a matter not listed on the Agenda, and shall have discretion over what items are, and are not, included in the Agenda.
- 4) Quorum: The presence of one-third (1/3) of the current Full Members will constitute a quorum.
- 5) Special Meetings:
  - a) Special Meetings of the membership are meetings other than regularly scheduled Monthly Meetings, and may be called at any time by the President, a majority of



the Board, or by petition of one-quarter (1/4) of current Full Members. Any petition by the members shall be presented to the President in writing (electronic or hard copy) and shall contain the item(s) to be placed on the Agenda for the meeting.

- b) Only business stated in the meeting notice will be transacted at a Special Meeting.
- c) Full members must be given at least five-days (5) notice in advance of a Special Meeting, and the notice must list the time and place of the meeting. Notice of the meeting must be in writing and may be given via email. The date of the email will determine the date of the notice.

6) Voting Rights:

- a) In any matter put to a vote, each Full Member will be entitled to one vote.
- b) Full Members may vote in absentia by either submitting a signed proxy statement, or by sending an email with instructions from the email address on record with the Order. All proxies, whether written and signed on paper, or emailed, must be submitted to the Secretary of the Order prior to the vote. Emailed proxies must be received three hours before the meeting, paper proxies may be submitted at the meeting prior to the vote. A proxy from a Full Member sent from an email address other than the one on the member roster, or an unsigned paper proxy, will not be counted.

7) Majority Rule: Except where otherwise stated in these Bylaws, and provided a quorum has been established, matters put to a vote will be decided according to the majority rule of Full Members present in person, and by proxy, when the vote takes place.

8) Order of Business: The order of business conducted at any member meetings shall adhere to the written agenda for that meeting. A non-agenda item may be introduced for discussion only at the discretion of the Board member conducting the meeting.

9) Minutes of Meetings: Minutes of member meetings shall be recorded by the Secretary or their designate, copied, distributed and retained and filed for use by the Order. Minutes of the most recently adjourned member meeting will be available to members at least three (3) days before the next members meeting is convened. Minutes will be distributed digitally unless a printed copy is requested. The Board may, at its sole discretion, request a fee to cover the cost of printing and mailing hard copies of minutes.

## **Article VII: Board of Directors Meetings**

1) Regular and Special Meetings: Regular meetings of the Board of Directors will be held monthly as determined by the President, unless an alternative meeting schedule is required. Monthly Board meetings shall be open to Full Members and guests invited by the Board. Members shall receive at least three (3) days notice of the time, place and location of the regular or special Board of Directors meetings,

when possible. Special Meetings of the Board of Directors may be called at anytime by the President or at least two members of Board.

- 2) Quorum: Three (3) Directors shall constitute a quorum.
  
- 3) Informal Board of Directors Meetings:
  - a) In order to effectively conduct the business of the Order, the Board may reasonably expect to meet at times other than the monthly meeting.
  - b) A quorum must be present to conduct business.
  - c) No notification of members is required.
  - d) A report of all business conducted informally by the Board will be given to members at the next scheduled monthly meeting, or via email.
  
- 4) Closed Session Meetings: The Board of Directors may elect to have a Closed Session (private) meeting, in whole or part, when sensitive personal, or potentially harmful matters must be discussed. Notice of Closed Session Meetings is not required, and the Board may choose to go into Closed Session at any point during an open meeting. Attendance by all elected Board members is required to hold a Closed Session meeting or move into Closed Session during a meeting. Business may be conducted. A report that a Closed Session of the Board took place shall be given to members at the next membership meeting or via email.
  
- 5) Minutes of Board Meetings: Minutes of Board meetings shall be recorded, copied, distributed, retained, and filed by the Secretary or their designate. Board Meeting minutes shall be distributed to the Directors within thirty (30) days of the meeting date. Board Meeting minutes, except for those of Closed Session items, must be distributed to Full members of the Order upon their written request. Such requests should be filled within (15) days of the availability of the approved minutes. Minutes will be distributed electronically unless a printed hard copy is requested. The Board at its sole discretion may request a fee to cover the cost of printing and mailing hard copies of the minutes.

#### **Article VIII: Finances**

- 1) Member dues are to be paid by all Full and Associate Members in January. If a member's dues are not paid, or an acceptable payment plan or Board waiver is not in place by February 28th, the member will be suspended with immediate loss of voting rights and forfeiture of any Office or Committee position. New Full Members will pay a quarterly pro-rated amount calculated from the date of acceptance (voted in) to the Order. New Associate Members dues are not prorated.
- 2) The Board of Directors shall have the authority to increase or decrease the amount of member dues as needed in the best interest of the Order, as well as waive the requirement or arrange special payment plans on a case-by-case basis, at its sole discretion.

- 3) The President and the Board of Directors are responsible for protecting the assets of the Order, ensuring that adequate controls, insurance policies, and oversight are in place, and that Policies and Procedures are updated and followed consistently.
- 4) The Order shall operate on a January to December fiscal year.

#### **Article IX: Charitable Donations**

- 1) Full and Associate Members may make recommendations to the Board of charities, individuals and organizations they would like to be considered for donations.
- 2) All charitable donations must be approved by the Board of Directors, and in conformance with the Order's Policy and Procedures.
- 3) Approved donations should be distributed within six (6) months of approval by the Board, or a report on why they are delayed provided at a Member Meeting.
- 4) Funds may be donated immediately after any PSLOD event specifying the charity, organization, or an individual beneficiary, and the amount of proceeds to be donated have been verified by the Treasurer to the Board that all event expenditures have been accounted for.
- 5) The Board shall produce and retain an annual report of all charitable activity for the fiscal year, listing the beneficiaries and the amount of funding provided.

#### **Article X: Policy and Procedures**

- 1) The Board will maintain a Policy and Procedures manual.
- 2) The Board may revise the Policy and Procedures manual as necessary
- 3) Any revisions to the Policy and Procedures manual require a majority vote of the Board.

#### **Article XI: Conduct**

- 1) Behavior Standards: Members of PSLOD, as representatives of a visible Brotherhood/Sisterhood organization within the community, are expected to treat one another with respect and behave in accordance with the highest social, ethical, and behavioral standards both individually and when representing the Order, including when wearing the Order's colors. These standards are detailed in the Order's Code of Conduct. The Board of Directors has a right and responsibility to enforce the Code.
- 2) Conduct Hearings:
  - a) Any full member may present an alleged Code of Conduct violation to the Board and request a formal hearing on the matter. All such hearing requests must be presented in writing. The request must name the person who allegedly engaged in the improper conduct and describe the totality of the alleged violation. The

Secretary of the Board must present a copy of the hearing request to the person who allegedly engaged in the improper conduct within seven (7) days.

- b) Within thirty (30) days of receiving a hearing request, the Board must schedule the affected parties in a Closed Session Board Meeting to gather and review evidence, including testimony, on the matter. The sole purpose of such a meeting shall be to determine whether a conduct violation occurred, and if so, if any sanctions are in order.
  - c) If the alleged conduct violation was brought before the Board by one of its Directors or concerns the behavior of one of its Directors, that Director may present evidence on the issue, but may not participate in any deliberations regarding sanctions.
- 3) **Sanctions:** After each side has presented its evidence on the matter the Board shall dismiss the affected parties and determine whether any sanctions are in order. Possible sanctions may include one or more of the following, depending on the seriousness of said action:
- a) Written admonition
  - b) Club service
  - c) Restitution
  - d) Apology
  - e) Demotion in membership status; or
  - f) Temporary or Permanent Termination of membership. If membership is terminated the decision shall state if it is a permanent or temporary Termination, and if temporary the decision shall list the date when the former member may reapply as a Pledge.
- 4) **Verdict and Appeals:** The Board must report the results of its deliberations to the affected parties in writing within seven (7) days of the close of the hearing(s) on the matter. If the parties agree with the Board's decision, it shall become effective immediately. If any of the parties do not agree with the decision, they may appeal it through the Order's grievance process, as outlined in Article XII. If the appeal of the Board's decision is for a termination of membership, the membership of the individual named for termination shall be suspended without voting rights during the appeal process.

## **Article XII: Grievances**

- 1) **Definitions:** Grievances are formal complaints regarding the organizational policies, decisions, and actions of the Order and its Board of Directors. This article outlines the procedures for resolving such complaints. Complaints regarding the behavior of individual members are matters of conduct, and as such should be addressed according to the procedures outlined in Article XI above.

- 2) Privacy: Because grievances deal with the private business of the Order, they should not be come matters of public discussion.
- 3) Member and Organizational Responsibilities: As a large Brotherhood and Sisterhood of individuals with diverse interests and backgrounds, it is to be expected that not every member will fully agree with every policy, decision, and action of the Order. It is the responsibility of the Board of Directors to ensure that the Order is an organization in which all points of view are welcome and one in which free and open discussion occurs before major decisions are made. It is the responsibility of all members to acknowledge the various points of view held by the membership and to support the decisions that are made. If however a Full Member feels personally aggrieved by a Policy, decision, or actions of the Order, they may appeal it by requesting a Grievance Hearing.
- 4) Request for a Grievance Hearing: The request to conduct a Grievance Hearing and the subject of the grievance must be made at a General Membership Meeting.
- 5) Grievance Review Panel: Grievances are heard by a Grievance Review Panel. At the time it convenes, the Panel shall consist of three Full Members: one member chosen by the grievant, a second members chosen by the Board of Directors (this member may not be a member of the Board), and a third member chosen by the other two selected members. The Order must select the panel within seven (7) days of the grievance being requested at a General Membership Meeting.
- 6) Grievance Hearing: The Grievance Review Panel must conduct its Grievance Hearing and render and announce its decision to the affected parties within thirty (30) days. The hearing shall be held in private at a date, time, and location mutually agreed upon by the affected parties. If the affected parties cannot agree on a date and time within five (5) days, the Grievance Review Panel shall select a date, time, and location and proceed with the Grievance Hearing.
- 7) Verdict and Appeal: If the disputed matter is overturned, the decision of the Grievance Review Panel shall be considered final. If the disputed matter is not overturned, the grievant may choose to appeal the matter one final time to the membership of the Order at the next appropriate Membership Meeting, to be determined by the President. All Full Members must be informed through the meeting Agenda distributed by email that an Appeal of the decision of the Grievance Review Panel will occur.
- 8) Grievance Review Panel Appeal Hearing: If its decision is appealed, the Grievance Review Panel will provide a hearing in front of Full Members at the next appropriate Membership meeting, the Appeal Hearing will be conducted by one of the Board of Directors. At the hearing, each side of the affected parties will be given no more than 20 minutes to present their arguments and present any witnesses and evidence. After which a member of the Grievance Review Panel will have no more than 20 minutes to present its ruling and explain how it reached its decision. All Full

Members shall then be polled by secret ballot regarding whether they support the decision of the Grievance Review Panel or not. Unless two-thirds (2/3) of the Full Members present in person and by proxy vote to overturn the decision, the ruling shall be final. No other Appeals are provided.

- 9) Abuse of the Process: Misuse of this Grievance process to obstruct the business of the Order shall be considered a violation of the Code Of Conduct. This Article is not to be construed as providing a procedure for the amendment of these Bylaws. Bylaws amendments are made according to the procedures outlined in Article XIII and are not subject to review through the Grievance process.

#### **Article XIII: Amendments**

- 1) The Bylaws of the Order may be supplemented or amended by two-thirds (2/3) majority vote of the Full Members. A fifteen (15) day advance written notice to the membership is required before a vote to amend the Bylaws of the Order may be taken. Notices may be given via email, or included in meeting minutes.
- 2) Votes will be taken and counted at a properly noticed General Membership meeting.

#### **Article XIV: Dissolution Procedures**

In the event of a decision to dissolve the Palm Springs Leather Order of the Desert (PSLOD or the Order), its assets will be liquidated, and the resulting proceeds distributed to creditors or charitable organizations designated by the Board of Directors.

Approved by vote of Full Members on this 2 day of November, 2023



David Dunn, President



Eric Johnson, Vice President



Frank Pullara, Secretary



Andrew Harker, Treasurer