

# **BY-LAWS OF Bear History Project International**

## **ARTICLE I: NAME AND PURPOSE**

### **Section 1: Name**

The name of the organization shall be **Bear History Project International**, hereinafter referred to as the "Organization."

### **Section 2: Purpose**

The Organization is organized exclusively for charitable, educational, religious, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code). The purpose of the Organization is to:

- **Capture the history of the bear movement, so its not lost as community members leave us.**
- **Make sure the definition of the Bear Community matches the diversity of its members – specifically: including: non-North-American, non-Anglo-Saxon (English-speaking) members of beardom.**

## **ARTICLE II: MEMBERSHIP\***

### **Section 1: Membership Eligibility\***

Membership\* in the Organization shall be open to any individual or entity that supports the mission and goals of the Organization. Membership categories, rights, and responsibilities shall be determined by the Board of Directors. (\*BHPI does not have voting Members. There is a presence that interested parties can subscribe to: Facebook, an email list, Instagram, YouTube pages, and so on.)

### **Section 2: Voting Rights**

Each member in good standing shall have one vote on matters submitted to a vote of the membership. (Note: members of the Board vote on all substantive matters, but the Board holds meetings to gather interest/opinions about ways to proceed.)

## **Section 3: Termination of Membership**

Membership may be terminated by resignation, failure to meet membership requirements, or by a two-thirds vote of the Board of Directors for cause.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section 1: General Powers**

The affairs of the Organization shall be managed by its Board of Directors.

### **Section 2: Number and Composition**

The Board shall consist of no fewer than **4** and no more than **9** directors. The exact number shall be determined by resolution of the Board.

### **Section 3: Term of Office**

Directors shall serve for a term of **2** years and may be re-elected for up to **3** consecutive terms.

### **Section 4: Election**

Directors shall be elected by a majority vote of the members present at the annual meeting.

### **Section 5: Meetings**

- **Regular Meetings:** The Board shall hold regular meetings at least **annually**. (Initial annual meeting coordinated with the International Mr. Leather competition at the end of May 2025.)
- **Special Meetings:** Special meetings may be called by the Chairperson or at least two directors with written notice.
- **Quorum:** A quorum for conducting business shall consist of a majority of directors.

### **Section 6: Vacancies**

Vacancies on the Board may be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall serve for the remainder of the unexpired term.

## **Section 7: Removal**

A director may be removed for cause by a two-thirds vote of the remaining directors.

## **Section 8: Specific positions:**

Each Board can elect people to specific positions, once the Board itself is voted in. (Who is the President, who is VP, and so on.)

## **ARTICLE IV: OFFICERS**

### **Section 1: Officers**

The officers of the Organization shall include a President (or Chairperson), Vice President (or Vice Chairperson), Secretary, Treasurer, and any other officers deemed necessary by the Board.

### **Section 2: Election and Term**

Officers shall be elected annually by the Board and serve for a term of one year or until their successors are elected.

### **Section 3: Duties**

- **President/Chairperson:** Presides over meetings, represents the Organization, and ensures implementation of Board decisions.
- **Vice President/Vice Chairperson:** Assists the President and assumes duties in their absence.
- **Secretary:** Maintains meeting minutes, records, and organizational documents.
- **Treasurer:** Oversees financial affairs, prepares budgets, and ensures proper financial reporting.

## **ARTICLE V: COMMITTEES**

## **Section 1: Standing Committees**

The Board may establish standing committees as needed, such as Finance, Fundraising, or Programs Committees. Each committee shall have a chair appointed by the Board.

## **Section 2: Ad Hoc Committees**

The Board may establish ad hoc committees for specific purposes as needed.

# **ARTICLE VI: FINANCIAL MANAGEMENT**

## **Section 1: Fiscal Year**

The fiscal year of the Organization shall begin on **June 1** each year and end on **May 31** the following calendar year. The outgoing Board reports on the past year. Early in the new year: the new Board sets priorities for that year.

## **Section 2: Budget**

An annual budget shall be prepared by the Treasurer and approved by the Board prior to the start of each fiscal year.

## **Section 3: Financial Records**

The Organization's financial records shall be maintained in accordance with generally accepted accounting principles (GAAP).

## **Section 4: Audits**

An independent audit or financial review shall be conducted annually or as required by law.

# **ARTICLE VII: CONFLICT OF INTEREST POLICY**

The Organization shall adopt and enforce a conflict-of-interest policy to ensure that decisions are made in the best interest of the Organization without undue influence from personal interests.

# **ARTICLE VIII: AMENDMENTS**

These By-Laws may be amended by a two-thirds vote of members (Board) present at any meeting where a quorum is established, provided that notice has been given at least **30** days prior to such meeting.

## **ARTICLE IX: DISSOLUTION**

Upon dissolution of the Organization, any remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or distributed to federal, state, or local government for public purposes. Any such assets not disposed of shall be disposed of by a court with jurisdiction over such matters.

## **ARTICLE X: NON-DISCRIMINATION POLICY**

The Organization does not discriminate on the basis of race, color, religion, gender identity or expression, sexual orientation, national origin, age, disability, marital status, or military status in its programs or activities.

By signing below, we certify that these By-Laws were adopted on this day:

**Date:** \_\_\_\_\_

**President/Chairperson Signature:** \_\_\_\_\_

**Secretary Signature:** \_\_\_\_\_

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