

The By-laws of the Alameda County Leather Corps
Adopted July 1, 1994

ARTICLE I

NAME

The name of the corporation shall be the Alameda County Leather Corps (A.C.L.C).

ARTICLE II

OBJECTIVES

Section 1. Nonprofit Organization. The corporation shall be a nonprofit organization. All policies and activities of the corporation shall be consistent with applicable federal, state, local, antitrust trade, tax exemption and other legal requirements.

Section 2. Purpose. The purpose for which this corporation is organized is to promote educational and charitable activities through social interaction among people with an interest in leather, Levi's and uniforms.

Section 3. Restrictions. The following rules shall conclusively bind the corporation and all persons acting for or on behalf of the corporation.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services and other expenses rendered and to make payments and distributions in furtherance of the purposes set forth herein:

(b) Upon the dissolution of the corporation, the Board of Directors shall after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations as shall at the time qualify as a non-profit corporation as the Board of Directors shall determine. Dissolution of the corporation shall be by two-thirds vote of qualified members.

ARTICLE III

REGISTERED OFFICE, AGENT AND SEAL

SECTION 1. Registered Office and Agent. The corporation shall have and continuously maintain in Alameda County in the State of California a registered office in such form as the Board of Directors shall prescribe.

Section 2. Seal. The corporate seal of the corporation shall be in such form as the Board of Directors shall prescribe.

ARTICLE IV

MEMBERSHIP

Section 1. Limit. Membership shall be open to all interested parties at all times.

Section 2. Eligibility. Membership in A.C.L.C shall be open to all individuals provided that the individual is interested in the stated objective of the organization, Article II. The individual shall be at least 21 years old; verification of age may be required. Membership shall be granted to the individual after completion of goals stated herein and in the membership application.

Section 3. Non Discrimination. Membership shall be open to all individuals regardless of race, color, religion, national origin, disabilities, political affiliation, sex, sexual orientation or gender identity.

Section 4. Refusal. A.C.L.C. reserves the right to refuse membership to anyone. Membership is a privilege not a right.

Section 5. Membership Classes. The organization shall have the following classes of members whose qualification and application requirements shall be set forth below.

(a) Regular Membership. Regular membership shall have voting privileges and are eligible for Board of Director's positions. Regular members will be expected to attend at least one per quarter of the General Assembly meetings, pay annual dues and support fundraising activities. Regular members will receive a club membership pin and A.C.L.C. publications. Only regular members may purchase or wear a full size (8" diameter) club patch.

All people listed on A.C.L.C. phone list as of 10/ 1/ 95 shall have regular membership status regardless of residence.

(b) Pledge. A Pledge shall be an individual desiring regular membership. The pledge must submit a membership application prior to working towards goals stated in the ACLC Membership Application.

(c) Affiliate Membership. Affiliate membership (formerly associates) shall be limited to individuals who desire A.C.L.C. publications and support occasional fundraising activities. Affiliate members shall be without voting privileges and are not eligible for Board of Director positions. Affiliate members are obligated to pay subscription fees and will receive a friendship pin.

(d) Honorary Members. Honorary members shall be limited to persons deemed honorable by the Board of Directors. Honorary members will be without voting privileges and are not eligible for Board of Director positions. Honorary members shall be selected by a majority vote of the Board of Directors. Honorary members shall receive a club pin. Honorary members shall receive A.C.L.C. publications if they desire. Honorary membership is a lifetime award.

(e) Emeritus. The Emeritus membership status shall be available to any regular member who has maintained good standing for a minimum of 7 consecutive years. Emeritus status is intended to provide for members who can no longer maintain participation due to age, illness, geographic relocation, or other circumstances but who wishes to maintain membership. Members who wish to declare themselves Emeritus may do so by notifying the Board of Directors in writing. Emeritus members shall remain on the active roster, shall not pay dues, but shall receive all A.C.L.C. publications. Emeritus members may participate in any club activity and shall be entitled to continue to wear A.C.L.C. colors (full size membership patch) subject to all A.C.L.C. code of conduct rules. Emeritus members shall not be entitled to hold office nor to vote. Emeritus members may, at their discretion, choose to reinstate full membership should circumstances allow, simply by advising the Board of Directors in writing and bringing that year's dues current.

(f) Suspended. A member can become suspended sixty (60) days after being notified of delinquency as defined in Article IV, Section 9(a). The member should be notified in writing by the Treasurer of delinquency as defined in Article IV, Section 14. Reinstatement as a member is defined in Article IV, Section 10.

Section 6. Application for Membership. Applicants shall complete and sign a membership application form approved by the A.C.L.C. and submit such form to the Board of Directors.

Section 7. Admission of Members. Upon approval of the Board of Directors, admission to regular membership shall be considered and voted upon at a regular monthly general assembly meeting following the completion of the pledge process as outlined on the membership applications. A majority vote of the membership present shall be required to grant membership.

Section 8. Resignation. Any member may resign by filing a written resignation with the A.C.L.C. Board of Directors. Such resignation however shall not relieve the member of the obligation to pay any unpaid accrued dues, fees, assessments or charges. At the discretion of the Board of Directors the resigning member shall be required to return his or her club pin and membership patch to A.C.L.C.

Section 9. Suspension and Termination of Membership.

(a) Suspension. The membership of any member may be suspended without hearing or prior notice with notification from the Treasurer to the President, or designated acting President, that the delinquent member has been notified as per Article IV, Section 5(f). Members must be notified of Suspension in the same manor as notification of delinquency as defined in Article IV, Section 5(f). Members who are suspended may not vote on any issue before the General Assembly, nor run for or hold office of any kind. At the discretion of the Board of Directors the suspended member shall be required to return his or her club pin and membership patch to A.C.L.C.

(b) Termination. The Board of Directors by a two-thirds vote may terminate a member for cause other than non-payment of dues, assessments, fees or other charges after appropriate notice. At a meeting of the Board as a trial defined by Roberts Rules of Order, "Trial of Members of Societies" (chapter 75 in the 10th edition of the 1915 version) where the Board acts as Robert's "Investigating committee" and the President or Secretary as Robert's "Clerk", the member may be represented by counsel if the member so elects. Appeal from a Board of Directors vote of termination may be made to the next Annual Meeting of the corporation provided that notice of the intent to appeal is provided to the President of the Board of Directors at least thirty (30) days in advance of the meeting. Terminated members shall return their membership pin and patch to A.C.L.C.

Section 10. Reinstatement. A former or suspended member desiring a continuous membership record may be reinstated on showing proof of qualification and paying all dues, assessments, fees or charges in arrears. If however, a continuous membership record is not desired, the former or suspended member may be reinstated on showing proof of qualification and paying the current year's dues.

Section 11. Grievance. There shall be a grievance procedure as determined by the Board of Directors of A.C.L.C.

Section 12. Leave of Absence. Leave of absence shall be as determined by the Board of Directors.

Section 13. Membership Pins and Patches. Membership pins, patches and club-provided title patches shall remain the property of the club, and shall be returned to the club in the event of resignation, termination of membership. Officers of the club shall perform due diligence to recover pins and patches. Membership regalia shall be retained in the club archive, or such other archive as the Board of Directors may deem appropriate. All members are encouraged to provide for the return of regalia.

Section 14. Dues. Dues, in the amount determined by vote of the general membership, shall be payable in October of each year, and shall be delinquent on the first day of the following January. Dues are paid for the fiscal year and are not pro-rated, except that newly approved members who first pay dues in July, August or September shall not be required to pay again in October.

ARTICLE V

DUES

Section 1. Dues, Fees, Charges. Membership dues, application and subscription fees or other charges if any, shall be established from time to time by the Board of Directors, as the Board may deem necessary and proper. Each member shall be obligated to pay applicable dues, fees or charges as determined by the Board of Directors of A.C.L.C.

Section 2. Delinquency and Membership Suspension and Resignation. Any member who is delinquent as defined in Article IV, Section 14 may become suspended as defined in Article IV, Section 5(f). At the discretion of the Board of Directors the delinquent member may resign in delinquency by submitting a written resignation and return his or her club pin and membership patch to A.C.L.C. Reinstatement as a member is defined in Article IV, Section 10.

Section 3. Refunds. No dues, fees or charges shall be refunded to any member whose membership terminates for any reason.

Section 4. Contractual Obligation to Pay Dues, Fees, Charges. Acceptance of membership in the corporation signifies acceptance of a contractual obligation to pay dues, fees or charges which accrue to that member. Notice of this obligation shall be conspicuously displayed on the Application for Membership.

Section 5. Waiver of Dues, Fees, Charges. A waiver of dues, fees and charges due to hardship shall be determined by a majority vote of the Board of Directors. A waiver will not affect a member's voting rights.

ARTICLE VI

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting shall be held the second Thursday of September for the transaction of all proper business as may come before the meeting.

Section 2. Meetings. Meetings shall be held at a time and date voted on by a majority vote of the members and shall be open to all members.

Section 3. Notice of Meetings. Meetings shall be scheduled at the previous meeting and shall be posted at the selected location and posted in A.C.L.C. publications.

Section 4. Quorum. Three (3) voting Board members and at least seven (7) additional voting members shall constitute a quorum at any membership meeting. Should a quorum not be met at the membership meeting a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5. Voting. At all meetings of the corporation each regular member shall have one vote and may take part and vote in person. Voting by proxy shall not be permitted. Unless specifically provided otherwise in these By-laws, a majority vote of those regular members present and voting shall govern.

Section 6. Rules of Order. Parliamentary procedure for the meetings and proceedings of the corporation shall be governed by the most recent edition of **ROBERT'S RULES OF ORDER**, except as may be otherwise provided by these By-laws.

Section 7. Board of Director Meetings. Board of Director meetings shall be held monthly. Meetings shall be scheduled as determined by a majority vote of the Board of Directors. These meetings shall be open to all members however non-board members can be asked to leave at the discretion of the Board of Directors.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the corporation shall be President, Vice President, Secretary, Treasurer, Sergeant-at-Arms, Mr. A.C.L. Ms. A.C.L. and two Member-at-Large. The officers shall serve until their successors have been duly elected and assume office.

Section 2. Qualifications for Office.

(a) Any regular member, ARTICLE IV Section 2, 5(a), residing in Alameda County or a neighboring county in good standing shall be eligible for nomination and election to President, Vice President, Secretary, Treasurer, Sergeant-at-Arms and two Member At Large positions of the corporation.

(b) Mr. and Ms. A.C.L. will be chosen as stated in Article VIII sec. 3(b). Any person living in Alameda County or a neighboring county that does not have a Mr./Ms. Leather Title contest is eligible to run for the Mr./Ms. A.C.L. title. Any person meeting requirements of a regular member, ARTICLE IV Section 2 and 5(a), is eligible to run for Mr. and Ms. A.C.L.

Section 3. Election. The election of officers shall conform to Article VIII section 5.

Section 4. Term of Office. The term of office shall correspond to the fiscal year stated in Article XI section 1. "The fiscal year of the corporation shall be the first day of October to the last day of the following September". Each elected individual shall serve for a term of one year or until a successor assumes office. Each elected individual will serve as a member of the Board of Directors.

Section 5. Vacancies. Vacancies of an officer will conform to Article VIII section 12.

Section 6. Removal. Removal of an officer will conform to Article VIII section 13.

Section 7. President. The President, formerly Chairperson, of the Board of Directors shall be the chief executive officer and leader of the A.C.L.C. At the meetings of the corporation and at such other times as the President deems proper, the President shall communicate to the membership such matters and make such suggestions as may in the President's opinion tend to promote the welfare and increase the usefulness of the corporation. The President shall perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board of Directors. The President shall cause a financial review to be made of the Treasurer's records annually and monthly statement of financial reviews to the corporation. The President will vote in the event of a tie of issues brought to the Board of Directors. The President will sit on one committee listed in Article X. Past elected Chairpersons shall be known as Past Presidents.

Section 8. Vice President. The Vice President, formerly Vice Chairperson, shall perform the duties of the President in the event of the President's inability to serve the office. The Vice

President shall have such other duties as may be delegated by the Board of Directors. The Vice President shall have the right to vote on issues presented to the Board of Directors. The Vice President shall sit on at least one committee listed in Article X. Past elected Vice Chairpersons shall be known as Past Vice Presidents.

Section 9. Secretary. The Secretary shall provide for the proper recording of minutes and proceedings of the corporation, Board of Directors and all committees; provide for accurate membership records; provide for proper mailings of notices to members; maintain the seal of the corporation and perform all the duties customarily incident to the office of the Secretary. The Secretary shall provide for other duties as from time to time may be assigned by the President or the Board of Directors. The Secretary may delegate these duties as specified by the Board of Directors. The Secretary shall have the right to vote on issues presented to the Board of Directors. The Secretary shall sit on at least one committee listed in Article X.

Section 10. Treasurer. The Treasurer shall be responsible for all funds, accounts and securities of the corporation and the collection of all dues, assessments, fees and charges, if any, and the deposit and disbursement of all moneys in the name of the corporation, in such banks, trust companies or other depositories as shall be selected by the Board of Directors; perform all the duties incident to the office of Treasurer, and such other duties as may be from time to time assigned by the President or the Board of Directors. The Treasurer may delegate any of these duties as specified by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall report the financial condition of the corporation at all meetings of the Board of Directors and at other times when called upon by the President. At fiscal year end the Treasurer shall prepare an annual report and meet state and federal tax filing obligations that will reflect a financial review or management review as determined by the Board of Directors. Upon expiration of the term of office, the Treasurer shall deliver over to the successor in office all books, money, and other property in the Treasurer's custody and control, or in the absence of a successor, shall deliver such properties to the President of the corporation. The Treasurer shall have the right to vote on issues presented to the Board of Directors. The Treasurer shall sit on at least one committee listed in Article X.

Section 11. Sergeant-at-Arms. The Sergeant-at-Arms shall advise the membership and the Board of Directors on matters of procedure and interpretation of the By-laws. The Sergeant-at-Arms shall keep order and make sure meetings progress in a timely manner. The Sergeant-at-Arms shall not vote on issues presented to the Board of Directors. The Sergeant-at-Arms shall sit on the by-laws committee.

Section 12. Ms. Alameda County Leather (Ms. A.C.L.). Ms. Alameda County Leather (Ms. A.C.L.) shall promote the objectives of this corporation as specified in ARTICLE II sections 1 and 2. Ms. A.C.L. shall produce with ACLC three charity events and perform other duties as may be delegated by the Board of Directors. Ms. A.C.L. shall assume the title of Ms. A.C.L. in July in accordance with the contest guidelines. Until October Ms. A.C.L. will serve as a nonvoting Board of Directors intern, then she will assume a voting position on the new Board of Directors.

for the entire term of the Board year (October to October). Ms. A.C.L. shall communicate with the membership at meetings with regard to their progress in performing the objectives of the corporation. Ms. A.C.L. shall represent A.C.L.C. at other corporation's educational and charitable events. Ms. A.C.L. Eligibility for the Ms. A.C.L. title shall be as outlined in the application for Mr. And Ms. Alameda County Leather, see article VII section 2(b) and article VIII section 3(b). During her term in office Ms. A.C.L. will be entitled to participate in the International Ms. Leather and/or Ms. World Leather title contests as the representative of A.C.L.C.

Section 13. Mr. Alameda County Leather (Mr. A.C.L.). Mr. Alameda County Leather (Mr. A.C.L.) shall promote the objectives of this corporation as specified in ARTICLE II sections 1 and 2. Mr. A.C.L. shall produce with ACLC three charity events and perform other duties as may be delegated by the Board of Directors. Mr. A.C.L. shall assume the title of Mr. A.C.L. in July in accordance with the contest guidelines. Until October Mr. A.C.L. will serve as a nonvoting Board of Directors intern, then he will assume a voting position on the new Board of Directors for the entire term of the Board year (October to October). Mr. A.C.L. shall communicate with the membership at meetings with regard to their progress in performing the objectives of the corporation. Mr. A.C.L. shall represent A.C.L.C. at other corporation's educational and charitable events. Eligibility for the Mr. A.C.L. title shall be as outlined in the application for Mr. And Ms. Alameda County Leather, see article VII section 2(b) and article VIII section 3(b). During his term in office Mr. A.C.L. will be entitled to participate in the International Mr. Leather and/or Mr. World Leather title contests as the representative of A.C.L.C.

Section 14. Member-at-Large One. The Member-at-Large shall have such duties as may be delegated by the Board of Directors. The Member-at-Large shall sit on at least one committee listed in Article X. The Member-at-Large shall vote on issues presented to the Board of Directors.

Section 15. Member-at-Large Second. The Member-at-Large shall have such duties as may be delegated by the Board of Directors. The Member-at-Large shall sit on at least one committee listed in Article X. The Member-at-Large shall vote on issues presented to the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have the supervision, control and direction of the affairs of the corporation; its committees; any publications; shall determine its policies or changes therein; and shall actively pursue its objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board of Directors shall make all required appointments of standing and special committees and shall approve committee chair selection.

Section 2. Composition. The Board of Directors shall consist of the officers Article VII: President, Vice President, Secretary, Treasurer, Sergeant-at-Arms, Mr. A.C.L., Ms. A.C.L. and two Members-at-Large.

Section 3. Manner of Election and Term of Office.

(a) The President, Vice President, Secretary, Treasurer, Sergeant-at-Arms and two Member-at-Large officers will be subject to election at the annual meeting and shall be elected by majority vote of qualified members. The term of office shall correspond to the fiscal year stated in Article XI section 1. "The fiscal year of the corporation shall be the first day of October to the last day of the following September"

(b) Mr. A.C.L. and Ms. A.C.L. will be chosen by a contest/fund-raiser prior to the annual meeting and shall be elected by vote of qualified judges. Said contest will be presented by a Contest Committee designated by Article X sec. 3. Assumption of office will occur at the end of the title contest. Any person living in Alameda County or a neighboring county that does not have a Mr./Ms. Leather Title contest is eligible to run for the Mr./Ms. A.C.L. title.

Section 4. Re-election. No member of the Board of Directors who has served a full one (1) year term shall be eligible for re-election to that office until at least one (1) year shall have elapsed or that waiting period is waived by vote of the corporation's membership.

Section 5. Nominations and Election of Officers. Nominations will be accepted from the floor the month prior to the annual meeting. Consent of the nominee shall be obtained prior to election. The President shall cause a ballot to be made of the nominations. Election of the nominees shall be by qualified voting members of A.C.L.C. Election of officers will take place at the annual meeting. Voting must be done in person.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by these Bylaws. Voting rights of a Director shall not be assigned to another Director or exercised by proxy.

Section 8. Regular and Special Meetings. A regular meeting of the Board of Directors shall be held no less than monthly at such time and place as the Board may prescribe. Special meetings of the Board may be called by the President or at the request of any two (2) Directors. Any or all Directors may participate in a meeting of the Board or committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.

Section 9. Notice. Notice of all regular meetings shall be provided to all Directors by mail, courier, telephone or electronic mail. Notice of all special meetings shall be provided to all Directors by mail, courier, telephone (including telecopy transmissions) or electronic mail not less than seventy-two (72) hours before the meeting is held. If notice is delivered by mail, such notice shall be deemed to be delivered on the second day following the day such notice is deposited in the United States mail. Any Director may waive notice of any meeting and a Directors attendance at any meeting shall constitute waiver of notice of such meeting unless such attendance is for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 10. Action by Directors without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a mail ballot or consent in writing, setting forth the action so taken, shall be received and signed by all the Directors entitled to vote with respect to the subject matter thereof.

Section 11. Absence. Any elected officer or Director who shall have been absent from three (3) meetings of the Board of Directors during a single administrative year may be requested to vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; however the Board of Directors may expressly excuse such absence by affirmative vote of a majority of the Board of Directors.

Section 12. Vacancies. Any vacancy in any office due to death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. The Vice President shall assume the President vacancy. An Officer so appointed to fill a vacancy shall serve the predecessor's unexpired term.

Section 13. Removal.

(a) Any officer or member of the Board of Directors may be removed from office with good cause by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. At a meeting of the Board as a trial defined by Roberts Rules of Order, "Trial of Members of Societies" (chapter 75 in the 10th edition of the 1915 version) where the Board acts as Robert's "Investigating committee" and the President or

Secretary as Robert's "Clerk", the member may be represented by counsel if the member so elects. Appeal from a Board of Directors vote of termination may be made to the next Annual Meeting of the corporation provided that notice of the intent to appeal is provided to the President of the Board of Directors at least thirty (30) days in advance of the meeting. Terminated members shall return their membership pin and patch to ACLC.

(b) Should any officer or Board of Director member miss three (3) meetings, that individual may be subject to removal from office.

(c) The Board of Directors is responsible for appointing a replacement officer to serve until the next election and assumption of office.

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Section 14. Compensation. Directors and elected officers shall not receive any salaries or compensation for their services.

Section 15. Rules of Order. Parliamentary procedure for meetings and proceedings of the Board of Directors shall be governed by the most recent edition of **ROBERT'S RULES OF ORDER**, except as otherwise may be provided by these Bylaws.

Section 16. Conflict of Interest. Occasions may arise where there is the possibility that an officer or member of the Board of Directors may realize a gain (financial, in-kind, or similar) from a potential action of the Board of Directors. In such instances, the affected officer or board member must inform the Board of Directors of the possible conflict of interest before any business is conducted by the Board of Directors relating to said conflict. The affected officer or board member is required to abstain from voting on matters relating to a potential conflict of interest.

ARTICLE IX CODE OF CONDUCT

Section 1. Anti-harassment Policy. It is the policy of A.C.L.C. to maintain an environment free from harassment and to insist that all members be treated with dignity, respect and courtesy.

Section 2. Behaviors. The following specific behaviors shall be violations of the code of conduct:

(a) Financial/Legal liability: No member shall place A.C.L.C. or its members in a position of financial or legal liability.

(b) Misrepresentation: No member shall intentionally misrepresent the A.C.L.C. organization, activities or any other member engaged in A.C.L.C. activities to any outside individuals or organizations.

(c) Confidentiality: No member shall intentionally breach the confidentiality of A.C.L.C. membership information, including but not limited to, the unauthorized use of names, phone numbers, addresses or other identifying information without prior approval.

(d) Conduct: No member shall engage in behavior that consistently impairs or attempts to impair the regular functioning of the corporation or any corporation sponsored meeting or event.

Section 3. Discipline. Any member engaging in any of the activities described in ARTICLE IX Sections 1 and 2 may be requested to resign membership.

ARTICLE X

SPECIAL AND STANDING COMMITTEES

Section 1. Composition and Authority. The Board of Directors may designate one or more special or standing committees to assist the Board of Directors in management of the corporation however the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon them by law. Any committee given the authority to handle or spend money must keep meeting minutes and provide them to the Secretary of the Board of directors.

Section 2. Events Committee. A standing Events Committee shall be formed consisting of regular members and the current Mr. and Ms. A.C.L. The Events Committee shall assist A.C.L.C members in organizing educational and charitable events.

Section 3, Contest Committee. A standing Contest Committee shall be formed consisting of regular members and the current Mr. and Ms. A.C.L. Prior to the annual meeting, allowing time for a contest, the committee shall invite suggestions from the membership for a contest for the offices of Mr. and Ms. A.C.L. that are expiring. The Contest Committee will produce the A.C.L. contests.

Section 4. Other Standing Committees. There shall exist several other committees, these shall be

- (a) By-laws Committee.
- (b) Membership and Logo Committee
- (c) Newsletter and Public Relations Committee
- (d) Education Committee

ARTICLE XI

FINANCE

Section 1. Fiscal Year. The fiscal year of the corporation shall be the first day of October to the last day of the following September.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 3. Drafts, Checks, Etc. All drafts, checks or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officers, agent or agents of the corporation and in such manner as shall be from time to time determined by resolution of the Board of Directors. All drafts, checks or other forms of payment must have two (2) signatures. Reimbursement for individual authorized expenses will be disbursed within 30 days of receipt.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may only accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation. The Board of Directors may accept up to a \$10,000 amount on behalf of the corporation.

Section 6. Bonding. Trust or surety bonds shall be furnished for the Treasurer or other such officers of the corporation as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board of Directors.

Section 7. Financial Review. A financial review of the accounts of the corporation shall be conducted not less than annually. The Treasurer of the corporation shall provide a report of such review to the Board of Directors. The Treasurer will present within 30 days after the fiscal year end, the 990 form for the Board to review. The Treasurer will assure all 1099's are filed according to law.

Section 8. Productions. When producing any event or fundraiser, A.C.L.C. shall maintain accounting records and receipts of the event for as long as demanded by law or regulation. To be eligible for grant or cash distribution recipients must provide proof of 501(c)- 3 status to the Board for approval.

ARTICLE XII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of California law or under the provisions of the Articles of Incorporation or the Bylaws of the corporation a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

INDEMNIFICATION

The corporation shall indemnify any current or former officer, director, committee member or agent of the corporation or any person who may have served at its request as a director or officer of another corporation whether for profit or not for profit, to the full extent of California law against expenses actually and necessarily incurred by that person and any related liabilities, judgments or claims in connection with the defense of any action, suit or proceeding in which that person is made a party by reason of being or having been such officer, director, committee member, agent or aforementioned corporation designee, except in relation to matters as to which that person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty to the corporation. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled, under any Bylaw, agreement, vote of the Board of Directors, members or otherwise. The corporation shall be entitled to purchase assurance for such indemnification as determined from time to time by the Board of Directors of the corporation.

ARTICLE XV

AMENDMENTS

These Bylaws may be altered, amended or repealed and new By-laws adopted by a majority vote of the membership at any regular or special meeting and upon due notice of the proposed By-law changes. The corporation's Board of Directors will review By-law changes prior to presenting to the membership for compliance with contractual agreements.

Adopted July 1, 1994 Alameda County Leather Corps Assembly Meeting Amended May 6, 1996; May 8, 1997; September 11, 1997; September 10, 1998; November 12, 1998; July 8, 1999 (Yellow color copy); April 13, 2000 (Salmon color copy); September 11, 2002 (Orange color copy); March 11, 2004 (White copy); September 8, 2005 (Blue color copy), August 9, 2006 (Tan color copy), November 8, 2007 (Green color copy); September 8, 2010 (Lavender color copy); and January 9, 2014 (Gray color copy).