

# **The Group With No Name (aka "GWNN")**

## **BYLAWS**

### **Preamble**

We, the members of the society known as The Group With No Name (GWNN), in pursuit of self direction and government for the promotion of a community of like minded individuals oriented to a positive and dynamic interest and/or lifestyle of leather, do hereby establish these Bylaws for our governance.

### **Article I. The Group With No Name**

1.00 GWNN Vision Statement. The Group With No Name, "GWNN", is a Central Texas based, pansexual, social, and common interest organization that serves as a gateway to the leather community. It is non-commercial, not-for-profit and dues-free. It exists to provide a positive and dynamic environment for people to meet others with a similar social interest in bondage, domination, submission, sadism, masochism, body art and other erotic or related topics. Toward that end, GWNN attempts to foster community and interaction through social events and functions.

### **Article II. Membership**

1.00 Eligibility. GWNN is a membership organization, conveying certain benefits to individuals meeting the criteria as members. Membership in GWNN is open to all individuals 18 years of age or older interested in a BDSM/leather lifestyle, and of positive attitude regarding such lifestyles.

2.00 Enrollment. Individuals gain membership in GWNN by following the policies and procedures set forth by the Board. The individual must display photographic identification as proof of age. No information is retained by GWNN about members. Membership in GWNN does not expire, but may be suspended or revoked by the GWNN board for cause.

3.00 Participation. Membership in GWNN, attendance at GWNN functions, and participation in GWNN-related activities are voluntary and at the member's own risk. Members are responsible for their own health and safety at all times.

4.00 Conduct. Members agree to conduct themselves in accordance with the documented policies and procedures of GWNN. Where no formal standard has been documented, the prevailing standards of the BDSM/leather communities shall apply.

## Article III. Leadership

1.00 Leadership Mission Statement. The elected officers of GWNN and their duly appointed representatives shall perform tasks, recruit and utilize volunteers, establish policies and procedures (both general and specific to the various offices) and raise and expend GWNN resources to maintain the tradition of holding periodic functions (including but not limited to munches and parties) for the benefit and enjoyment of GWNN's membership, while giving due consideration to the health, safety, security, comfort, convenience, enjoyment and anonymity of GWNN members.

2.00 Leadership Structure. The elected officers shall consist of an Arbiter, a President and a Board of Directors (hereafter referred to as "the Board" or "Board") comprised of six at-large board members. No person shall hold two elected positions concurrently. Duly appointed representatives shall consist of any GWNN members that volunteer and are appointed by an officer to perform legitimate GWNN functions. Appointed positions shall include but are not limited to: Treasurer, Secretary, Equipment, Safety, Communications, Food, Facilities, Emergency Response, Transportation, Outreach, Vendor Liaison and Website.

3.00 Responsibility. Elected and appointed positions shall carry with them certain responsibilities and duties. Responsibility for elected positions (i.e. President, Arbiter, Board Member) is vested directly in the elected officer. Responsibility for appointed positions (i.e. Equipment Officer, etc.), must be vested in an elected officer, who shall hold the title of "Officer", but the officer shall have the authority to delegate duties and authority to an appointed representative who shall hold the title of "Coordinator". The exception to this is the position of Treasurer, who shall not under any circumstances delegate their duties or authority, as defined by the policies and procedures, to a member who is not an officer of GWNN.

3.10 General Responsibilities. The elected officers and their duly appointed representatives shall execute the will of the membership and perform their duties with utmost diligence. They shall hold periodic meetings, no less than one per calendar quarter, and establish a communications network to ensure that the responsibilities of the officers are fully discharged.

3.11 Appointed Positions. The specific responsibilities of the individual appointed positions shall be determined by the Board and documented in the written policies and procedures.

3.12 Elected Positions. Each member of the Board is responsible for establishing and maintaining policies and procedures for the performance of their specific duties.

3.20 Presidential Responsibilities. The President shall serve as Chief Executive Officer to GWNN, executing the decisions and resolutions of the Board. The President shall be responsible for insuring that policies and procedures are established, maintained and executed in accordance with the will of the GWNN membership. The President may only

cast a vote in Board decisions in the event that the Board is equally divided. The Office of the President shall also carry the responsibility to Veto (i.e. disapprove) any decision or resolution of the Board, other than his or her removal from office, that s/he feels is contrary to the best interests of GWNN.

3.30 Responsibilities of the Arbiter. The Arbiter shall serve as a liaison between the membership and the officers of GWNN; shall provide for communication and resolution of conflicts occurring between the members and leadership; and shall conduct referendum votes on behalf of the membership. The Arbiter is obligated to recuse him/herself from administering any referendums which propose the removal of the Arbiter from office, or referendums which otherwise affect the Arbiters office, authority or powers. The Arbiter shall possess a copy of the complete GWNN email list for the purpose of membership notification in the event of a referendum or electoral emergency.

3.40 Responsibilities of the Board. The Board shall, as a whole, be responsible for establishing and maintaining policies and procedures for the transaction of GWNN business and administrative functions. They shall establish and enforce rules for member and guest conduct at functions as well as policies and procedures governing the discipline of members and function attendees.

3.50 Removal from Office. Any officer may be removed from office if a simple majority of the voting membership shall approve of his or her removal in a referendum held according to these Bylaws. The Board may remove a Board member or the Arbiter from office if all of the remaining Board members and the President approve of their removal. The Board may remove the President from office if all six (6) board members approve of his/her removal. In the case of the removal of the President, presidential veto power is suspended. Removal from office shall be effective immediately.

3.60 Board Meetings; Board and Presidential Veto.

3.61 Board Meetings and Quorum. A Board meeting must be a publicly announced, scheduled meeting with adequate advanced notice and a quorum. A Board meeting with a quorum can conduct GWNN business, make and approve resolutions and motions. A quorum is defined as four or more board members. Meeting minutes will be maintained, and processed in accordance with Article III, Section 3.62. Any Elected Official who feels that sufficient notice of the Board Meeting was not provided may take the matter to the Arbiter.

3.62 Resolution Enactment Process. A simple majority of votes from voting officers is required to approve a resolution or motion. Any officer that does not vote either yes or no to the resolution or motion is not counted as voting. The President has the right to vote only in the event of a tie among voting board members. The Arbiter is not a voting officer. The approved resolution or motion becomes effective immediately and officially recorded in the minutes. The President may veto any passed resolution or motion, thus invoking the Veto Process outlined in Article III, Section 3.65. Should

the President not be in attendance at a Board meeting held in accordance with Article III, Section 3.60, then the approved resolution/motion implementation is delayed until the process contained in Article III, Sections 3.63, 3.64, 3.65 and 3.66 has been completed.

3.63 Board Reporting Requirement. The Board is required to maintain meeting minutes that, at the minimum, document all approved and disapproved resolutions that have been voted on by the Board Members, with a record of votes by the Board members. The minutes will be forwarded to the President no later than seven (7) days after the adjournment of the meeting in which the Board approved or disapproved resolutions or motions.

3.64 Presidential Review Responsibilities. The President may veto any decision of the Board, other than the removal of the President from office, at the time the Board approves a resolution or motion. In the case of the President's absence from the meeting, the President shall have the opportunity to veto the resolution/motion no later than seventy-two (72) hours after receiving the meeting minutes from the Board as outlined in Article III, Section 3.63. No approved resolution or motion will be in effect at the time of vote if the President was not in attendance at the meeting at which the resolution/motion was approved. In the case of absence by the President at the applicable meeting, Board approved resolutions or motions will become effective once the Presidential Review time period has elapsed by default, unless vetoed in writing by the President before the elapse of the Presidential review period. If the Board fails to provide minutes to the President within seven (7) days, then the time limit for Presidential veto shall be equally extended.

3.65 Presidential Veto. The President must provide, in writing, a report to the Board within seven (7) days of the Veto outlining the reasons for vetoing the decision or resolution.

3.66 Board Veto Review and Processes. The Board can, by simple majority of the voting Board members, resolve to present the matter vetoed by the President to the Membership in the form of a referendum within seven (7) days of receipt of the President's Veto report. The President may not veto the Board decision to place a vetoed item before the Membership.

3.70 Open Book Policy. GWNN's leadership shall maintain at all times a complete and accurate accounting of all of the GWNN funds and assets. A paper copy of this accounting and all supporting documents shall be made available to any GWNN member for review at an Official GWNN function with written notice received by a GWNN officer (other than the requestor) no less than ten (10) business days prior to the requested date of review.

4.00 Powers and Authority. In order to perform their duties, the elected officers of GWNN shall be vested with certain Authority and Powers. These are herein stipulated.

4.10 General Powers. All GWNN officers shall have the authority and power to: Promote the intent of GWNN, as stated in Article I, in accordance with these Bylaws, Determine and document policies and procedures relating to the duties and responsibilities of their specific office except in the case that the GWNN Board shall deem it otherwise, and Delegate the necessary authority to appointed representatives for the execution of their duties.

4.20 Presidential Powers. The President shall have the authority and power to:

- Cast the deciding vote in the event that the Board is equally divided;
- Veto any decision or resolution of the Board, except in the case of his/her removal from office;
- Represent GWNN in the public and community at large;
- Preside over GWNN functions as the Master of Ceremonies;
- Administer referendums in which the Arbiter has recused him/herself, referendums which propose the removal of the Arbiter from office, or referendums which otherwise affect the Arbiter's office, authority or powers;
- Preside over the Board at Board meetings; and
- Execute the resolutions of the GWNN Board of Directors.

4.30 Arbiter Powers. The Arbiter shall have the authority and power to:

- Conduct referendums in accordance with these Bylaws;
- Arbiter has the power to recuse him/herself from administering any referendums that give the appearance of impropriety, referendums which propose the removal of the Arbiter from office, or referendums which otherwise affect the Arbiters office, authority or powers;
- Hear the grievances of GWNN members and bring them before the Board; and
- To arbitrate disputes between members when all parties involved consent to such intervention.

4.40 Board Powers. The Board shall have the authority and power to:

- Raise and expend funds in the interest of meeting the GWNN vision statement (Article I, Section 1, paragraph 1) and the leadership mission statement (Article 2, Section 1, paragraph 1);
- Enter into contracts, or grant the authority for others to enter into contracts, in the name of GWNN;
- Execute the letter and intent of these bylaws;
- Pay any debts incurred by GWNN; and
- Make governing decisions and resolve issues in accordance with these Bylaws.

4.50 Absence of the President or Arbiter From GWNN Functions. The GWNN Arbiter and president must appear at all GWNN functions in order to exercise the responsibilities of their offices. In order not to impede these functions each of these officers must have a self-selected list of substitutes with an order of succession for each. The Arbiter's substitutes can

not include any other GWNN officials. The President's substitutes must include all board members in succession. The designated substitute will have all the powers and responsibilities of the office for the duration of the elected official's absence, or the duration of the GWNN function, whichever is shorter. At board meetings (if the President is absent, recused or abstaining, etc.) the substitute's authority will include only the right to preside over the board meeting and only that portion of the board meeting in which the President is absent, recused, or abstaining. The substitute will vote as a board member, but not have the ability to break tie votes or veto resolutions or motions. The Arbiter is not required to attend Board meetings.

#### Article IV. Elections, Referendums and Amendments

1.00 Election of Officers. Election of officers shall be conducted every year at a munch in the month of October. The Board shall appoint an election committee to oversee the election of officers. Appointment to this committee shall be open to any GWNN member in good standing, including officers. The election committee shall consist of five members, one to be appointed by the President, one to be appointed by the Arbiter, and three to be selected and approved by the Board of Directors. At least two of these positions must be members that do not hold office in GWNN. The President and Arbiter may not appoint themselves.

1.10 Election Policies and Procedures. The Board shall establish policies and procedures under which nominations, elections, and referendums shall be conducted. Any person who has attended a munch shall be eligible to vote. In the case of a general election in which two candidates for the same office have the same number of votes the Board shall decide the issue by the flip of a coin.

1.20 Transfer of Power. Newly elected officers shall take office at an ascension ceremony held during the last official GWNN event or function in the month of November. A newly elected officer may also take office privately at a later date if they are unable to attend the official ceremony. Every year, the incumbent officers shall transfer power and all GWNN assets to the newly elected officers no later than the December munch. Except in the case of resignation or removal, the previous officers shall remain in their duly elected positions and continue to conduct GWNN business in accordance with these Bylaws until such time as the new officers take office.

2.00 Right of Referendum. The membership of GWNN shall never be denied the right to address any issue they so choose by a direct and binding referendum. Any proposal, by referendum, shall be valid and immediately effective even to the extent of overruling a decision of the leadership and/or amending these Bylaws, when a simple majority of the voting membership in an open and fair election shall approve said proposal.

2.10 Calling a Referendum. A referendum shall be called when the written proposal to be approved is presented to the Arbiter at a munch and an order to hold a referendum on the stated proposal is presented and endorsed by twelve members in the presence of the Arbiter. These two documents must be presented at the same munch. Additionally, the Board may

propose a referendum to the Arbiter without the necessity for member endorsements when a simple majority of the Board deems it necessary.

2.20 Announcement of Referendums. At each munch, the Arbiter shall announce all referendums received at the previous munch. Then at the subsequent munch all previously announced referendums shall be put before the membership for a vote.

2.30 Tied vote in a Referendum. The voting membership being equally divided in a referendum vote shall constitute a defeat for the referendum provisions and therefore nullify any effect or changes in which said referendum was in proposition.

3.00 Miscellaneous Policies and Procedures. The Board shall establish policies and procedures for the filling of mid-term vacancies, the transfer of power and assets from incumbent to newly elected leadership, and operating during the absence of the President, the Arbiter and/or key Board positions.

4.00 Amending the Bylaws. These Bylaws shall be amendable by a referendum of the membership, held in accordance with these Bylaws, in which the majority of the voting membership is in favor of the proposed amendment(s). There shall be no other method for amending these bylaws.

5.00 Definitions. The membership is defined as the totality of the members of GWNN. Voting member is defined as any member who casts a vote in any given election or referendum in accordance with these Bylaws and the policies and procedures of GWNN. Voting membership is defined as the totality of the members who cast a vote in a given election or referendum. Munch is defined as the traditional GWNN monthly dinner social.

#### Article V. Ratification

Approval of a simple majority of the voting membership shall be sufficient to ratify these Bylaws and bring them into immediate and complete effect.