



GWNN Bylaws

Preamble

We, the members of the 501c7 non-profit social club known as The Group With No Name (GWNN), in pursuit of self-direction and governance for the promotion of a community of like-minded individuals oriented to a consensual positive and dynamic interest and/or lifestyle of alternative sexuality and/or kink, where these terms are understood to include Bondage & Discipline, Dominance & submission, and Sadomasochism (BDSM), responsible fetish practices, power exchange dynamics, the Leather subculture and non-monogamous relations (Polyamory, Swing), in a manner committed to the full inclusion of all sexual orientations, gender identities and gender expressions, do hereby establish these Bylaws for our governance.

Article I The Group With No Name

1.00 Mission Statement

GWNN is a gateway organization focusing on education, advocacy, acceptance and social interaction for the alternative sexuality and/or kink lifestyle.

Article II Membership

1.00 Eligibility

GWNN is a membership organization, conveying certain benefits to individuals meeting the criteria as members. Membership in GWNN is open to all individuals 18 years of age or older interested in a BDSM/Leather lifestyle, of positive attitude regarding such lifestyles, and have no criminal record involving sexual contact involving violence or a minor. The Board may, at its discretion, allow a dispensation for a minor or a statutory infraction.

2.00 Enrollment

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

3.00 Participation

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



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4.00 Conduct

Members agree to conduct themselves in accordance with the documented policies and procedures of GWNN when attending GWNN functions. Where no formal standard has been documented, the prevailing standards of the BDSM/Leather communities shall apply. Official actions taken in support of GWNN functions fall subject to this section, as do actions taken by those officially representing GWNN at non-GWNN functions. Other actions by GWNN members at non-GWNN functions will not be subject to GWNN discipline in any other instance with two exceptions. **1)** If the leadership of at least two independent BDSM/Leather groups identify an individual as a threat to their group and offer **written evidence** in support of their claim of misconduct at or towards their event(s), the GWNN Board may elect to take preemptive action to protect GWNN and its membership or **2)** if someone files a written complaint about a GWNN member alleging behavior against themselves that would be criminally or civilly prosecutable or egregiously in violation of local BDSM community standards, the Board may, at its discretion, initiate an investigation upon receipt of such a written complaint and evidence of the alleged offense. Examples may include, but are not limited to, intentionally outing someone in order to harm them or willful violation of consent in private play.

Article III Leadership

1.00 Leadership Mission Statement

The elected officers of GWNN and their duly appointed representatives shall perform tasks, recruit and utilize volunteers, establish policies and procedures (both general and specific to the various offices) and raise and expend GWNN resources to maintain the tradition of holding periodic functions (including but not limited to munches and parties) for the benefit and enjoyment of GWNN's membership, while giving due consideration to the health, safety, security, comfort, convenience, enjoyment and anonymity of GWNN members. They may also perform such tasks, commit resources and expend funds as they deem necessary to support the larger BDSM community when such activity does not harm GWNN's ability to fulfill its primary mission.

2.00 Leadership Structure

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



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3.00 Responsibility

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

3.10 General Responsibilities

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

3.11 Appointed Positions

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

3.12 Elected Positions

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

3.20 Responsibilities of the President

The President shall serve as Chief Executive Officer to GWNN, executing the decisions and resolutions of the Board. The President shall be responsible for ensuring that policies and procedures are established, maintained, and executed in accordance with the will of the GWNN membership. The President may only cast a vote in Board decisions relating to non-financial matters in the event that the Board is equally divided. The Office of the President shall also carry the responsibility to Veto (i.e. disapprove) any decision or resolution of the Board, other than his or her removal from office, that he or she feels is contrary to the best interests of GWNN.

3.21 Responsibilities of the Treasurer

The Treasurer shall serve as Chief Financial Officer to GWNN, managing finances and administer the fiscal matters of the organization. The Treasurer shall be responsible for ensuring development and board review of financial policies and procedures. The Treasurer shall provide a financial report at each Board meeting and make financial information available to the members at large as stated in the Open Book Policy. The Treasurer shall hold, secure, and disburse cash funds for normal and usual uses. The Treasurer may only cast a vote in Board decisions relating to financial matters in the event that the Board is equally divided.



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3.30 Responsibilities of the Arbiter

The Arbiter shall serve as a liaison between the membership and the officers of GWNN; shall provide for communication and resolution of conflicts occurring between the members and leadership; and shall conduct referendum votes on behalf of the membership. The Arbiter is obligated to recuse him/herself from administering any referendums which propose the removal of the Arbiter from office, or referendums which otherwise affect the Arbiters office, authority or powers.

3.40 Responsibilities of the Board

The Board shall, as a whole, be responsible for establishing and maintaining policies and procedures for the transaction of GWNN business and administrative functions. They shall establish and enforce rules for member and guest conduct at functions as well as policies and procedures governing the discipline of attendees of those functions. Official GWNN communication channels shall be considered a virtual function and fall under these responsibilities.

3.50 Removal from Office

Any officer may be removed from office if a simple majority of the voting membership shall approve of his or her removal in a referendum held according to these Bylaws. The Board may remove a Board member, Treasurer, or the Arbiter from office if all of the remaining Board members and the President approve of their removal. The Board may remove the President from office if all five (5) board members and Treasurer approve of his/her removal. In the case of the removal of the President, presidential veto power is suspended. Removal from office shall be effective immediately.

3.60 Board Meetings; Board and Presidential Veto

3.61 Board Meetings and Quorum

A Board meeting may be publicly announced, scheduled meeting with adequate advanced notice and a quorum. A Board meeting with a quorum can conduct GWNN business, make and approve resolutions and motions. A quorum is defined as a minimum of one-half of the current Board members (rounded down), plus one. While the Board has vacancies, it will be a priority of the Board at every Board meeting to attempt to fill vacant positions. Meeting minutes will be maintained and processed in accordance with Article III, Section 3.63. Any Elected Official who feels that sufficient notice of the Board meeting was not provided may take the matter to the Arbiter.



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3.62 Resolution Enactment Process

A simple majority of votes from voting officers is required to approve a resolution or motion. Any officer that does not vote either yes or no to the resolution or motion is not counted as voting. The President has the right to vote only in the event of a tie among voting board members. The Arbiter is not a voting officer. The approved resolution or motion becomes effective immediately and officially recorded in the minutes. The President may veto any passed resolution or motion, thus invoking the Veto Process outlined in Article III, Section 3.65. Should the President not be in attendance at a Board meeting held in accordance with Article III, Section 3.60, then the approved resolution/motion implementation is delayed until the process contained in Article III, Sections 3.63, 3.64, 3.65 and 3.66 has been completed.

3.63 Board Reporting Requirement

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

3.64 Presidential Review Responsibilities

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

3.65 Presidential Veto

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



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3.66 Board Veto Review and Process

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

3.70 Open Book Policy

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

4.00 Powers and Authority

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

4.10 General Powers

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

4.20 Presidential Powers

The President shall have the authority and power to:

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



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4.21 Treasurer Powers

The Treasurer shall have the authority and power to:

- Cast the deciding vote in the event the Board is equally divided relating to financial matters;
- Manage finances and administer fiscal matters of GWNN;
- Preside over event budgets including but not limited to Bash.

4.30 Arbiter Powers

The Arbiter shall have the authority and power to:

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

4.40 Board Powers

The Board shall have the authority and power to:

- Raise and expend funds in the interest of meeting the GWNN vision statement (Article I, Section 1, paragraph 1)
- Enter into contracts, or grant the authority for others to enter into contracts, in the name of GWNN.
- Execute the letter and intent of these bylaws.
- Pay any debts incurred by GWNN.
- Make governing decisions and resolve issues in accordance with these Bylaws.
- Dispose of GWNN goods and properties in the event that the membership votes to disband the group through a properly executed referendum.
 - Equipment is to be auctioned off. The new owner will take possession after a final party.
 - The Board shall organize a final party that will be free to the members of GWNN using monies currently available.
 - Any items left by the end of the party will be donated to the Austin BDSM community. Recipient(s) will be chosen by the Board.



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4.50 Absence of the President or Arbiter from GWNN Functions

The GWNN Arbiter and president must appear at all GWNN functions in order to exercise the responsibilities of their offices. In order not to impede these functions each of these officers must have a self-selected list of substitutes with an order of succession for each. The Arbiter's substitutes can not include any other GWNN officials. The President's substitutes must include all board members in succession. The designated substitute will have all the powers and responsibilities of the office for the duration of the elected official's absence, or the duration of the GWNN function, whichever is shorter. At board meetings (if the President is absent, recused or abstaining, etc.) the substitute's authority will include only the right to preside over the board meeting and only that portion of the board meeting in which the President is absent, recused, or abstaining. The substitute will vote as a board member, but not have the ability to break tie votes or veto resolutions or motions. The Arbiter is not required to attend Board meetings.

Article IV Elections, Referendums, and Amendments

1.00 Election of Officers

Election of officers shall be conducted every year at a munch in the month of October. The Board shall appoint an election committee to oversee the election of officers. Appointment to this committee shall be open to any GWNN member in good standing, including officers. The election committee shall consist of five members, one to be appointed by the President, one to be appointed by the Arbiter, and three to be selected and approved by the Board of Directors. At least two of these positions must be members that do not hold office in GWNN. The President and Arbiter may not appoint themselves. Each officer position will be elected for a two (2) year term of office. Terms of office will be staggered such that the President and Board positions 1, 2 and 3 are elected in even years; the Treasurer and Board positions 4 and 5 are elected in odd years. In the event of a vacancy during the first year of a two-year term in office, GWNN members will elect a one year replacement in October in order to maintain the staggering of positions with the exception of the office of President and or Treasurer. The Arbiter will be elected every year.

1.10 Election Policies and Procedures

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



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1.20 Transfer of Power

Newly elected officers shall take at the November party. Every year, the incumbent officers shall transfer power and all GWNN assets to the newly elected officers no later than the December munch. Except in the case of resignation or removal, the previous officers shall remain in their duly elected positions and continue to conduct GWNN business in accordance with these Bylaws until such time as the new officers take office.

2.00 Right of Referendum

The membership of GWNN shall never be denied the right to address any issues by a direct and binding referendum. Proposals appropriate for referendum only include the removal of a Board member from office, modification of the Bylaws, or overruling a decision of the leadership. In these cases, referendums shall be valid and immediately effective when a simple majority of the voting membership in an open and fair election shall approve said proposal. Casting a vote on a referendum must be done in person.

2.10 Calling a Referendum

A referendum shall be called when the written proposal to be approved is presented to the Arbiter at a munch and an order to hold a referendum on the stated proposal is presented and endorsed by twelve members in the presence of the Arbiter. These two documents must be presented at the same munch. Additionally, the Board may propose a referendum to the Arbiter without the necessity for member endorsements when a simple majority of the Board deems it necessary.

2.20 Announcement of Referendums

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

2.30 Tied Vote in a Referendum

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

3.00 Miscellaneous Policies and Procedures

The Board shall establish policies and procedures for the filling of mid-term vacancies until the next elections in October, the transfer of power and assets from incumbent to newly elected leadership, and operating during the absence of the President, the Arbiter and/or key Board positions.



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4.00 Amending the Bylaws

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

5.00 Definitions

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

Article V Ratification

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