

## **Bylaws of Academy of Fetish Arts**

(Revised and Approved January 05, 2022)

### **ARTICLE I. NAME, PRINCIPLE OFFICE, AND PURPOSE**

1.01 The name of the Company shall be Academy of Fetish Arts (AFA).

1.02 Location: The AFA shall maintain in the State of Ohio a registered office and a Registered Agent at such office. The principle office of the AFA, and such other offices as the activities of the AFA may require, shall be located at such place or places in the State of Ohio as may be designated by the Board of Directors.

1.03 Change of Address: The Board of Directors is hereby granted full power and authority to change the principle office of the AFA from one location to another within the State of Ohio. Any such change shall be noted by the Recording Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

1.04 Purpose: The purpose of the AFA shall be:

To provide educational, social, and recreational activities, lectures, demonstrations, workshops, conferences, meetings, written materials and electronic access to said materials, to provide skills and technique training and speaker training, to promote the practice of risk-aware and consensual sexual activities in personal relationships, to promote safer sex practices, provide AIDS, CPR and First Aid education, to raise funds for the work of the AFA and for charitable organizations, to foster interaction among the heterosexual, lesbian, gay, bisexual, and transgendered communities, and to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the US Internal Revenue Code of 1984 ("Code"), as the same may be amended or supplemented, and other such laws governing Ohio nonprofit Companies exempt from Federal income tax under Code Section 501(c)(7).

### **ARTICLE II. MEMBERSHIP**

2.01 Members: The AFA shall have members, who shall be classified by one of the following membership categories: Annual, Lifetime, and Hall of Fame. Membership is based upon both ongoing and continuing support of the club as shown by the individual's good conduct, monetary contributions, donation of labor, and regular attendance at club functions. Persons must be nineteen (19) years of age or older to be eligible for any of the categories of membership without condition. The Board may, at their discretion, offer additional membership categories for educational and promotional purposes.

- a. Annual Members: Any natural person who pays the annual membership dues shall be in the category known as Annual Members. Annual memberships are renewable at the current rate when their membership expires.

- b. Lifetime Members: Any natural person who pays the lifetime membership dues shall be in the category known as Lifetime Members. Lifetime memberships do not expire.
- c. Hall of Fame Members: As recognition for outstanding contribution to the success and well-being of the organization, the Board of Directors may add a Member to the category known as Hall of Fame Members. Hall of Fame memberships do not expire.

2.02 Eligibility for Membership: Any natural person over the age of 19 years and legally competent is eligible to be a Member of the AFA, except that persons required to register as Sex Offenders shall be excluded from Membership. The Board of Directors or the Members may, from time to time, set forth additional eligibility requirements for Memberships, provided that Memberships shall not be refused because of an applicant's race sex, gender, sexual orientation, relationship / marital status, physical disability, HIV status or age (provided the applicant is at least 19 years of age and legally competent) or any other forms of discrimination not allowed by Ohio State law.

2.03 Qualification of Members: Any natural person eligible for Membership under Section 2.02 of these Bylaws is qualified for Membership only after such person has satisfied the following qualifications:

1. Attendance at one (1) or more orientation/education sessions, in such form and manner as determined, from time-to-time, by resolution of The Board of Directors;
2. Submission of an application form approved by the Board of Directors which shall provide that the applicant agrees to abide by the Bylaws of the AFA and any other Rules or Regulations adopted by the Board of Directors. The application shall state the legal name and best form of contact of the applicant.
3. Submission of an agreement in writing to: keep and hold the names and best form of contact of the Members in strictest confidence; not to sell, transfer, disclose, disseminate or otherwise use the names and best form of contact of the Members for any commercial or other purpose or reason that is not directly related to the express purposes and good of the AFA.

2.04 Admission to Membership: Any natural person, eligible and qualified for Membership under Sections 2.02 and 2.03 of these Bylaws, shall be admitted to Membership on the approval of the Board of Directors or a Membership Committee duly authorized, by resolution, to admit Members, upon receipt of a written application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors, and on the payment of the appropriate dues as specified in Section 2.05 of these Bylaws.

2.05 Dues: The dues payable to the AFA by Members shall be in such amounts as shall be determined by resolution of the Board of Directors. In cases of hardship, a member's dues may be waived by a majority vote of the Board of Directors.

2.06 Number of Members: There shall be no limit on the number of Members the AFA may admit to membership. Member admittance to AFA events will be determined by the occupancy permit of the venue.

2.07 Membership Records and Cards: The AFA shall keep in written form, or in any form capable of being converted into written form, a Membership book or database containing the legal name and preferred email address and/or Fetlife screen name of each Member. The book shall also contain the dates of acceptance and/or termination and the date on which such Membership ceased. Such book shall be subject to such rights of inspection as required by law. The AFA shall issue Membership cards or similar devices to Members that serve to identify Members qualifying to use the facilities or services of the AFA.

2.08 Benefits of Membership: All Members in good standing will receive a membership card, priority entry to meetings and events, and other benefits as designated by the Board of Directors.

- a. All Annual, Lifetime, and Hall of Fame Members in good standing have the right to attend any non-Executive Session meeting of the Board of Directors and have the right to be heard on any agenda item or item of new business provided, however, the amount of time allowed to each member shall be governed by the number of members who wish to address the Board and the time allotted for the meeting.
- b. Each Annual, Lifetime, and Hall of Fame Member in good standing shall have one vote in the election of the Board of Directors. Members must register to vote before elections are opened to qualify for Registered Voting Member status as described in Section 11.04 below. Such voting will be conducted as defined in Section 3.02(f) below. All Registered Voting Members in good standing are entitled to vote on matters submitted to a vote of the membership of the AFA. All other categories of membership do not have voting privileges.
- c. All Hall of Fame Members shall receive complimentary or discounted admission to AFA events, as determined by the Board of Directors on a per-event basis. Hall of Fame Members may receive additional benefits as determined by resolution of the Board of Directors.

2.09 Termination Of Membership:

- a. The Membership and all rights of Membership shall automatically terminate on the occurrence of any of the following causes:

1. The voluntary resignation of a Member with written request for such termination delivered to the Chairperson or Secretary of the AFA personally, electronically or deposited in United States (first class) mail, postage prepaid;
  2. Where a Membership is issued for a period, the expiration of such period;
  3. The death of a Member; and/or
  4. The non-payment of dues.
- b. The Membership of any Member who fails to abide by the Bylaws or any rules, regulations, and/or policies adopted by the AFA Board of Directors may be suspended or terminated upon a determination of such failure by the AFA Board at any regular, special, or emergency meeting, that warrants such action. The Member will be given a written notice of the suspension or termination of Membership stating the reasons.

### **ARTICLE III. BOARD OF DIRECTORS**

3.01 Management: Except as otherwise provided in the AFA's Operating Agreement and Procedures, the business, property and affairs of the AFA shall be managed by or under the direction of the Board of Directors. It shall be the Board's duty to ensure that the objectives and purposes of the AFA are carried out; to this end, the Board may exercise all powers of the AFA, subject to the restrictions and obligations set forth by statute and the AFA's Operating Agreement, Procedures and Bylaws.

3.02 Number, Eligibility, Election, Tenure and Vacancies:

- a. The number of Directors, which shall include the Officers of the AFA, shall be fixed at five (5) members to be elected by the voting membership.
- b. Qualified Candidates for the Board of Directors must:
  1. Be current Annual, Lifetime, or Hall of Fame Members of the AFA; and,
  2. Have been a member for a total of two (2) years of membership prior to the date of the election; and,
  3. Be in good standing for their most recent 24 months of member prior to the election; and,
  4. Contributed a minimum of 100 hours of volunteer work to AFA within the two (2) years prior to the date of the election; and,
  5. Agree to maintain their membership status throughout their terms.
- c. No two (2) persons involved in any personal relationship are eligible to serve on the AFA Board simultaneously. Questions of such relationships shall be determined by a majority vote of the Board at a meeting where a quorum is present. Those in question must recuse themselves from such a vote. Should two (2) or more such persons be elected simultaneously, all but one (1) of such persons must resign.

- d. By March 15th of each election year, the existing AFA Board shall appoint an Election Chair to conduct the election and announce said appointment to the membership of the AFA.
- e. Qualified candidates may seek election to the AFA Board by filing a Statement of Candidacy with the Election Chair by 11:59 p.m. Eastern time on March 25th of the year in which they seek election.
- f. With the exception of Directors appointed by the AFA Board to fill a vacancy as provided for in Section 3.02(h) herein, Directors shall be elected by the Registered Voting Members. The election chair shall notify all qualified Registered Voting Members of the candidates and all election rules and procedures on or before April 1st each year. Elections shall be held by electronic means via web-based polling software such as BallotBin that limits each qualified voting member to one set of votes. The election shall be open at 12:01 am on April 1st and be completed at 11:59 pm on April 15th. Results shall be announced not later than April 17th.
- g. Directors shall be elected each even numbered year for terms of two years. Terms begin on May 1st of the election year and terminate on April 30th two years later. Should a vacancy occur, the board may appoint a replacement to fill out the remainder of that term, as provided for in Section 3.02(h) below.
- h. Should fewer than five (5) candidates stand for election by the membership, or should a vacancy occur, the AFA Board shall appoint additional Directors, provided the size of the AFA Board does not exceed five (5). Such appointment must be made by a unanimous vote of the Board members. Such vacancies can only be filled by those who meet the qualifications set in Section 3.02(b).
- i. In the event that two or more candidates receive the same number of votes for a seat on the board, a run-off election between those candidates shall be conducted in accordance with the procedure outlined in Section 3.02(f). The runoff election shall be open at 12:01 am on April 18th and be completed at 11:59 pm on April 26th and results of that election announced no later than April 28th.

3.03 Annual Meeting of the Board of Directors: The annual meeting of the Board of Directors for disclosure of financial condition and the transaction of such business as may properly come before the meeting shall be held no later than November 15<sup>th</sup> of each year, at such time and place, as the Board, by resolution, may choose.

3.04 Regular Meetings of the Board of Directors: The time and place of regular meetings of the Board shall be fixed by resolution of the Board and announced to the membership. An agenda for the regular meeting of the Board shall be prepared by the secretary and distributed to all members of the Board prior to the meeting.

3.05 Special Meetings of the Board of Directors: A Special Meeting of the Board shall require a three (3) day notice, and may be called without statement of a purpose for the meeting. A petition signed by or electronically ratified by a minimum of one-third (1/3) of the Board members may call Special Meetings of the Board. A Special Meeting shall require a quorum, and any action taken at a Special Meeting shall require a majority of those present at the meeting, as provided for in these Bylaws.

3.06 Emergency Meetings of the Board: Emergency Meetings of the Board may be called on twenty-four (24) hour written notice that is electronically transmitted from three members of the Board. Emergency Meetings must be called for a specific purpose. An Emergency Meeting shall require a quorum, and any action taken at an Emergency Meeting shall require a majority of those present at the meeting, as provided for in these Bylaws.

3.07 Notice or Waiver of Notice:

- a. No notice shall be required for regular meetings for which time and place have been fixed by resolution of the Board.
- b. Notice of Special Meetings or for Emergency Meetings of the Board shall be delivered to all Board members in writing by registered mail, overnight courier, and/or by email and must specify the date, time, location, and, if necessary, the purpose of the meeting. Notice provided by email shall be deemed given when directed to an electronic mail address at which the Director has consented to receive notice.
- c. Directors may waive notice of any meeting in writing, and the attendance of any Director at any meeting shall constitute a waiver except when a Director attends to object, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- d. The notice requirements of meetings of Sections 3.04, 3.05 and 3.06 hereof shall apply to all meetings of the Board unless all Directors holding office are participating, can hear each other, and orally waive such notice at the beginning of the meeting.

3.08 Quorum: A majority of the voting Directors in office shall constitute a quorum for the transaction of any business of the Board. A majority of the Board of Directors present, whether or not a quorum is present, may adjourn a meeting of the Board.

3.09 Manner of Acting: Except as otherwise provided herein, at a meeting where a quorum is present, a majority vote of the Directors present shall be required to constitute an act of the Board. Each Director present shall be entitled to one (1) vote on all matters submitted to a vote of the Board.

3.10 Agents, Accountants and Attorneys: The Board shall employ such agents, accountants and attorneys as are necessary to assist the Board in discharging its obligations and fulfilling the fiduciary duties.

3.11 Resignation: A Director may resign at any time by giving written notice sent via mail or electronic mail to the Chair, the Secretary, or the entire Board. Unless otherwise specified, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

3.12 Action by Consent: Any action required to be, or which may be, taken by the Board may be taken without a meeting if all members of the Board consent. The consent must be in writing, stating the action to be taken and including the signature of all Board members. In Lieu of a written signature, an email to the entire Board from the absent director may be accepted. The consent will be filed with the AFA records.

3.14 Meeting by Telephone or Similar Communications Equipment: The members of the Board of Directors, or any committee thereof, may participate in any meeting of the Board of Directors or any such committee, as the case may be, by means of which all persons participating can hear and speak with each other. Participating in such meeting shall constitute the presence in person by such member at any meeting.

3.15 Minutes: The minutes of each meeting of the Board shall be recorded by the Secretary and shall include results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board. If the Secretary is not present at any portion of a meeting, the Chair shall appoint another Member of the AFA to record the minutes during that period.

3.16 Removal: If the interests in the AFA would be served thereby, any director may be removed from office by:

1. a unanimous vote of the other directors; or,
2. the affirmative vote of three-fourths (3/4) of the votes cast by registered voters in good standing at a properly noticed meeting of the membership at which at least sixty percent (60%) of the registered voting members are present.

#### **ARTICLE IV. OFFICERS OF THE AFA**

4.01 Officers of the AFA: The Board of Directors of the AFA shall include the Officers – the Chairperson, the Secretary, and the Treasurer. Additional Board of Directors members shall be the Vice-Chairperson and Director At Large.

4.02 Election and Term; Qualifications: Board of Directors Candidates shall run for two-year terms of specific positions within the Board and shall be elected to such by the voting membership. Eligibility requirements as defined in Section 3.02(b) apply.

4.03 Chairperson: The Chairperson shall be the Chief Executive Officer of the AFA; responsible for the day-to-day operations of the AFA, negotiation and signing of agreements, and perform such duties as may be prescribed by the Board of Directors.

4.04 Vice Chairperson: In the absence of the Chairperson, the Vice-Chairperson shall assume the Chairperson's duties. As Membership Director, they shall promote new and renewal memberships. Duties may include networking with local kink groups/organizations and hosting munches, as well as other duties as determined by the Board. As Committee Coordinator, they shall be the liaison between the Board of Directors and any Committee Chairpersons designated by the Board of Directors. They shall ensure that a report is made at each regular meeting of the Board of Directors for each committee. In the event that a committee is not functioning as well as expected by the Board of Directors, they shall work with the Committee Chairperson to improve the quality of function of the committee.

4.05 Secretary: The Secretary shall have custody of the records and documents of the AFA; shall attest to the validity of deeds, contracts, leases, and other legal instruments and documents; and shall perform the duties specified by the Board of Directors. The Secretary or their designee shall attend all meetings of the Board of Directors and committees thereof, shall keep a record of all Board actions, and provide detailed minutes of all such meetings. The Secretary shall also manage and maintain membership records and oversee membership applications and processing.

4.06 Treasurer: The Treasurer shall be the Chief Financial Officer of the AFA. The Treasurer shall have custody of all funds and securities of the AFA, shall be responsible for the receipt and disbursement of all monies of the AFA, and shall perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall keep proper books of accounts of such receipts and disbursements and shall prepare financial statements consistent with generally accepted accounting principles in such forms and at such times as may be required by the Board of Directors. The Treasurer shall prepare and present a monthly Treasury report to the Board. All checks, drafts, other orders for the payment of money, notes or other indebtedness issued in the name of the AFA shall be signed by the Treasurer and/or such other Board members as prescribed by the Board of Directors.

4.07 At Large Director: The At Large Director shall be responsible for community outreach and other such duties as may be assigned by the Board of Directors.

4.08 Board of Directors Voting Procedure: Voting shall be on a simple majority basis.

4.09 Resignation: A Director may resign at any time by giving written notice sent via mail or electronic mail to the Chairperson, the Secretary, or the entire Board. Unless

otherwise specified, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

4.10 Compensation: No monetary compensation shall be paid to any Director, however reasonable reimbursement for expenses incurred for activities related to conducting the business of the AFA shall be paid within 30 days upon approval of the Board.

## **ARTICLE V. INDEMNIFICATION**

5.01 Limitation of Liability: The personal liability of the Directors, Officers, Program Directors and Committee members appointed by and acting at the behest of the Board is hereby eliminated to the fullest extent permitted by law.

5.02 Indemnification: The AFA shall, to the fullest extent permitted by laws of the State of Ohio, save, indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit, by reason of the fact that he or she is or was a Director, Officer, or duly appointed committee member of the AFA, against all of the expenses and liabilities including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit. The indemnification provided for herein shall be deemed not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Director, Officer or duly appointed committee member of the AFA, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such a person. The AFA shall be authorized but not required to purchase insurance for the purpose of such indemnification.

## **ARTICLE VI. MEETINGS OF THE MEMBERSHIP**

6.01 Meetings of the membership may be called for the purpose of conducting business of the membership by either:

1. A resolution passed by the Board of Directors that includes the Date, Time, Location, and Purpose of the meeting of the membership; or,
2. A petition filed by ten percent (10%) of the Registered Voting Members (as defined in Section 12.04) that includes the Date, Time, Location, and Purpose of the meeting of the membership, and the name of the member that shall facilitate the meeting.

6.02 A Town Hall meeting of the membership shall be held no later than 30 days after the annual meeting of the Board of Directors. The purpose of this meeting shall be to update the membership on the direction of the AFA and to solicit feedback from the membership on all matters relevant to the AFA.

6.03 All meetings of the membership shall be facilitated by a member of the AFA that is not currently serving on the Board of Directors. This member shall be chosen by the Board of Directors, or named in the petition to call the meeting.

6.04 All Keystone, Legacy, and Annual members in good standing as of 11:59pm on the day before the meeting are eligible to attend meetings of the membership. Only Registered Voting Members (as defined in Section 12.04) are eligible to cast a vote on any matter brought before the meeting of the membership.

#### **ARTICLE VII. CONSENT REVIEW COMMITTEE**

7.01 The Consent Review Committee shall consist of eight (8) persons elected from Annual, Lifetime, and Hall of Fame members. The top five (5) candidates receiving the most votes of these persons shall be full members of the Consent Review Committee. The remaining three (3) persons shall be alternate members. AFA officers shall not be eligible to serve on the Consent Review Committee. Annual, Lifetime, and Hall of Fame members will be able to vote on these eight (8) members.

7.02 It shall be the duty of the Consent Review Committee to hear cases of alleged misconduct during negotiated scenes at AFA events. This committee shall, by majority vote, determine the relevancy of the charges and based on that determination, sustain or not sustain the charges and make recommendations for appropriate discipline. It shall report its findings to the AFA Board of Directors.

7.03 The Consent Review Committee shall not make recommendations for discipline related to any reports which are not filed within sixty (60) days of the date of the alleged misconduct.

7.04 The Consent Review Committee may conduct its business in person, by telephone, or by mail. Balloting by telephone is permissible but must be confirmed in writing.

7.05 Should any full member of the Consent Review Committee be the subject of charges, the Chairman of the Consent Review Committee shall, by drawing lots, choose one (1) of the alternate members to hear the case. This person shall also hear any other case which arises while he/she is seated as a full member of the board.

7.06 No member of the Consent Review Committee shall hear charges involving any person with whom they are in a current or past relationship. Relationships includes legal, romantic, sexual, D/s, M/s, O/p, regular play partners, Members of a house, and those with shared living spaces regardless of any other status. The Chairman shall, by drawing lots, choose one (1) of the alternate members to hear the case. Any full member so replaced shall hear any other case(s) which arises while the member's case is pending.

7.07 Any full member of the Consent Review Committee may request to be excused from hearing a specific case. No reason need be given. The member shall make his/her request to the Chairman of the Consent Review Committee, in writing, who shall, by drawing lots, choose one (1) of the alternate members to hear the case.

7.08 If charges are sustained against any member of the Consent Review Committee, the recommendation for discipline shall include this member's removal from the Consent Review Committee for the duration of his/her term.

7.09 Members of the Consent Review Committee shall be elected in even numbered years.

7.10 Should fewer than eight (8) candidates stand for election for the Consent Review Committee by the membership, or should a vacancy occur, the committee shall appoint additional members, provided the size of the committee does not exceed eight (8). Such appointment must be made by a unanimous vote of the committee members. Reserved seats can only be filled by those who meet the qualifications.

7.11 The AFA Board shall ensure policies and procedures are in place to guide the work of the Consent Review Committee.

#### **ARTICLE VIII. DISCIPLINE**

8.01 Charges: Any member of AFA may prefer charges against any AFA member for violating AFA rules and regulations or for conduct that is prejudicial to the interests of AFA. To be heard, charges must be filed within sixty (60) days of the date of the discovery of the alleged misconduct or rule violation.

8.02: Procedure: The AFA Board will provide procedures for filing charges and make those procedures available to all members.

#### **ARTICLE IX. REPORTS AND AUDITS**

9.01 Reports: The AFA shall publish an annual report for the preceding fiscal year. Such report shall include a comprehensive and detailed statement of the AFA's operations, activities, financial condition and accomplishments for the preceding fiscal year.

9.02 Audits: The AFA shall keep correct and complete books and records of account. At the will of the Board of Directors, the accounts of the AFA may be audited from time to time, in accordance with generally accepted auditing standards, independent licensed public accountants certified or licensed by a regulatory authority of a state or other political subdivision of the United States, the report of each audit shall be included in the annual report required by Section 8.01 hereof.

## **ARTICLE X. DURATION AND DISSOLUTION**

10.01 Duration: The duration of the AFA shall be perpetual, except that it may be dissolved in the manner provided by the AFA's Operating Agreement, Procedures and these Bylaws.

10.02 DISSOLUTION: The AFA may be dissolved by a unanimous vote of the Board of Directors. There will be no distribution of assets as there will be no assets. Any remaining funds will be distributed to a charity of the Board's choosing.

## **ARTICLE XI. FISCAL YEAR**

11.01 The fiscal year of the AFA shall be from October 1st to September 30th.

## **ARTICLE XII. MISCELLANEOUS PROVISIONS**

12.01 Corporate Seal: The corporate seal if applicable shall be in such form as the Board of Directors shall prescribe.

12.02 Rules of Order: The most recent edition Robert's Rules of Order shall govern all parliamentary questions not provided for in the Bylaws.

12.03 Bylaws: The AFA reserves the right, from time to time, to amend, alter or repeal any of these Bylaws as may be authorized by the laws of the State of Ohio at the time in force, and provisions may be added or inserted in the manner and at the time prescribed by said laws. All rights at any time conferred upon the Directors or Officers or employees of the AFA by these Bylaws are granted subject to the provisions of these bylaws.

- a. These bylaws may only be amended, altered, or repealed, in whole or in part, and one (1) or more new Bylaws adopted in addition to, or in lieu thereof, from time to time:
  1. by the affirmative vote of four fifths (4/5) of the Directors of the AFA casting their votes at a properly noticed meeting of the Board at which a quorum is present and in which ten (10) day notice of the meeting has been sent to the Board that includes the proposed changes; or, alternatively,
  2. The affirmative vote of three-fourths (3/4) of the votes cast by registered voters in good standing at a properly noticed meeting of the membership at which at least sixty percent (60%) of the registered voting members are present, provided ten (10) day notice of the meeting has been sent to the membership that includes the proposed changes.
- b. These Bylaws shall be made available to the membership on the AFA website and upon request.

12.04 Registered Voting Member: Any Annual, Lifetime, or Hall of Fame member wishing to cast a vote in any issue brought to the membership for a vote, including, but not limited to the election or removal of a Director or the amending of the ByLaws must register their interest in voting in writing or via email with the Secretary, their designee, or the Election Chair appointed to conduct such an election. Such registration of intent must be filed no later than 11:59pm on the day before the opening of such a vote for the member to be eligible to cast a vote.

- a. Upon receipt of a registration of interest in voting, the Secretary, their designee, or the Election Chair appointed to conduct an election shall supply the registering member with the information relevant to the vote to be held. This information may be supplied in person or electronically via a link to the AFA website and/or the AFA group on FetLife. This information shall include, but is not limited to:
  1. In the case of an election of Directors, the list of the nominees to be voted on, for each available position;
  2. In the case of a proposed change to the ByLaws, a current copy of the ByLaws and a copy of the proposed changes to the ByLaws to be voted upon.
  3. Registration of intents to vote shall be accepted at any time, and shall remain valid until March 15th of each odd numbered year, at which time all registrations of interest in voting shall be deemed void, and each member must individually re-register their interest in voting to be eligible to cast a vote in the next election or on the next issue brought to the membership for a vote.

### **ARTICLE XIII. GOVERNANCE OF THE ORGANIZATION**

13.01 The Organization: It is the duty of the Board of Directors to govern the AFA.

13.02 Policies and Procedures of the Organization: Policies and Procedures for the AFA shall be created by the Board of Directors by resolution and may be amended, repealed or otherwise changed by similar resolution.

13.03 Differentiating Bylaws from Policies and Procedures: A Bylaw is defined as a rule or regulation which must be applied within the AFA in determining the manner of the conduct of internal business and the rights and liabilities of members. Policies and procedures are rules that must be applied within the AFA to the day-to-day activities of the AFA.

### **ARTICLE XIV. DECLARATION OF POLICY**

14.01 Responsibility and authority for any declaration of AFA policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Members of committees, or other subdivisions of the AFA, are not authorized directly or indirectly to commit the AFA in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the

Board. The Board, except as herein otherwise provided, shall have control of the affairs of the AFA, including all matters relating to the acquisition, holding, management, control, investment and disposition of the funds and other property of the AFA.

#### **ARTICLE XV. OTHER GOVERNANCE DOCUMENTS**

15.01 These Bylaws, including all amendments hereto, shall at all times be in conformance with and subservient to the AFA's Operating Agreement. Any conflict or ambiguity with respect to these Bylaws and the AFA's Operating Agreement shall be resolved in favor of and with reference to the AFA's Operating Agreement, as the case may be.

#### **ARTICLE XVI. GOVERNING LAW**

16.01 All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Ohio.

#### **ARTICLE XVII. SEVERABILITY**

17.01 All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full force and effect.

#### **ARTICLE XVIII: CORONAVIRUS PANDEMIC OF 2019**

18.01 The Specified Election of Officers called for in Section 3.02(g) shall not occur in 2021. Any director's term that would normally terminate on April 30, 2021 shall be extended until a successor is elected.

18.02 Organizational activities shall resume upon a unanimous vote of the Board of Directors. Upon such a vote, all annual memberships suspended due to the temporary cessation of organizational activities shall become active again and the expiration of those memberships shall be extended by a period of time equal to the length of the cessation of organizational activities.

18.03 For the purposes of the Election of Officers in April 2022, the Board of Directors shall be granted the authority to deem an individual a Qualified Candidate for the Board of Directors if they do not meet the requirements listed in Section 3.02(b)(2) or 3.02(b)(4), upon a determination by the Board that the individual most likely would have met the requirements had the cessation of organizational activities not occurred.