

BYLAWS OF BLACKOUT LEATHER PRODUCTIONS OF OREGON, INC.

ARTICLE I

NAME

The name of this corporation is BLACKOUT LEATHER PRODUCTIONS OF OREGON, INC. (hereinafter BLP)

ARTICLE II

OFFICES

The corporation shall maintain in the State of Oregon a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at places as the Board of Directors may fix by resolution.

ARTICLE III

PURPOSE

This Corporation shall be organized and operated exclusively for social welfare, civic and charitable purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporation may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

The Corporation's primary purpose is to promote the welfare, health, and education of those communities that fall under the LGBTQ+ / Leather/ SM / Fetish umbrella and to eliminate prejudice against those communities.

ARTICLE IV

NON-MEMBERSHIP

This Corporation shall have no members.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Duties and Qualifications. The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors may, by resolution, adopt qualifications required for membership on the Board of Directors.

Section 2. Number. The number of Board members may vary between a minimum of three (3) and a maximum of fifteen (15), the exact number of which shall be fixed from time to time by resolution of the Board of Directors.

Section 3. Removal. Any Board member may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the Board members entitled to vote at an election of Board members.

Section 4. Vacancies. Vacancies on the Board of Directors and newly created Board Positions will be filled by a majority vote of the Board members then on the Board of Directors.

Section 5. Quorum and Action. A quorum at a Board of Directors meeting shall be a majority of Board members in office immediately before the meeting begins. If a quorum is present, action is taken by the affirmative vote of a majority of directors present. Where the law requires the affirmative vote of a majority of directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is taken by that majority as required by law.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of date, time, place, or purpose of these meetings is required.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting shall be delivered to each Board member personally by telephone or by mail or by electronic communications not less than two (2) days prior to the special meeting.

Section 8. Meeting by telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications.

Section 9. No Salary. Board members shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 10. Action by Consent. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a Board of Directors meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Board members.

ARTICLE VI

COMMITTEES

Section 1. Executive committee. The Board of Directors, at its option, may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be Advisory committees.

Section 3. Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board of Directors shall be composed of two or more Board members, elected by the Board of Directors by an affirmative vote of all Board members in office at that time.

Section 4. Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE VII

OFFICERS

Section 1. Titles. The officers of this corporation shall be the President, Vice-President, Secretary, and Treasurer.

Section 2. Election. The Board of Directors shall elect the President, Vice-President, Secretary and Treasurer to serve one year terms. An officer may be re-elected without limitations on the number of terms they may serve.

Section 3. Vacancy. A vacancy of the office of President or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President. The President shall be the executive officer of the corporation, shall have responsibility for the general management of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. Vice-President. The Vice-President shall assist the President as the President may direct, shall assume the duties of the President in the absence or inability of the President to serve.

Section 7. Secretary. The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following:

- a. Official recording of the minutes of all proceedings of the Board of Directors meetings and actions;
- b. Provision for notice of all meetings of the Board of Directors; and
- c. Any other duties as may be prescribed by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have overall responsibility for handling the financial matters. The Treasurer shall perform, or cause to be performed, the following:

- a. Keeping of full and accurate accounts of all financial records of the corporation;
- b. Deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;
- c. Disbursement of all funds when proper to do so;
- d. Making financial reports as to the financial condition of the corporation to the Board of Directors; and
- e. Any other duties as may be prescribed by the Board of Directors.

Article VIII

CONFLICTS OF INTEREST POLICY - Purpose

The Board of Directors shall monitor the transactions between the corporation and insiders to ensure that any transaction between the corporation and an insider that is a conflict of interest is fair to the corporation and does not grant excessive benefit to the insider. The purposes of this policy are to ensure that directors and officers act loyally to the corporation and that directors, officers and those who exercise substantial influence over the corporation do not use their influence to obtain benefits in excess of fair market value in transactions with the corporation. This policy seeks to ensure that the corporation observes both state and federal laws concerning conflicts and excess benefits transactions.

SECTION 1. Definitions of Insider and Conflict of Interest. For purposes of this policy, “insider” has the same meaning as “disqualified person” under the Internal Revenue Code, 26 USC §4958. The current IRS definition is explained in #1 through #4 below and will need to be updated if the IRS definition changes. In addition, the entities described in #5 and #6 below are also considered insiders.

- a. An insider is any person who exerts substantial influence over this corporation, including directors, officers, Titleholders, other key volunteers, the founders and major donors.
- b. Family members of insiders are also insiders. Family members include the spouse or partner in a civil union recognized by state law; children, grandchildren, great-grandchildren, whole and half-blooded brothers and sisters, and spouses of any of these people; and any ancestors (parents, grandparents, etc.)
- c. Corporations in which an insider owns more than 35% of the voting power, partnerships in which the insider owns more than 35% of the profits and trusts or estates in which the insider owns more than 35% of the beneficial interest are insiders.
- d. An insider who becomes an insider by virtue of #1 through #3 above remains an insider for five years after his or her influence over this corporation ends.
- e. An entity in which a director has a material interest or is a general partner is an insider.
- f. An insider is any other for-profit or nonprofit entity in which a director of this corporation is a director or officer and the entity and this corporation are parties to a transaction that is or should be considered by the boards of both corporations.

For purposes of this policy, a conflict of interest is any transaction between the corporation and an insider, except for (1) transactions in the normal course of operations that are available to the general public under similar terms and circumstances, and (2) expense reimbursements to an insider made pursuant to an accountable plan under IRS Reg. 1.62-2(c)(2).

SECTION 2: Procedure. In order to ensure that transactions with insiders are fair to the corporation and comply with state and federal laws:

- a. When the corporation engages in a transaction with an insider that constitutes a conflict of interest, the Board shall handle the transaction as follows: The Board shall exclude any insider that has a conflict of interest with respect to the transaction from all discussion and from voting on the transaction. The Board may ask questions of the insider prior to beginning its discussion.

SECTION 3: Compliance with this Policy. In order to ensure compliance with this policy:

- a. On an annual basis, the Secretary of the corporation or the Secretary’s designee shall develop and maintain a list of insiders who engage in or are reasonably likely to engage in transactions that constitute conflicts of interest with the corporation during the year.

b. The officers, directors and key employees shall each year disclose interests that could give rise to a conflict of interest under this policy. Such disclosure shall be made on a Disclosure and Acknowledgment form similar to the one attached to this policy as Appendix A and shall be filed with the Secretary or the Secretary's designee.

c. The Secretary or the Secretary's designee shall monitor and enforce compliance with this policy by reviewing the list of insiders and the Disclosure and Acknowledgment forms each year and by bringing potential or actual conflicts to the attention of the President of the Board. The President shall disclose conflicts to the Board as they arise and ensure that the procedures in this policy are followed.

d. The Secretary or the Secretary's designee shall convey the list of insiders identified above to the President and shall instruct the President to notify the Board if the President or any Board Member or Titleholder plans to engage in a transaction with an insider that constitutes a conflict of interest, including payment or reimbursement for business or travel expenses of the insider and/or members of the insider's family not made pursuant to an accountable plan under IRS Reg. 1.62-2(c)(2). If so, the Board shall monitor the transaction to ensure that it complies with the procedure in Section 2 above.

SECTION 4: Delegation to Committee. The Board may delegate its responsibilities under this policy to a committee of the Board. The committee shall comply with this policy and shall report its decision to the Board in a timely fashion.

Article IX

RECORDS POLICIES - TRANSPARENCY POLICY

The corporation desires to be as transparent as possible consistent with good management and its obligations to protect the privacy of donors, volunteers, clients, and other persons or entities. The corporation shall make its Articles of Incorporation, any amendments or restatements to the Articles, its bylaws, its Conflict of Interest policy, its Form 1023 and related correspondence with the IRS, its most recent three years of the Form 990, and recent financial statements available to the public for inspection and copying upon request.

The documents described above shall be available for inspection upon request at the corporation's office during regular business hours.

The corporation shall comply with the requirement that it provide copies by posting these documents on the corporation's website in a .pdf format.

BOARD AND COMMITTEE MINUTES POLICY

The Secretary shall perform, or cause to be performed, the official recording of the written consent actions and minutes of all proceedings of the Board of Directors meetings and of all actions and proceedings of any committee that exercises board authority. The Secretary shall ensure that these records are kept in a permanent file whose location is known to the Secretary. The Secretary may delegate performance of some or all of these duties but shall oversee the performance to ensure that it is satisfactory.

DOCUMENT RETENTION AND DESTRUCTION POLICY

This corporation is committed to ensuring that records are retained as appropriate and as required by law and that unlawful destruction of documents does not occur.

- a. Prohibited Behavior. No officer, director, or volunteer of this corporation shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States or any state or its subdivisions.
- b. Discipline. Any person described in Paragraph A of this policy found to have knowingly violated Paragraph A shall be subject to appropriate disciplinary action up to and including discharge according to the findings of the complaint investigation.
- c. Retention of Documents. The following documents shall be retained as described:

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
IRS application materials and exemption letter	Permanently
Minute books, bylaws, Articles of Incorporation and Amendments	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Restricted donations and endowments	Permanently
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years

SPECIAL FINANCIAL POLICIES

Review of Form 990. Each board member shall be provided a copy of the Form 990 or 990-EZ for review before it is filed. The Treasurer shall conduct a thorough review of the Form 990 or 990-EZ and shall report to the board in a timely fashion the results of his/her review of the Form 990 or 990-EZ and associated State of Oregon filing (CT-12).

Joint Ventures. A joint venture is an agreement between the corporation and another person or entity to undertake economic activity together. The board shall carefully consider any agreement under which the corporation plans to participate in a joint venture with another organization that is not exempt under §501(c)(3). The board shall arrange for legal review to ensure that the agreement does not violate the corporation's §501(c)(3) status.

ARTICLE X

AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by an affirmative vote of all directors present, if a quorum is present. Prior to the adoption of the amendment, each Board member shall be given at least thirty (30) days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment. Notice shall be delivered to each Board member personally by mail or by electronic communications; notice shall also be posted on the corporation's website.

ARTICLE XI

CORPORATE INDEMNITY

This Corporation may indemnify its officers and directors to the fullest extent allowed by Oregon law.

ARTICLE XII

ARTICLE OF DISSOLUTION

Upon the dissolution of Blackout Leather Productions, assets shall be distributed in accordance with the IRS and State of Oregon requirements in force at that time. In no case will assets inure in any private individual or to any organization not recognized as a 501(C)(3) corporation.

DATE ADOPTED: February 19, 1997

Amended: May 21, 2011

Appendix A

CONFLICTS OF INTEREST DISCLOSURE AND ACKNOWLEDGMENT STATEMENT

[Each Officer, Board Member, and Titleholder should sign and submit this form annually.]

Disclosure

Please report below any transactions or potential transactions between our corporation and you, a family member or a business or corporation with which you are connected within the meaning of the Conflict of Interest Policy.

You have an ongoing obligation to notify the Board promptly of any such transactions that subsequently arise.

List of Transactions Involving Conflicts or Potential Conflicts

Please list any conflicts here:

Acknowledgment

I have received and read and will comply with the Conflicts of Interest Policy of this corporation. I affirm that, other than the interests reported, I am aware of no conflicts of interest that I have or may have within the meaning of the Conflicts of Interest Policy.

Signature

Print Name

DATE: _____

Please submit this form to the Secretary of the corporation and retain a copy for your records.