



ONYX NATIONAL COUNCIL BYLAWS

ONYX NATIONAL COUNCIL, INC.

Prepared by
ONC Membership

Reviewed by
ONC Councilors
ONYX Chapters

Version 1.13

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TABLE OF CONTENTS

1 ARTICLE I – LEGAL CHARACTERISTICS	6
1.1 Legal Name	6
1.2 Trade Name	6
1.3 Nonprofit Corporation	6
1.4 Duration	6
1.5 Definitions.....	6
2 ARTICLE II – PURPOSE	7
2.1 Vision	7
2.2 Mission	7
2.3 General Purpose	7
2.4 Specific Purpose.....	7
2.5 Values	8
2.6 Beliefs	8
3 ARTICLE III - MEMBERSHIP.....	10
3.1 Type of Membership	10
3.2 Limitation on Number of Members.....	10
3.3 Good Standing.....	10
3.4 Termination.....	10
3.5 Officers.....	11
3.5.1 Privileges.....	11
3.5.2 Responsibilities.....	12
3.5.3 Terms and Term Limits.....	12
3.5.4 Vacancy	12
3.6 Council Members.....	12
3.6.1 Privileges.....	13
3.6.2 Responsibilities.....	13
3.6.3 Terms and Term Limits.....	14
3.6.4 Vacancy	14
4 ARTICLE IV - DUTIES	15
4.1 Officers.....	15
4.1.1 Chair	15
4.1.2 Vice Chair.....	16
4.1.3 Secretary.....	16

4.1.4 Treasurer.....17

4.2 Council Members..... 17

5 ARTICLE V – FINANCIAL 18

5.1 Financial Management 18

5.2 Board Responsibilities..... 18

5.3 Community Outreach and Partnership..... 18

5.4 Fundraising 18

5.5 Chapter Tax 19

5.6 Checking Account..... 19

5.7 Books and Records..... 19

5.8 Income and Expenses..... 19

5.9 501(c)(3) Compliance..... 20

5.10 Purchasing 20

5.11 Audit 21

6 ARTICLE VI – COMMITTEES 22

7 ARTICLE VII – VOTING, QUORUM AND ELECTIONS..... 23

7.1 Voting 23

7.2 Quorum 23

7.3 Eligibility to Vote..... 23

7.4 Proxies 23

7.5 Elections 24

7.5.1 Councilors24

7.5.2 Officers.....24

8 ARTICLE VIII – MEETINGS..... 25

8.1 Regular Membership Meetings 25

8.2 Special Membership Meetings 25

8.3 Regular Board Meetings 25

8.4 Special Board Meetings..... 25

8.5 Notice and Waiver of Notice..... 25

8.6 Actions Without a Meeting 25

8.7 Meeting Options 26

8.8 Conduct of Meetings..... 26

8.9 Guests at Meetings..... 26

8.10 Removal from Meetings 26

9 ARTICLE IX – CHAPTER MANAGEMENT..... 26

9.1 Chapter Oversight..... 26

9.2 Chapter Formation 27

9.3 Chapter Revocation 28

10 ARTICLE X – PRESENTATION OF COLORS 29

10.1 Presentation of Colors..... 29

11 ARTICLE XI – RULES 30

11.1 Rules..... 30

11.2 Record Keeping..... 30

12 ARTICLE XII – INDEMNIFICATION 31

12.1 Indemnification..... 31

12.2 Insurance..... 31

13 ARTICLE XIII – OTHER KEY PROVISIONS 32

13.1 Branding 32

13.2 Intellectual Property 32

13.3 Copyrights 32

13.4 Trademarks..... 33

13.5 Patents..... 33

14 ARTICLE XIV – CODE OF CONDUCT 34

14.1 ONYX Code 34

14.2 Adoption 34

14.3 Amendment 34

14.4 Severability 34

14.5 Priority 34

14.6 Exceptions 34

BYLAWS CHANGE LOG

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2	Final Approved Version (v1-13)	1/2023	Pap
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1 ARTICLE I – LEGAL CHARACTERISTICS

1.1 Legal Name

The legal name of this Organization shall be “ONYX National Council, Inc.” (hereinafter “ONYX National Council”, “ONC” or “Organization”).

1.2 Trade Name

The Organization may do business under any trade name approved by a majority of the Executive Board of the Organization from time to time and properly registered with the [insert state] [insert regulatory agency].

1.3 Nonprofit Corporation

The Organization shall be organized as a [insert state] non-profit corporation as provided in the [insert proper state reference, e.g. Nonprofit Corporations Act, DC Code §29-401.01] et seq., as amended. No part of the income or assets of the Organization may be distributed to or for the personal use or individual profit of the members, Trustees or Officers of the Organization, except to the extent permissible under the law and as provided herein. Notwithstanding the foregoing, the Organization is authorized and empowered to pay reasonable compensation for goods and services rendered by the members and non-members, and shall be authorized to engage in activities that benefit the Organization and the members collectively.

1.4 Duration

The duration of the Organization shall be perpetual.

1.5 Definitions

Organization	Reference to the ONYX National Council (ONC).
Executive Board	The Executive Board is composed of the Chair, Vice Chair, Secretary and Treasurer. Also referred to as the Board.
Officer	Member of the Organization and currently a member of the Executive Board.
Council Member	Member of the Organization selected by their ONYX Chapter. Also referred to as Councilor(s).
Membership	Members of the Organization, including both Officers and Councilors. Often referred to as “members” or “membership body”.
ONYX Code	The ONYX Code outlines the values, ideals and standards of conduct that all members of ONYX and its associated chapters must adhere to every day. Formerly referred to as the “ONYX Men Code”. The ONYX Code includes the organization’s “Code of Conduct”.

2 ARTICLE II – PURPOSE

2.1 Vision

ONYX is the world’s leading resource for the empowerment of gay and bi-sexual Men of Color in the Leather Lifestyle.

2.2 Mission

The mission of ONYX is to educate and empower gay and bi-sexual Men of Color who explore the Leather Lifestyle.

ONYX is a resource that centers the needs and desires of gay and bisexual Men of Color while welcoming everyone. We are a safe space to EDUCATE yourself about the Leather Lifestyle and Leather/Kink/Fetish Play. We provide a welcoming place to EXPLORE your Kinks and Fetishes in an affirming judgment-free environment, which EMPOWERS all people and ESPECIALLY Men of Color to live their lives more freely, safely, and happily as Leathermen and Kinksters.

2.3 General Purpose

ONYX has been formed and will be operated for educational and other purposes consistent with its non-profit nature and structure as well as charitable activities. ONYX is not for pecuniary benefit and shall not make or declare dividends.

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

- a. Guardianship of the ONYX Vision, Mission and the ONYX Code;
- b. Focus on strategic planning, initiatives and policy rather than tactical operations of chapters;
- c. Providing ONYX chapters with guidance and recommendations on best practices;
- d. Enhancement of the organization’s public standing through public relations & communications. This includes management of trademarks, copyrights, patents, intellectual property and branding;
- e. Responsibility for guiding and approving new chapter formation / ratification. Oversight of chapter dissolution;
- f. Collect chapter information regarding rolls, financial status, initiatives and accomplishments to produce an ONYX Annual Report for use by all chapters; and
- g. Maintenance of external partnerships and sponsorships that further our mission and support our standing as a valued contributor to the LGBTQIA+ community.

2.4 Specific Purpose

Within the scope of the foregoing general purpose, the Organization has been formed for, and may engage as provided hereinafter, in the following specific purpose:

The goal of ONYX is to provide an informational and social organization to address the issues specific to gay/bisexual men of color who choose to discuss and/or participate in the Leather/SM/Fetish lifestyle. Support, spirituality, safety and consent are key to achieving our goal.

- a. **Charity/Education.** To engage in various charitable and educational endeavors where there is chapter representation with a Chapters’ respective territory;
- b. **Social.** As a social/leather/levi club for the membership of the Organization. The Organization provides guidance and support for all ONYX chapters;
- c. **Brotherhood.** To develop friendships and promote brotherhood between all members of the ONYX family and with similar organizations in the United States and abroad;

- d. **Assets.** To collect, invest, transfer, transact, spend, donate, receive and maintain a fund or funds, including personal and real property, by subscription, donation or otherwise, and apply the principal and/or income therefrom to the promotion and purposes of this Organization, which will include, if necessary, the payment of all necessary expenses in furtherance of such purposes;
- e. **Charitable Assistance.** To distribute money or other property, or direct assistance to other organizations whose aims and purposes are in furtherance of the purposes of this Organization or who would qualify for charitable assistance as provided herein. The assistance provided for herein shall be given by this Organization to an individual or organization without charge and without discrimination on the basis of social, political, religious, gender, gender identity, gender expression, ethnic heritage or origin, race, color, creed, age, veteran status, sexual orientation, or medical conditions or any other characteristic;
- f. **Domicile.** To establish and maintain offices and promote and carry on its objects and purposes within the States or Territories of the United States; and
- g. **Legal Powers.** To exercise all rights and powers conferred by the Laws of **the State of [insert state name]** upon non-profit corporations in furtherance of any of the purposes of the Organization set forth here and any such other purposes or activities which could reasonably be inferred therefrom, and in the manner and to the extent as provided herein.

2.5 Values

Our ONYX values are formed from our principles or standards of behavior. They are our collective judgment of what is important in life, in our community, and in our personal journeys. We hold true to our values regardless of the situation or our regard for an individual, organization, or situation.

- a. **Brotherhood.** We value the bonds of Chosen Family and the obligations of Loyalty, Dedication, Discipline, Sacrifice, and Achievement to which we have freely bound ourselves;
- b. **Trust.** We value the need and desire for one's words and actions to be reliable and based in truth, to the best of one's ability and knowledge;
- c. **Loyalty.** We value the faithfulness owed by one's duty or obligation, or by one's pledge or promise;
- d. **Dedication.** We value the willingness to freely give of one's time and talent toward one's duty, obligation, pledge, or promise;
- e. **Discipline.** We value control of one's self (evidenced through words and actions) towards personal and/or collective goals;
- f. **Sacrifice.** We value the giving of one's time and talent toward or for the sake of a greater good;
- g. **Achievement.** We value the accomplishments of our Brotherhood through their efforts, skills, and courage;
- h. **Integrity.** We value principle-centered actions, honesty, and being true to one's word; and
- i. **Accountability.** We value the taking of responsibility for one's own words and actions, and we value the process of course-correcting to bring oneself back in line with personal and/or shared core principles.

2.6 Beliefs

Our ONYX beliefs are key facts, statements, and truths that we collectively hold as self-evident or as goals toward which we continually strive.

- a. **Consent.** We believe in the inalienable right to one's own personal agency and ability to agree (or not) to some proposal or activity;

- b. **Safety.** We believe in the right to safety and comfort, whether as an individual or as part of a group;
- c. **Diversity.** We believe in, celebrate, and respect the dignity of all ethnicities, body types, levels of ability, ages, sexual identities, gender expressions and medical conditions.
We believe in and celebrate all gender expressions and identifications;
- d. **Inclusion.** We believe in the inclusion, celebration, and integration of all People of Color, including Indigenous, Asian, Pacific Islander, Latinx, and People of the African Diaspora into all aspects of ONYX; and
- e. **Education.** We believe in the importance of education to provide informed consent, for personal or collective safety, or for personal growth.

3 ARTICLE III - MEMBERSHIP

3.1 Type of Membership

Membership in the Organization shall consist of the following types: Officers and Council Members. Membership in the Organization shall be granted without discrimination on the basis of social, political, religious, gender, gender identity, gender expression, ethnic heritage or origin, race, color, creed, age, veteran status, sexual orientation, medical conditions or any other characteristic, upon satisfaction of all applicable requirements set forth herein. The rights and responsibilities of each type of membership shall be as provided hereinafter.

3.2 Limitation on Number of Members

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

3.3 Good Standing

Good standing is defined herein as current in chapter dues and any other required fees and having met all Chapter and ONC participation requirements. Any member on probation shall not be considered in good standing.

3.4 Termination

Any membership in the Organization may be terminated as follows:

- a. **Personal Request.** Automatically upon written notice requesting termination of membership submitted by an Officer to the Board or a Council Member to the Secretary;
- b. **Monetary.** Upon failure to pay all monetary commitments owed to the Organization as provided hereinabove and upon a majority vote by all Officers of the Board;
- c. **Attendance.** Upon failure to consistently participate in the Organization as provided herein and upon a majority vote by all Officers of the Board;
- d. **Objectionable Conduct.** Objectionable conduct is used to describe "termination for cause" and may be invoked under the following conditions when any member:
 1. Engages in fraud;
 2. Violates any federal, state or local laws;
 3. Does not act in good faith and/or violates The ONYX Code; and
 4. Participates in recurring demonstration of discriminatory or harassing behavior.
- e. **Termination for Cause** based on Objectionable Conduct shall be determined by the entire membership body and shall adhere to the following process:
 1. The Officer / Council Member shall receive written notice from the Board to appear at its next meeting;
 2. The Officer / Council Member shall appear in person or via video chat for a preliminary hearing and shall answer all reasonable questions posed by the Board and shall have the right to make a statement concerning the matter. Only Officers of the Board shall be entitled to be present at the hearing;
 3. Upon completion of the preliminary hearing, the Board shall meet in private to hold discussions and then vote on the issue. If the member fails to appear before the Board as directed, the Board shall discuss and then vote on the issue;
 4. The Board shall, by majority vote of all Officers of the Board, either send the matter for consideration by the entire membership body of the Organization or terminate the proceedings. If the Board votes to send the matter for consideration by the entire membership body of the Organization, the Chair shall present the matter to the

Organization at the next membership meeting. Only Organization membership in good standing shall be present during the proceedings;

5. The member whose continued membership is being discussed may be present during such presentation, and shall have the right to make a statement. Upon completion of the presentation and any statement, the member shall leave the meeting, and the remaining members shall discuss and vote on the issue. The remaining membership shall, by a two-thirds majority vote then in attendance, either vote to terminate the membership of the member, or vote not to terminate the membership of the member;
6. If the membership of the member is terminated, termination shall become effective immediately, and upon such, the former member's chapter shall be notified to elect or otherwise designate a replacement before the next regularly scheduled meeting of the ONC;
7. If the membership of the member is not terminated, the remaining membership may vote to censure the member or may vote to apply other appropriate disciplinary measures by a two-thirds majority vote of the remaining membership in attendance;
8. If such member fails to comply with any censure, disciplinary measure or condition for continued membership voted upon by the membership body, the membership of the member shall again be subject to termination proceedings as provided herein.

3.5 Officers

The Officers of the Organization shall be as follows: Chair, Vice Chair, Secretary and Treasurer. The Officers shall constitute the Board of the Organization. The Board shall appoint all other positions in the Organization or designate an annual voting process for all members in good standing.

3.5.1 Privileges

- a. **Designation.** Officers are designated herein as Council Members that meet all position requirements as defined under Article IV – Duties, are in good standing as provided herein, and have been voted into office by Council Members;
- b. **Voting.** Officers are not permitted to vote on matters before the Organization. The sole exception is the Chair, who may not vote on matters of regular business of the Organization in any meeting (including elections), except when the vote results in a tie, in which case the Chair may vote to break the tie.
- c. **Attend Functions.** Officers in good standing shall be entitled to attend all meetings and other functions of the Organization as provided herein;
- d. **Hold Office.** Officers in good standing shall be entitled to election in a new Officer position as provided herein. No one person may simultaneously hold multiple officer positions;
- e. **Local Membership.** Officers that transition to a chapter membership status other than Full Brother, including but not limited to Alumni Membership, must immediately resign their membership in the Organization as provided herein;
- f. **Leave of Absence.** Officers in good standing shall be entitled to apply for leave of absence by appearing before the Board and specifying the period of leave being sought. The minimum period of leave is two (2) months. The maximum period of leave allowed during a term shall not exceed four (4). Officers that take a leave of absence in their local chapter must request and be approved for a comparable leave of absence in the Organization.

If appearing before the Board would constitute an unreasonable burden, the Officer may submit the request in writing to the Board for approval. The Board may request additional information in order to determine whether to grant the leave. The request for leave must be approved by a majority of all officers of the Board.

During the leave of absence, all privileges shall be considered suspended. Officers must request termination of leave by written request to the Board;

- g. **Guests.** Officers in good standing shall be entitled to have guests at meetings and other functions of the Organization as provided herein; and
- h. **Notices.** Officers in good standing shall be entitled to notices of certain activities and meetings of the Organization as provided herein. A minimum of four (4) calendar days' notice is required.

3.5.2 Responsibilities

- a. **Financial.** Officers are required to fulfill any financial obligations they have to the Organization in a timely manner, as determined by the Board;
- b. **ONYX Code.** Officers must agree to abide by the ONYX Code and any rules adopted by the Organization;
- c. **Attendance.** Officers are expected to attend all Organization meetings, unless excused in advance by written notification to the Secretary. Officers are also required to remain active in their local chapter to better represent the needs of that chapter;
Officers who violate the attendance requirements set forth herein shall receive notice from the Chair advising them of their unexcused absence. Meeting minutes containing the attendance list of that meeting shall serve as record of unexcused absence from that general meeting;
If an Officer has two (2) unexcused absences from any meeting or functions as provided herein within a calendar year, the Officer will be terminated; and
- d. **Conflicting Membership.** If the Officer becomes a full member (or has started a pledge process to become a full member) of another similar leather club / organization without prior consent of a majority of the Board, said person's membership is considered automatically revoked.

3.5.3 Terms and Term Limits

No Officer of the Organization shall serve more than two (2) consecutive three (3) year terms or a total of three (3) three (3) year terms (which may not all be consecutive). Terms shall follow a calendar year schedule.

Waiving this limit requires a two-thirds (2/3) majority of the membership in good standing at a membership meeting. Such a waiver shall be for one (1) term and be specific to a person / office.

A member in good standing may be nominated for multiple offices in the Organization. However, no member in good standing nominated for multiple offices shall be elected to more than one office during any given term. Should a member in good standing who has received multiple nominations be elected by a majority of the members in good standing at a membership meeting to an office, that person's name shall be eliminated from all other positions for which they have been nominated.

3.5.4 Vacancy

Any Officer may resign upon written notice to the Secretary. An Officer may also be removed if a two-thirds majority of membership in good standing vote in favor of a motion to remove the Officer or that Officer fails to meet the attendance requirement as provided herein.

Whether by resignation, vote, or termination the Officer shall be immediately removed from office.

If a vacancy shall occur during an Officer's term, the membership shall immediately proceed to elect a new Officer to fill the vacancy for the remainder of the term as provided herein. However, if the office of Chair becomes vacant the Vice Chair shall become Chair, and the membership body shall elect a new Vice Chair.

3.6 Council Members

The Council Members (also known as Councilors) of the Organization shall be elected or appointed by their ONYX chapter to serve the Organization. Each ONYX chapter shall be allowed one

councilor. Should a councilor be elected to an officer position the chapter for that officer will be permitted to immediately replace that council member as provided herein.

3.6.1 Privileges

- a. **Designation.** Councilors are designated herein as any Full Brother who is an active member of an ONYX chapter, meets all position requirements as defined under Article IV - Duties and is in good standing as provided herein;
- b. **Voting.** Councilors in good standing shall be entitled to vote on all issues of the Organization. To ensure equity no ONYX chapter shall have more than one voting member of the Organization.
- c. **Attend Functions.** Councilors in good standing shall be entitled to attend all meetings and other functions of the Organization as provided herein;
- d. **Hold Office.** Councilors in good standing shall be entitled to election as an Officer (or other position) of the Organization as provided herein;
- e. **Local Membership.** Councilors that transition to a chapter membership status other than Full Brother, including but not limited to Alumni Membership, must immediately resign their membership in the Organization as provided herein;
- f. **Leave of Absence.** Councilors in good standing shall be entitled to apply for leave of absence by appearing before the Board and specifying the period of leave being sought. The minimum period of leave is two (2) months. The maximum period of leave allowed during a term shall not exceed four (4). Members that take a leave of absence in their local chapter must request and be approved for a comparable leave of absence in the Organization;
If appearing before the Board would constitute an unreasonable burden, the member may submit the request in writing to the Board for approval. The Board may request additional information in order to determine whether to grant the leave. The request for leave must be approved by a majority of all members of the Board.
During the leave of absence, all privileges shall be considered suspended. Members must request termination of leave by written request to the Board;
- g. **Guests.** Councilors in good standing shall be entitled to have guests at meetings and other functions of the Organization as provided herein; and
- h. **Notices.** Councilors in good standing shall be entitled to notices of certain activities and meetings of the Organization as provided herein. A minimum of four (4) calendar days' notice is required.

3.6.2 Responsibilities

- a. **Representation.** The main function of a Councilor is to represent the chapter from which they have been elected or otherwise appointed. Councilors are generally expected to vote or decide matters according to the wishes of their chapter.
- b. **Financial.** Councilors are required to fulfill any financial obligations they have to the Organization in a timely manner, as determined by the Board;
- c. **ONYX Code.** Councilors must agree to abide by the ONYX Code and any rules adopted by the Organization;
- d. **Attendance.** Councilors are expected to attend all Organization meetings, unless excused in advance by written notification to the Secretary. Councilors are also required to remain active in their local chapter to better represent the needs of that chapter.

Councilors who violate the attendance requirements set forth herein shall receive notice from the Chair advising them of their unexcused absence. Meeting minutes containing the attendance list of that meeting shall serve as record of unexcused absence from that general meeting;

If a Council Member has two (2) unexcused absences from any meeting or functions as provided herein within a calendar year, the Councilor will be terminated; and

- e. **Conflicting Membership.** If the Council Member becomes a full member (or has started a pledge process to become a full member) of another similar leather club / organization without prior consent of a majority of the Board, said person's membership is considered automatically revoked.

3.6.3 Terms and Term Limits

No Council Member of the Organization shall serve more than two (2), two (2) year terms. Terms shall follow a calendar year schedule.

Waiving this limit requires a two-thirds (2/3) majority of the membership in good standing at a membership meeting. Such a waiver shall be for one (1) term and be specific to a person / office.

A member in good standing may be nominated for multiple offices in the Organization. However, no member in good standing nominated for multiple offices shall be elected to more than one office during any given term. Should a member in good standing who has received multiple nominations be elected by a majority of the members in good standing at a membership meeting to an office, that person's name shall be eliminated from all other positions he / they have been nominated for.

3.6.4 Vacancy

Any Council Member may resign upon written notice to the Secretary. A Council Member may also be removed if a two-thirds (2/3) majority of the membership body in good standing present at the membership meeting vote in favor of a motion to remove the member. A Council Member that fails to meet attendance requirements shall be removed as provided hereinabove.

Whether by resignation, or vote or termination the Council Member shall be immediately removed from office.

4 ARTICLE IV - DUTIES

4.1 Officers

The officer positions listed below are automatically members of the Board.

4.1.1 Chair

The position of Chair carries the following requirements and duties:

- a. Have been a Full Brother for at least four (4) years in an ONYX Chapter and highly active in chapter initiatives, 2 years of leadership experience in the chapter, demonstrated leadership abilities and currently in good standing;
- b. Demonstrates a highly professional demeanor at all times;
- c. Supervises and coordinates all of the business and affairs of the Organization;
- d. Prepares agendas in collaboration with the Secretary and with input of the membership body;
- e. Presides at all meetings of the Organization, including but not limited to quarterly meetings attended by the Organization membership body;
- f. Represents the Organization during all appropriate or ceremonial occasions. The chair shall submit a calendar of events at which he will represent the Organization subject to approval of a majority of the Board;
- g. Represents and speaks for ONYX as the official representative of the national organization;
- h. Promotes interest in the Organization and its activities;
- i. Chairs the ONYX Expansion Committee;
- j. Prepares and delivers an Annual State of ONYX report and address for the membership body of the Organization and all ONYX Chapters, to be completed in October of each year;
- k. Serves an ex-officio member of all committees;
- l. Leads all Parades of Colors or other similar ceremonies conducted by the Organization;
- m. Owns the responsibility for the Colors of the Organization;
- n. Serves as an authorized co-signatory for all accounts of the Organization;
- o. Serves as an authorized co-signatory for all contracts on behalf of the Organization;
- p. Has the power to authorize single expenditures from the national treasury not to exceed one hundred dollars (\$100.00) and not to exceed two hundred dollars (\$200.00) in a calendar month, with receipts and other justification for the expenditure to be provided to the Treasurer prior to the next regular business meeting;
- q. Assists all other Officers of the Organization and its activities; and
- r. Such other duties as may be appropriate from time to time.

4.1.2 Vice Chair

The position of Vice Chair carries the following requirements and duties:

- a. Have been a Full Brother for at least four (4) years in an ONYX Chapter and highly active in chapter initiatives, 2 years of leadership experience in the chapter, demonstrated leadership abilities and currently in good standing;
- b. Demonstrates a highly professional demeanor at all times;
- c. Assists the Chair;
- d. At the request of the Chair, or in the absence or disability of the Chair, performs any and all duties of the Chair;
- e. Co-chairs all committees related to national events;
- f. Serves as an ex-officio member of all committees. Oversee and advise all other committees required to carry-out the Organization's business;
- g. Serves as an authorized co-signatory for all accounts of the Organization;
- h. Serves as an authorized co-signatory for all contracts on behalf of the Organization;
- i. Promotes interest in the Organization and its activities; and
- j. Such other duties as the Chair may delegate from time to time.

4.1.3 Secretary

The position of Secretary carries the following requirements and duties:

- a. Have been a Full Brother for at least four (4) years in an ONYX Chapter and highly active in chapter initiatives, 2 years of leadership experience in the chapter, demonstrated leadership abilities and currently in good standing;
- b. Demonstrates a highly professional demeanor at all times;
- c. In collaboration with the Chair, prepares meeting agendas and take minutes of all ONC Meetings;
- d. Ensures agendas, meeting minutes, treasurer reports and other related materials are distributed to ONC membership and chapter leadership in a timely manner;
- e. Records attendance at all meetings and events of the Organization, maintains the records thereof, and informs the Board of any members not in good standing;
- f. Oversees all votes undertaken by the Organization;
- g. Maintains distribution lists for Organization Board, Councilors as well as for the Board of each ONYX Chapter;
- h. Maintains and organizes the official records of the ONC for the current calendar year. These may include (but are not limited to) the Articles of Incorporation, Certificate of Incorporation, the current version of the ONYX Code, a list of any rules / policies adopted by the Organization from time to time, copies of all financial records and budgets prepared by the Treasurer, committee reports, and copies of all agendas and meeting minutes of the Organization and Board;
- i. Drafts, manages and organizes all of the Organization's official correspondence;
- j. Keeps the ONC membership list current and provides a revised copy of the membership to chapters on an annual basis (or when changes require an update);
- k. Maintains a database of the brotherhood across all chapters, including first name, last name, ONYX Name (where applicable), date of birth (mm/dd), date of death (mm/dd), current status, membership class, chapter affiliation, year of affiliation, line name, email and phone. Personally Identifiable Information will be redacted and available only on a strict need-to-know basis;
- l. Manages all Intellectual Property and related processes;
- m. Chairs the Member Relations Committee;

- n. Serves as the Organization's Webmaster or selects and oversees a person from the membership body; and
- o. Such other duties as the Chair may delegate from time to time.

4.1.4 Treasurer

The position of Treasurer carries the following requirements and duties:

- a. Have been a Full Brother for at least four (4) years in an ONYX Chapter and highly active in chapter initiatives, 2 years of leadership experience in the chapter, demonstrated leadership abilities and currently in good standing;
- b. Demonstrates a highly professional demeanor at all times;
- c. Maintains and balances all accounts of the Organization;
- d. Coordinates with each chapter to ensure all ONC members are in good standing;
- e. Prepares and maintains all financial records of the Organization including an annual budget, interim or special event budgets, income and expense sheets, balance sheets and the annual audit;
- f. Prepares an annual budget for the Organization based on previous year history and future commitments and obligations;
- g. Coordinates across chapters to develop a Chapter Annual Summary Report by September 30 of each year, as input into the Annual State of ONYX report delivered by the Chair;
- h. Maintains each chapter's account, invoices and collects all chapter tax and other amounts payable by chapters. Informs the Board and membership when any chapter's account is not in good standing;
- i. Invoices and collects all other moneys due the Organization;
- j. Makes all payments from the national treasury of the Organization when so authorized by the Board or membership of the Organization as provided herein;
- k. Provides a quarterly financial report to the Secretary for inclusion in the Organization's records;
- l. Maintains all records and filings in support of the 501(c)(3) status, tax filings and audit records;
- m. Maintains all club insignia and an accounting thereof;
- n. Serves as an authorized co-signatory for all national treasury accounts of the Organization;
- o. Collects, records and deposits all monies related to the Organization; and
- p. Such other duties as the Chair may delegate from time to time.

4.2 Council Members

The position of Council Member (Councilor) is a non-executive board role and carries the following requirements and duties:

- a. Have been a Full Brother for at least four (4) years in an ONYX Chapter and highly active in chapter initiatives, demonstrated superior knowledge of chapter operations / initiatives, 2 years of leadership experience in the chapter and currently in good standing. If a chapter has no member that meets these requirements they shall provide a detailed, written justification for waiver to be voted on by the Board of the Organization;
- b. Demonstrates a highly professional demeanor at all times;
- c. Serves as a liaison between the Organization and their home chapter;
- d. Demonstrates the ability to properly and enthusiastically represent ONYX on a national level;
- e. Strong interpersonal skills and a demonstrated ability to collaborate, partner and drive decisions with brothers on complex issues;
- f. Promotes interest in the Organization and its activities; and
- g. Such other duties as the Chair may delegate from time to time.

5 ARTICLE V – FINANCIAL

5.1 Financial Management

The Organization shall meet the following requirements for Financial Management:

- a. Ensure effective organizational planning;
- b. Ensure long-term financial stability, monitor the use of funds, and ensure that controls are in place to protect the organization against error or fraud;
- c. Provide proper financial oversight;
- d. Provide transparency to the membership body as well as the ONYX Chapters;
- e. Make sure the Organization fulfills legal obligations; and
- f. Improve the Organization's public standing.

5.2 Board Responsibilities

The Board has legally mandated fiduciary duties to the Organization. These duties describe the manner in which board members are required to carry out their roles and responsibilities. The fiduciary duties are obedience, care and loyalty.

Duty of Obedience: The board must ensure the organization is obedient to its central purposes as described in its articles of incorporation and mission.

Duty of Care: The board must be knowledgeable of all reasonably available information before taking action, and then act with prudence and care appropriate under the circumstances.

Duty of Loyalty: The board must discharge duties unselfishly, to the benefit of the organization only, and disclose potential conflicts of interest.

However, the Board does not exist solely to fulfill legal duties and serve as a fiduciary of the Organization's assets. Board members also play very significant roles providing guidance to Organization's culture, strategic focus, effectiveness, and financial sustainability, as well as serving as ambassadors and advocates.

Key values that are required by the Board include:

- a. Openness;
- b. Transparency;
- c. Integrity; and
- d. Collaboration Across Chapters.

5.3 Community Outreach and Partnership

The Organization shall be responsible for identifying, building, and maintaining relationships with large scale community organizations and business partnerships directly related to the mission. This function shall supplement ongoing work by chapters but will not interfere with those activities.

5.4 Fundraising

The Organization shall be responsible for defining, planning, and executing its own fundraising initiatives. This function shall supplement ongoing work by chapters but will not interfere with those activities.

5.5 Chapter Tax

Starting in 2024, the Organization will require each chapter to submit a contribution for use in future initiatives. Contributions carry the following conditions:

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

5.6 Checking Account

A separate checking account shall be established and maintained to record the financial transactions of the Organization. Checks written against the account shall create duplicates and shall require the signature of two (2) authorized Officers, preferably with one signer being the Treasurer. Copies of statements of any financial account held in the name or for the benefit of the Organization shall be sent directly, or made directly electronically available, by the financial institution at which the account is held to both the President and Treasurer of the Board.

5.7 Books and Records

The books and financial records of the Organization maintained by the Treasurer shall be open for inspection by any member of the Organization in good standing. A chapter may request inspection through request from their executive board. Requests require reasonable notice and will be fulfilled in a timely manner not to exceed thirty (30) calendar days.

5.8 Income and Expenses

Income

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

Acceptance of income must be approved by the Board to ensure compliance with Federal, State and Local tax law.

The Treasurer shall file and maintain all records of income for the Organization in a manner that makes it easily reviewed by members or auditors. Records must be maintained seven (7) years after the tax return is due or filed, whichever is later.

Expenses

All reimbursements for expenses claimed by a member shall require a receipt or a written request certified by the member regardless of the amount. This includes itemized payment records covering cash, checks, electronic transactions (CashApp, Venmo, etc.), invoices, credit cards

payments, state / local taxes and any other forms of expenses, regardless of how it is transacted by the organization.

All reimbursements must be approved by the Board, be authorized in advance, or be budgeted by the Organization.

The Treasurer shall file and maintain all records of expenses for the Organization in a manner that makes it easily reviewed by members or auditors. Records must be maintained seven (7) years after tax return is due or filed, whichever is later.

5.9 501(c)(3) Compliance

To ensure full compliance with tax law for 501(c)(3) business entities, the Organization shall avoid activities outside its Exempt Purpose, including:

- a. Political Activity;
- b. Lobbying;
- c. Private Benefit / Inurement;
- d. Employment Issues; and
- e. Excessive Unrelated Business Income (UBI).

The Treasurer shall be responsible for all filings and documentation at the Federal, State and Local levels related to 501(c)(3) compliance. The Treasurer will present membership a filing scheduled and notice of completion.

5.10 Purchasing

The Organization has an obligation to ensure that purchases are made and money is spent wisely and in accordance with the approvals provided by the membership body. For nonprofits and registered charities this is also a legal obligation.

- a. Purchases shall be approved by a majority vote of the membership in good standing;
- b. The Chair has the power to authorize single expenditures from the treasury not to exceed one hundred dollars (\$100.00) and not to exceed two hundred dollars (\$200.00) in a calendar month;
- c. All purchases shall be free from any real or perceived conflicts of interest and factored into the approval process. This can include, for example, family members who own a business or someone who has invested in a business. No member of the Organization is permitted to accept gratuities, favors, discounts or anything else of monetary value from a purchasing source unless approved in advance by the Board;
- d. Purchases shall be made from LGBTQIA+, Minority-owned, or Persons of Color (Black, Latinx, Asian, Pacific Islander, or Native American) -owned businesses whenever practical and cost effective;
- e. The Organization shall be responsible for managing bulk purchases on behalf of all ONYX Chapters to drive supply chain management efficiencies derived from larger purchases.
- f. The Treasurer shall be responsible for executing all purchases on behalf of the organization. In the absence of the Treasurer, the Chair may temporarily execute purchases on an exception basis;
- g. Documentation shall be maintained for all purchases. This is important should there be a problem with goods or services purchased, and provides a documentation trail required for auditing. This includes supporting documents for purchase transactions, including purchase purpose, purchase source, purchase date, purchase frequency (one-time vs. recurring), purchase method, invoices, proposals and other relevant documentation; and
- h. The Treasurer shall produce a quarterly Treasurer Report that shows all income and expense transactions reconciled to the national treasury bank account of the Organization. All

transactions shall be shown in sufficient detail that they can be easily identified and viewed by the membership body.

5.11 Audit

The books and records of the Organization shall be audited in January of each year, and may be audited additionally at the direction of the Board. A party designated by the Board shall conduct the audit. The Treasurer shall not be a member of the audit committee. The audit committee shall inspect the books, records and accounts of the Organization, recognize any inconsistencies, compare expenditures with the annual budget, and report the findings of each audit to the members at a membership meeting.

6 ARTICLE VI – COMMITTEES

The Chair and/or Board may create, alter and disband any standing or ad hoc committees that he or they may deem appropriate to carry out the business of the Organization from time to time.

The Chair or Board shall appoint a chair for each committee and may delegate only such power as is reasonably necessary for the committee to achieve its purpose or purposes.

Committees shall not sign any contracts or make any agreements which bind the Organization or commit the Organization to the expenditure of any funds without the express prior authorization of the Board.

The member appointed to head a committee may select other committee members as they see fit in order to achieve the purpose of the committee.

Officers and/or Councilors in good standing shall be entitled to lead or serve on committees of the Organization as provided herein. Any committee member that is not considered in good standing shall automatically relinquish their position.

7 ARTICLE VII – VOTING, QUORUM AND ELECTIONS

7.1 Voting

All voting in all meetings shall be held by voice response, show of hands or roll call, at the option of the Chair. Upon the successful motion of one (1) member in good standing entitled to vote on the issue, any vote shall be switched to a secret ballot.

A simple majority of those eligible to vote shall be necessary to approve any motions or transact any business of the Board or the Organization, as provided herein, with the following exceptions:

- | | |
|--|---------------------------------------|
| 1. Purchasing | Majority Required |
| 2. Intellectual Property | Majority Required |
| 3. Elections | Two-Thirds (2/3) Majority Required |
| 4. Censure / Disciplinary Action (Cause) | Two-Thirds (2/3) Majority Required |
| 5. Termination (Cause) | Two-Thirds (2/3) Majority Required |
| 6. Term Limit Exception | Two-Thirds (2/3) Majority Required |
| 7. Officer Removal | Two-Thirds (2/3) Majority Required |
| 8. Special GM Meeting | Two-Thirds (2/3) Majority Required |
| 9. Chapter Revocation – Charges | Two-Thirds (2/3) Majority Required |
| 10. Presentation of Colors | Two-Thirds (2/3) Majority Required |
| 11. ONYX Code Exception | Two-Thirds (2/3) Majority Required |
| 12. ONYX Code Change | Three-Fourths (3/4) Majority Required |
| 13. Bylaws Change/Ratification | Three-Fourths (3/4) Majority Required |
| 14. Chapter Formation | Three-Fourths (3/4) Majority Required |
| 15. Chapter Revocation | Three-Fourths (3/4) Majority Required |

A motion may not be introduced for vote if that motion was already addressed and voted on by membership in the previous twelve (12) months. A member in good standing may present a case in writing and prior to a membership meeting to the Board to request a motion be allowed for a previously resolved subject within the twelve (12) month period. The Board will make the final ruling on whether to allow the motion to be heard at the next membership meeting.

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

7.2 Quorum

Attendance by three (3) Officers shall constitute a quorum for Board meetings, and attendance by forty percent (40%) of the membership body in good standing shall constitute a quorum for membership meetings.

7.3 Eligibility to Vote

All members of the Organization in good standing are entitled to vote on any matter as provided herein. The Chair may not vote on matters of regular business of the Organization in any meeting (including elections), except when the vote results in a tie, in which case the Chair may vote to break the tie. The Chair may, however, vote on, censure / disciplinary actions and special honors and designations. Each member is entitled to vote on a matter and shall have one (1) vote.

7.4 Proxies

It is of tantamount importance that all members of the Organization be present at meetings and participate in discussions and voting. Voting by proxy is not allowed for Officers or Council Members.

7.5 Elections

7.5.1 Councilors

Elections for Councilors when a term is expiring shall be held in October of the year prior to the start of the term or when a member has resigned their position. ONYX Chapters may use their own discretion for selecting their members to serve on the Organization.

The Board reserves the right to reject any proposed Councilor(s) that do not fully meet the requirements of the Council Member position.

7.5.2 Officers

Any member seeking an Officer position must provide the Organization a 1-2 page platform that outlines their fit with position requirements, plan / vision for how they will operate in the position, applicable core competencies and other information the membership may find helpful in assessing the nomination.

This material shall be provided fourteen (14) calendar days in advance, and those applying shall be prepared to discuss their platform and answer questions from membership at the January general business meeting. At the meeting at which the election will be held, all nominees may be questioned by any members eligible to vote.

Elections for each office shall be held, one at a time, in the order of Chair, Vice Chair, Secretary and Treasurer. Nominees must be willing and able to serve in the position for which they have been nominated and prepared to support committees as required by the office.

Elections for Officers when a term is expiring or a member has resigned their position shall be held in January once all new Councilors are seated. Officer elections require two-thirds (2/3) of the membership in good standing and present at the meeting vote in favor of the nominee.

8 ARTICLE VIII – MEETINGS

8.1 Regular Membership Meetings

The regular membership meetings of the Organization shall be held once each month as determined by the Chair, unless otherwise agreed by a majority of the Board in which case the Board shall set a date, time and location. No notice of a regular membership meeting is required unless changes in the standard time, date and place have been made, in which case the Secretary shall provide notice to the membership at least five (5) days prior to such meeting.

8.2 Special Membership Meetings

Special Membership meetings may be called by the Chair, by any member of the Board, or upon two-thirds (2/3) majority request of the membership in good standing. The Secretary shall provide notice to all members at least four (4) calendar days prior to such meeting stating the time, date and location thereof, and the purpose if known to the Secretary.

8.3 Regular Board Meetings

The regular Board meetings of the Organization shall be held once each quarter on a date, time and location determined by the Chair. The Secretary shall provide notice to all members in good standing that have expressed an interest in attending at least four (4) calendar days prior to such meeting.

8.4 Special Board Meetings

Special Board meetings may be called by the Chair or by Officers of the Board, in which case the Secretary shall provide notice to all Officers at least four (4) calendar days prior to such meeting stating the time, date and location thereof, and the purposes if known to the Secretary.

8.5 Notice and Waiver of Notice

Notice of a meeting may be given in any way which is reasonably anticipated to alert the recipient of the time, date, location and purpose of such meeting. Membership entitled to notice of a meeting may waive such right, and the attendance of a member entitled to notice of a meeting shall be deemed a waiver of such right without further action, except when a member attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

8.6 Actions Without a Meeting

Any action which the membership may take at a membership meeting, may be taken without a meeting, without prior notice and without a vote if verbal consent is obtained from a majority of the membership in good standing, and such action either approved in writing or digitally by a majority of the membership in good standing; or approved by a majority vote of the membership in good standing at the next membership meeting. If approved by a majority of the Board, a Board member may request a digital vote (typically using email or another technology) on routine business matters requiring timely response that cannot wait until the next membership meeting.

Any action which the Officers may take at a Board meeting, may be taken without a meeting, without prior notice and without a vote if verbal consent is obtained from a majority of the Officers; or approved by a majority of the Officers at the next Board meeting. Any such actions taken without a meeting shall be disclosed at the next membership meeting or Board meeting as applicable, and shall be included in the records of the Organization by the Secretary.

8.7 Meeting Options

All meetings may be conducted in person, by telephone, by video conference, or by any other means or a combination of means by which the Organization can reasonably accomplish business.

8.8 Conduct of Meetings

The Chair, or any other person in membership conducting a meeting of the Organization as provided herein, may use any procedure (including but not limited to Robert's Rule of Order) to conduct such meeting, provided that the procedure maintains good order and decorum, gives all members entitled to speak a reasonable opportunity to express their opinion, but does not result in excessive debate and/or repetition.

If an issue is particularly adversarial or results in a lengthy discussion, the Chair may table the issue for discussion at a later meeting.

8.9 Guests at Meetings

Membership in good standing may bring guests with them to any membership meeting and to other functions of the Organization. Advance notice must be provided five (5) days prior to the meeting, including the name of the guest and reason for their attendance, and be approved by majority vote of the Board.

Guests at meetings must be accompanied by a member and presented by the member to the membership body prior to the start of the meeting. Guests may be required to withdraw during certain discussions at the discretion of the Chair.

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

8.10 Removal from Meetings

Anyone other than Officers and Councilors may be removed from any meeting of the Organization by a majority vote of membership in good standing.

9 ARTICLE IX – CHAPTER MANAGEMENT

9.1 Chapter Oversight

How the Organization interacts with each ONYX Chapter is of critical importance to the success of the overall ONYX organization. Chapters are expected to adhere to their bylaws in the conduct of business and operations. The Organization:

- a. Will provide Onyx chapters with guidance and recommendations on best practices;
- b. Will promote the sharing of materials, documents, templates, tools and education across chapters;
- c. Will assist chapters where practical with matters related to chapter business and initiatives. A chapter may request assistance on a subject with the ONC once that engagement has been approved by the board of the chapter;
- d. Will not engage with individual members of a chapter. The ONC does not have jurisdiction or authority over issues occurring within a chapter. As separate legal entities, chapters are governed by their individual bylaws and legal requirements driven by Federal, State and Local laws; and
- e. Will not interfere with chapter financial planning and management. The assets (funds, materials, etc.) remain solely in control of that chapter with no rights bestowed to the Organization.

9.2 Chapter Formation

When individuals are initially considering a possible formation of a chapter, the requirements list below must be taken into consideration. More detailed information regarding the requirements, process, and timelines for chapter formation are covered in a separate policy document:

- a. The Region for the Chapter-In-Formation (CIF) must be approved by the Organization (ONC);
- b. The Organization will provide a mentor to assist the CIF throughout the process. The ONC Board will by majority vote appoint the sponsor. Appointment may be from within the ONC membership or a member in good standing of another chapter;
- c. The CIF must have a minimum of seven (7) committed individuals who are qualified to eventually serve as Full Brothers. Ideally four (4) of those committed individuals will already be Full Brothers of ONYX through another chapter prior to ratification;
- d. If the CIF does not have four (4) or more active ONYX members, the remaining individuals must pledge as a Full Brother or Associate member of the sponsoring chapter (if possible) during the CIF Process;
- e. The CIF must have an ONYX chapter serve as their sponsor. Typically this is the chapter responsible for and/or closest to the future territory of the CIF and likely where some of the new members already reside. Those individuals that are part of the CIF shall participate in the business and activities of the sponsoring chapter (at a minimum as "guests") to ensure they better learn about ONYX and chapter operations.
- f. The initial Board for the CIF will include the President, Vice-President, Treasurer, Secretary and optionally the Road Captain);
- g. The CIF will be responsible for handling its own finances. At the time of ratification the CIF must have a minimum balance of \$1,000.00 in its treasury;
- h. The CIF must select a home bar(s) for the chapter;
- i. Determine the date / time for CIF monthly or bi-monthly event(s);
- j. Maintain records, logs, pictures and history of all the things done leading up to chapter formation (meeting dates, event dates, participation levels, meeting purpose, etc.);
- k. Build relationships across ONYX and within the community;
- l. Find charities and organizations that the CIF will support. Requirement(s) shall include a significant focus on Gay/Bi Men of Color, the LGBTQIA+ community and areas of import to the community that is the foundation of ONYX;
- m. Establish relationships with adult / fetish based companies;
- n. Create a social media presence consistent with other existing ONYX chapters;
- o. Establish basic infrastructure (tools, domain name, web hosting services, etc.) necessary to support the chapter after ratification.

The high level process for forming a chapter is outlined below:

- a. Write a Request for Formation letter to the ONC, signed by a minimum of seven (7) committed individuals eligible to become Full Brothers, including such information as:
 1. Indicate what's been done to date;
 2. Provide details around preparedness;
 3. Outline and justify the potential territory; and
 4. Demonstrate support from a sponsoring chapter.
- b. ONC assigns a mentor through ratification (the group may only organize informally until the ratification is achieved);
- c. Key Setup Actions;
 1. Adopt the Code of Conduct, and review, update and adopt Bylaws with assistance from the appointed mentor;

2. Obtain an EIN (Note: It can be difficult to change the EIN name);
 3. Establish a Bank Account (generally for a business account an EIN is required);
 4. Establish the business / legal entity, typically either a Corporation or LLC with required Articles of Incorporation; and
 5. Establish organization as a 501(c)(3). This should not be immediately done, as there are requirements that must be met to ensure success. The Organization will provide support for establishing a 501(c)(3); and
- d. Ratification is completed by the ONC, typically executed at Blackout. Ratification may be done in off years at the discretion of the Organization.

9.3 Chapter Revocation

If chapters engage in fraud, violation of any federal, state or local laws, or any conduct unbecoming Men of ONYX, the Organization shall decide by a two-thirds (2/3) majority of membership in good standing, whether that chapter should be served with notice of said violation(s).

If the Organization decides, by a two-thirds (2/3) majority, to do so, the Board of said chapter will be served with notice of the violation(s), and given an opportunity to defend itself before the Organization. That defense shall include a written response from said chapter, as well as an appearance by no more than three (3) officers to present their case to the organization.

The Organization shall decide, by a three-fourths (3/4) majority of membership in good standing, first, whether the charges are sustained by the evidence, and second, what punishment, if any, should be meted out. Punishments may range from nominal to revocation of the chapter's charter.

10 ARTICLE X – PRESENTATION OF COLORS

10.1 Presentation of Colors

The Board, on its own or upon suggestion of a member, may recommend to the membership at a membership meeting that the Organization consider presenting its Colors to another fraternal leather, bear or similar club or organization with whom the members of the Organization share a special relationship and to whom the Organization wishes to award this special honor.

The Colors shall consist of a large insignia patch of the Organization mounted and framed appropriately for hanging and display, unless an alternative version is approved by majority vote of two-thirds (2/3) of the membership in good standing.

The membership shall discuss the matter, and then Chair shall call for a vote. If two-thirds (2/3) of the membership in good standing and present at the meeting vote in favor of presenting the Colors, the Colors shall be presented by the Chair or another Officer to the club or organization at an appropriate event or ceremony.

11 ARTICLE XI – RULES

11.1 Rules

The Organization may adopt, amend, or repeal rules from time to time upon a motion by a member in good standing and approval by a majority of members in good standing, without any prior notice being required. Any rules adopted shall be considered procedural, and not as part of the ONYX Code.

11.2 Record Keeping

The Secretary shall keep a separate record of all rules in force and shall provide written copies thereof to members upon request and to all existing and new members of the Organization.

12 ARTICLE XII – INDEMNIFICATION

12.1 Indemnification

The Organization shall indemnify any Officer or Council Member who is, or is threatened to be made, a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action brought by the Organization), by reason of the fact that such person is or was an Officer or Council Member of the Organization, was acting within the scope of his duties, or was acting at the direction of the Organization or its Officers or members.

Indemnification shall be against all expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines and all other amounts reasonably determined by the Board to have been expended by the person in connection with the matter; provided that the Board shall have first determined, in its sole judgment, that the person acted in good faith and in a manner which he or she reasonably believed to be in (or not opposed to) the best interests of the Organization, or with respect to any criminal action, in a manner which the person had no reasonable cause to believe was unlawful. No such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have finally been adjudged to be liable for gross negligence, misconduct or malfeasance in the performance of his or her duties.

12.2 Insurance

The Organization may, at the discretion of the Board, purchase and maintain Director and Officer (D&O) Insurance and / or General Liability Insurance, which may be endorsed to cover the Officers and Councilors of the Organization, whether or not the Organization would have the power to indemnify such persons against liability under the provisions of Federal, State and Local law.

13 ARTICLE XIII – OTHER KEY PROVISIONS

13.1 Branding

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

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

13.2 Intellectual Property

The Organization may develop and protect copyrights, trademarks, trade names, logos, insignia, patents and other intellectual property as the Organization deems appropriate.

All of the Organization's proposed intellectual property shall first be approved by a majority of the Board, and then submitted to the membership body for approval. If a majority of the membership body in good standing and present at the meeting vote in favor of the intellectual property, the Board shall take all further steps necessary to protect the intellectual property, and a copy thereof shall be placed in the records of the Organization by the Secretary.

13.3 Copyrights

Copyrights are most commonly used for artistic, literary, or intellectually created works, such as novels, music, movies, software code, photographs, and paintings that are original and exist in a tangible medium, such as paper, canvas, film, or digital format.

Copyrights protect ONYX's exclusive right to reproduce, distribute, and perform or display the created work, and prevents other people from copying or exploiting the creation without the copyright holder's permission.

- a. Either the Organization or individual ONYX Chapters shall make recommendations for copyrights to the Organization's Board; and
- b. All copyrights are to be executed by the Organization and not individual chapters.

13.4 Trademarks

Trademarks are typically defined by a word, phrase, design, or a combination that identifies your goods or services, distinguishes them from the goods or services of others, and indicates the source of your goods or services. An example of ONYX intellectual property that would benefit from a trademark is: "EDUCATE | EXPLORE | EMPOWER".

Registering the trademark protects it from being registered by others without permission and helps the Organization prevent others from using a trademark that is similar with related goods or services.

- a. Either the Organization or individual ONYX Chapters shall make recommendations for trademarks to the Organization's Board; and
- b. All trademarks are to be executed by the Organization and not individual chapters.

13.5 Patents

Patents typically cover technical inventions, such as chemical compositions like pharmaceutical drugs, mechanical processes like complex machinery, or machine designs that are new, unique, and usable in some type of industry. It is unlikely that the Organization would need to pursue a patent on behalf of ONYX.

Patents safeguard inventions and processes from other parties copying, making, using, or selling the invention without the inventor's consent.

- a. Either the Organization or individual ONYX Chapters shall make recommendations for patents to the Organization's Board; and
- b. All patents are to be executed by the Organization and not individual chapters.

14 ARTICLE XIV – CODE OF CONDUCT

14.1 ONYX Code

This Code of Regulations, once adopted and amended from time to time, shall be referred to as the "ONYX Code" (formerly known as "The ONYX Men Code").

14.2 Adoption

A proposed ONYX Code shall be drafted and maintained by an ad hoc committee (if needed) and shall be submitted to the Board for review, discussion and amendment. Once a majority of the Board approves the proposed ONYX Code, a copy of the proposed ONYX Code shall be provided to all membership in good standing for review at least twenty-one (21) days in advance of the membership meeting at which the proposed ONYX Code will be discussed.

Any member of the Organization in good standing may comment upon or suggest amendments to the proposed ONYX Code by providing to the Secretary a written comment or the text of a proposed amendment referring to the section to be commented upon or to be amended prior to the membership meeting at which the proposed ONYX Code is to be discussed.

Once all comments and proposed amendments submitted to the Secretary as provided herein have been discussed, the Chair shall call for a vote. If a three-fourths majority of membership in good standing and present at the meeting approve the proposed ONYX Code, the ONYX Code shall be deemed adopted, and the Secretary shall provide a copy of the ONYX Code to all members of the ONYX organization through the Boards of each ONYX Chapter.

14.3 Amendment

The ONYX Code, or any provisions thereof, may be amended or repealed, by a three-fourths (3/4) majority vote of membership in good standing and present at a membership meeting; provided that the text of the proposed amendment has been approved by a majority vote of the Board and further provided that notice and a written copy of the text of the proposed amendment is given in writing to the membership in good standing at least ten (10) days in advance of the membership meeting at which the amendment is to be voted upon. Any amendments which are made to the ONYX Code shall be filed in the records of the Organization by the Secretary.

14.4 Severability

In the event that any provision of the ONYX Code is found to be void, illegal or invalid, such provision shall be severed from the remaining provisions, and the ONYX Code shall be construed as if such provision were not contained herein.

14.5 Priority

If any provision of this ONYX Code shall be inconsistent with the Articles of Incorporation of this Organization as amended from time to time, the Articles shall govern. If any rule adopted by the Organization as provided herein is found to be inconsistent with the ONYX Code and/or the Articles of Incorporation of this Organization as amended from time to time, the ONYX Code and/or Articles of Incorporation shall govern.

14.6 Exceptions

Special exceptions to the ONYX Code may be made at any membership meeting by a two-thirds (2/3) vote of all the membership body in good standing present at the meeting, or, if appropriate, at any Board meeting by a two-thirds (2/3) vote of all Officers present at the meeting, provided that the exception being voted on is specific to a particular person or case.

Any exception approved as provided herein shall not be deemed in any way to permanently amend, alter or rescind, set a precedent with respect to, or waive the effectiveness of, all or any portion of the ONYX Code, except with respect to specific person or case be voted upon.