



BYLAWS OF BLACK ROSE, INC.

ARTICLE I. NAME, LOCATION AND PURPOSE

§1.01 Name: The name of the non-profit corporation shall be Black Rose Mid-Atlantic, Inc. d/b/a Black Rose (hereinafter referred to as "the Corporation").

§1.02 Location: The Corporation shall maintain, in the Commonwealth of Virginia, a registered office and a Registered Agent at such office. The principal office of the Corporation, and such other offices as the activities of the Corporation may require, shall be located at such place or places, either in or outside the Commonwealth of Virginia as may be designated by the Board of Directors (hereinafter referred to as "Board").

§1.03 Purpose: As provided in the Articles of Incorporation, the purpose of the Corporation shall be:

- (a) To engage in any lawful act or activity for which a nonprofit corporation organized under the laws of the Commonwealth of Virginia.
- (b) To provide educational, social, and recreational activities, lectures, demonstrations, workshops, conferences, meetings, and written materials and electronic access to said materials; to provide skills, technique training, and speaker training; to promote the practice of safe, sane, and consensual sexual activities in personal relationships; to promote safer sex practices, and provide education and resources regarding sexually transmitted infections, cardiopulmonary resuscitation, and first aid; to raise funds for the work of the Corporation and for charitable organizations; and to conduct any lawful business and engage in any lawful act or activity consistent with federal and state law, including the U.S. Internal Revenue Code of 1986 ("Code"), as the same may be amended or supplemented, and other such laws governing Virginia nonprofit corporations exempt from federal income tax under Code §501(c)(7).
- (c) The Board shall be authorized to adopt such other rules, regulations, and policies as are necessary to carry out the purposes of the Corporation, to effect compliance in all respects with Code §501(c)(7), or the corresponding provisions in any subsequent federal tax laws. The Corporation shall not engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under Code §501(c)(7).

ARTICLE II. MEMBERS

§2.01 Members: The Corporation shall have members, who shall be classified by one of three membership classes: Voting, Associate, and Subscription. Persons must be eighteen (18) years of age or older to be eligible for any of the classes of membership.



§2.02 Voting Members: Prior to July 1, 2016, anyone who pays the full membership price and lives within a one-hundred (100) mile radius of the dome of the United States Capitol, shall be in the class known as Voting Members. Effective July 1, 2016, anyone who becomes a member and lives in Delaware, District of Columbia, Maryland, Pennsylvania, Virginia, or West Virginia shall be in the class known as Voting Members.

§2.03 Associate Members: Prior to July 1, 2016, anyone who pays the full membership price and lives outside of the one-hundred (100) mile radius of the dome of the United States Capitol, shall be in the class known as Associate Members. Effective July 1, 2016, anyone who becomes a member and lives outside of Delaware, District of Columbia, Maryland, Pennsylvania, Virginia, or West Virginia, shall be in the class known as Associate Members.

§2.04 Subscription Members. Anyone who pays the subscription membership price shall be in the class known as Subscription Members.

§2.05 Member Benefits:

- (a) Each Voting and Associate Member receive an annual membership card and other benefits which from time to time the Board may allow. Voting and Associate Members have the right to attend any non-Executive Session meeting of the Board 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) Subscription Members shall be permitted to receive notices of the Corporation's events.

§2.06 Voting:

- (a) Each Voting Member shall have one (1) vote in the election of the Board. Such votes will be conducted in accordance with the policy and procedures adopted by resolution of the Board.
- (b) Only Voting Members are entitled to:
 - (i) *Vote on matters submitted to a vote of the membership of the Corporation; and*
 - (ii) *Serve as an Officer or Director of the Corporation. All references herein to membership voting or member-only eligibility for officers or directors shall be defined as a reference to Voting Members only.*
 - (iii) *Associate Members and Subscription Members shall not have voting privileges. However, upon petition by an Associate or Subscription Member, the Board, at its sole discretion, may grant Voting Membership to an Associate or Subscription Member.*

§2.07 Membership: Each applicant for membership shall apply on a form approved by the Board that shall provide that the applicant agrees to abide by the Bylaws of the Corporation and any other Rules or Regulations adopted by the Board. The application shall state the legal name and address of the applicant. Accompanying the application, the prospective member shall submit



applicable dues. Membership applications are subject to the review and acceptance of the Corporation.

- (a) Memberships purchased between May 15 and June 30, 2016, have an effective start date of July 1, 2016, in accordance with the Corporation's prior policy that memberships are valid for the fiscal year.
- (b) Effective July 1, 2016, all memberships are valid for one full year from the date of purchase, regardless of the date of purchase.
- (c) Effective January 1, 2018, memberships renewed within a 15 calendar day grace period shall be recorded as continuous membership. This provision shall not be applied retroactively. Non-member admission fees paid during the grace period are not refundable.

§2.08 Dues: The Board shall set annual dues for Voting Members, Associate Members, and Subscription Members. In cases of hardship or for services rendered, a member's dues may be waived by a majority vote of the Board.

§2.09 Annual Meetings of the Membership:

- (a) The Board shall hold one general membership meeting annually to address the state of the Corporation with the members. This meeting shall be held annually at a location within or outside of the Commonwealth of Virginia, in the month of August on a date to be determined by resolution of the Board, for the purpose of transacting such corporation business as may properly come before the meeting, without notice other than this Bylaw and such resolution.
- (b) Notice of the date and location of said meeting shall be delivered by electronic mail to all Voting and Associate Members by the Secretary of the Corporation (hereinafter referred to as "Secretary") at least ten (10) days prior to the meeting date. Members must provide their consent to the Secretary prior to receiving notice by electronic mail. Those not providing consent waive notice of all meetings.
- (c) The Board may provide by resolution the time and place, either in or outside the Commonwealth of Virginia, for the holding of additional regular meetings of the membership without notice other than this Bylaw and such resolution.

§2.10 Special Meetings of the Membership:

- (a) A Special Meeting of the Membership of the Corporation may be called upon presentation to the Chair of the Board and the Secretary of a signed written petition or electronic messages from not less than ten (10) percent of the Voting Members as determined on the date of the petition. Whether the eligibility criterion has been met shall be determined solely by the Secretary. The person or persons who called the Special Meeting of the membership may fix any place within fifty (50) miles of the dome of the U.S. Capitol, either in or outside the Commonwealth of Virginia, as the place for holding any Special Meeting of the Membership called by the membership. Notice of any Special Meeting of the Membership shall be sent by electronic mail to each member, not less



than fifteen (15) days and not more than thirty (30) days before the time set for such a meeting, and must include the time, date, place, and purpose of such meeting. Any member may waive notice of any meeting before, at, or after such meeting.

- (b) Twenty (20) percent of the Corporation's Voting Members as determined on the date of the meeting shall constitute a quorum for the transaction of business at any meeting of the membership, provided, that if less than twenty (20) percent of the Voting Members are present at said meeting, a majority of the Voting Members present may adjourn the meeting. Members other than Voting Members shall not be counted toward the constitution of a quorum. Proxies may be counted toward the constitution of a quorum.
- (c) The act of a majority of the Voting Members present at a Special Meeting at which a quorum is present shall be an act of the Corporation, except as otherwise provided by law or by these Bylaws.

§2.11 Offenses Affecting Membership or Application Status:

- (a) Any prospective or current member of the Corporation may be barred from membership or may be suspended, reprimanded, or otherwise disciplined, if such member is or has at any time within the preceding two years been in material noncompliance with the Corporation's policies and procedures. Procedures for the enforcement of those policies and procedures shall be determined and defined by the Board.
- (b) Any member or guest who has violated the Corporation's policies or procedures may be:
 - (i) *Given a restricted membership wherein they are prohibited from certain Corporation functions;*
 - (ii) *Given a suspension of membership during which said individual may not attend any Corporation functions; or*
 - (iii) *Permanently expelled from the Corporation without refund of dues.*
- (c) If the individual is not a member, his or her application for membership may be denied, and he or she may be barred permanently or for a period of time from participation in Corporation functions.

§2.12 Duration of Membership and Resignation: Any member may resign his or her membership at any time upon filing a written resignation with the Secretary. All rights, privileges, and interests of the resigning member in the Corporation shall cease upon the termination of membership; provided, however, that such termination shall not extinguish such member's financial or confidentiality obligations, if any.

§2.13 Denial or Revocation of Membership: If, in the judgment of the Board, the interests of the Corporation would be served thereby and after an appropriate hearing, any applicant may be denied membership and any member may be removed from membership by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the member under consideration for removal if such member is a member of the Board. A material violation of the Corporation's policies or procedures may



constitute grounds for such removal. Nonpayment of dues shall constitute automatic revocation of membership, with no Board vote or hearing required prior to such revocation.

§2.14 Appeals:

- (a) Any member who is penalized shall have the right to appeal the action pursuant to the procedures prescribed in Article XI Grievance Resolution herein.
- (b) Any member may appeal a Corporation action affecting his or her membership status by filing a written appeal of said action and delivering it to Secretary within sixty (60) days of the action. The Board shall hear the appeal.

§2.15 Placing Grievances on the Agenda: Any Voting Member or Associate Member shall be entitled to place a grievance on the agenda of any regular Board meeting, for discussion, if it is given to the Secretary in writing or via electronic mail at least forty-eight (48) hours prior to any such meeting. The grievance will be addressed that evening when possible or tabled for further action by a majority vote of the Board present. The Board, at its sole discretion, may refer an appeal or grievance to the Ombudsman for fact finding and a review.

§2.16 Requests for Arbitration: Upon the issuance of the Ombudsman's recommendation and ensuing Board decision, any member may request arbitration regarding a ruling of the Board on any grievance by filing a written request for review of said ruling and delivering it to any Board member within sixty (60) days of the ruling. The filing shall state the grounds for the grievance, which must be based upon noncompliance with the Bylaws of the Corporation or noncompliance by the Board with one of the Corporation's written policies and procedures as ratified by the Board. The Board, by majority vote of those Board members voting at a meeting at which a quorum is present, may, at its sole discretion, decline the request for arbitration if in the opinion of the Board the request does not state valid grounds for filing the grievance, such grounds stated herein. The request for review, if accepted, shall be heard by the Arbitrator.

ARTICLE III. BOARD OF DIRECTORS

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

§3.02 Number, Eligibility, Election, Tenure, and Vacancies:

- (a) The number of Directors, which includes the Officers of the Corporation, shall be fixed at seven (7) equal members. Such number shall be not less than five (5), pursuant to §3.02(j) of this Section. Seven (7) Directors shall be elected by the membership.
- (b) Candidates for election must be Voting Members of the Corporation for at least one continuous year by April 30 of the year in which they seek election and must maintain their membership status throughout their terms.



- (c) Spouses, family members, and significant others are not eligible to serve on the Board simultaneously. Questions of eligibility shall be determined by a vote of the majority of the Board at a meeting at which a quorum is present.
- (d) Individuals working as professional dominants or professional submissives are not eligible to serve on the Board.
- (e) Qualified individuals may seek election to the Board by filing a Statement of Candidacy with the Election Committee of the Board by 11:59 p.m. Eastern time on April 30 of the year in which they seek election.
- (f) By February 15 each year, the existing Board shall appoint a Chair to conduct the election as described in the *Election Policy* as approved by the Board.
- (g) With the exception of Directors elected by the Board to fill a vacancy as provided for in §3.02(j) herein, Directors shall be elected by the Voting Members. The election committee shall provide ballots to all qualified Voting Members on or before May 15 each year. The election shall be completed and results announced not later than the second Tuesday in June.
- (h) Write-in candidates shall be permitted, provided, however, that no write-in candidate shall be elected to the Board by a vote of less than ten (10) percent of those voting in an applicable election. The eligibility of any write-in candidate, who otherwise meets this minimum threshold, shall be determined at the sole discretion of the Elections Committee.
- (i) Directors shall be elected for terms of two years. Three Directors shall be elected in odd numbered years, four in even numbered years. Terms begin on July 1 and terminate on June 30 or when the election committee has certified the results of the next election, whichever comes later. Should a vacancy occur, the Board may appoint a replacement to fill out the remainder of that term, as provided for in §3.02(j) of these by-laws. All Directors shall be required to maintain their continuous memberships throughout their term in office.
- (j) Should fewer than the requisite number of candidates stand for election by the membership, or should a vacancy occur, or in the case of an appointed Director, the Board, at its sole discretion, may elect additional Directors, provided the size of the Board does not exceed seven (7). Such election shall be made by a vote of two-thirds (2/3) the Board members.
- (k) In the event that two or more candidates receive the same number of votes for the seventh seat on the Board, the winner shall be determined on the night of the election before the results are released. The President shall cast the ballot on election night to break the tie. If the President is unavailable, The Vice President shall cast the deciding vote. Neither the President nor the Vice President shall vote unless there is an election count tie.



§3.03 Annual Meeting of the Board: The annual meeting of the Board for the appointment of Officers and the transaction of such business as may properly come before the meeting shall be held no later than the first Thursday following the last day of August of each year, or at such other time and place, in or outside the Commonwealth of Virginia, as the Board, by resolution, may fix, or within sixty (60) days after such date at such other time and place as is fixed by resolution of the Board adopted not less than thirty (30) days prior to the date of the annual meeting.

§3.04 Regular Meetings of the Board: No notice shall be required for regular meetings of the Board, for which time and place have been fixed by resolution of the Board.

§3.05 Special Meetings of the Board: A Special Meeting of the Board shall require a three (3) day notice to the Board, 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. Members shall also be notified as early as feasible.

§3.06 Emergency Meetings of the Board: Emergency Meetings of the Board may be called on 24 hour notice. 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. Members shall also be notified as early as feasible.

§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 Emergency Meetings of the Board shall be delivered to all Board members by electronic transmission and must specify the date, time, location, and, if necessary, the purpose of the meeting. Notice provided by electronic transmission shall be deemed given:
 - (i) *if by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice;*
 - (ii) *if by a posting on an electronic network together with separate notice to the Director of such specific posting when such notice is directed to an address at which the Director has consented to receive notice, upon the later of such posting or the giving of such separate notice; and*
 - (iii) *if by any other form of electronic transmission, when consented to by the Director.*
- (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.



§3.08 Quorum: A majority of the voting Directors in office shall constitute a quorum for the transaction of any business. A majority of the Board 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 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. Proxies are allowed.

§3.10 Officers of the Board: The Board shall elect a Chair and Vice-Chair as Officers of the Board. Other than the duties herein prescribed, or as prescribed by the Board by resolution, the Officers of the Board shall have no greater power or authority than any other member of the Board. The Chair shall be the Chief Executive Officer of the Corporation and shall have duties as designated by the Articles of Incorporation, these Bylaws, or as prescribed by the Board by resolution.

(a) In the absence of the Chair, the Vice-Chair shall perform these duties and any other duties as prescribed by the Board by resolution.

(b) In the absence or disability of the Chairperson and Vice-Chair, the Board shall appoint a temporary Chair until such time as the absence or disability of either the Chair or vice-Chair is removed, or an election is held.

§3.11 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.

§3.12 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.

§3.13 Compensation of Directors: No monetary compensation shall be paid to any Director. Directors may be reimbursed for actual expenses.

§3.14 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. The consent will be filed with the corporate records.

§3.15 Meeting via Telecommunications: The members of the Board, or any committee thereof, may participate in any meeting of the Board 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. The notice requirements of §§3.05, 3.06, and 3.07 hereof shall apply to meetings conducted under this section unless all Directors holding office are participating, can hear each other, and orally waive such notice at the beginning of the meeting.

§3.16 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 Corporation to record the minutes during that period.

§3.17 Removal: If, in the judgment of the Board, the interests of the Corporation would be served thereby, any Director may be removed from office by unanimous vote of the entire Board minus one, including the Director whose removal is being considered.

ARTICLE IV. OFFICERS OF THE CORPORATION

§4.01 Officers of the Corporation: The Officers of the Corporation shall be the President, the Vice President, the Secretary, the Treasurer, and any such other officers as the Board may elect.

§4.02 Election and Term; Qualifications: All Officers may be elected by the Board at the first regularly scheduled meeting of the newly elected Board immediately, pursuant to the manner of acting described in §3.03 hereof, and shall serve until the succeeding annual meeting of the Board, and thereafter until their respective successors are elected and qualified, or until their earlier resignation or removal. In the event of a vacancy, the election for such office may take place at such time and under such circumstances as determined by the Board. All Officers shall be Voting Members of the Corporation for at least one year prior to the date of the annual meeting at which they are elected and shall be required to maintain continuous membership during their term of office. The Secretary and the Treasurer shall be duly elected members of the Board.

§4.03 President: The President shall perform such duties as may be prescribed by the Board.

§4.04 Vice President: In the absence of the President, the Vice-President shall assume the President's duties.

§4.05 Secretary: The Secretary shall have custody of the books, records, documents, and seal of the Corporation, if applicable, shall attest to the validity of deeds, contracts, leases, and other legal instruments and documents, and shall perform the duties specified by the Board. The Secretary or designee shall attend all meetings of the Board and committees thereof, shall serve as parliamentarian at all such meetings, and shall keep a record of all actions and minutes of all such meetings.

§4.06 Treasurer: The Treasurer shall be the Chief Financial Officer of the Corporation. The Treasurer shall have custody of all funds and securities of the Corporation, shall be responsible for the receipt and disbursement of all monies of the Corporation, and shall perform such other duties as may be prescribed by the Board. 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. All checks, drafts, other orders for the payment of money, notes, or other indebtedness issued in the name of the Corporation shall be signed by the Treasurer and such other Board members, as otherwise prescribed by the Board.

§4.07 Other Officers: Other officers may be elected by resolution of the Board and shall have such powers and duties as may be prescribed in such resolution.



§4.08 Resignation: An Officer 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.

§4.09 Compensation of Officers: No monetary compensation shall be paid to any Officer. Officers may be reimbursed for actual expenses.

§4.10 Removal: Any Officer elected by the Board may be removed at any time, with or without cause, by a simple majority vote cast at a meeting of the Board at which a quorum is present, excluding the vote of the Officer under consideration for removal. Any vacancy occurring in any office of the Corporation may be filled for the unexpired term by resolution of the Board in accordance with §4.02 hereof.

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 Corporation shall, to the fullest extent permitted by law, 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 Corporation, against all of the expenses and liabilities including attorney's fees, actually and reasonably incurred by the person 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 Corporation, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such a person. The Corporation shall be authorized but not required to purchase insurance for the purpose of such indemnification.

ARTICLE VI. REPORTS AND AUDITS

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

§6.02 Audits: The Corporation shall keep correct and complete books and records of account. At the will of the Board, the accounts of the Corporation 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 §6.01 hereof.



ARTICLE VII. DURATION AND DISSOLUTION

§7.01 Duration: The duration of the Corporation shall be perpetual, except that it may be dissolved in the manner provided by law, the Corporation's Articles of Incorporation, and these Bylaws.

§7.02 Dissolution: Before the Corporation may be dissolved, the Board must first adopt, by not less than two-thirds (2/3) of those casting their votes at properly noticed meetings at which a quorum is present, a resolution recommending the dissolution of the Corporation. Upon such approval, a motion for dissolution shall be submitted to a vote of the membership. The motion shall be deemed passed by the membership only if approved by the affirmative vote of a majority of the Voting Members of the Corporation casting their votes at a properly noticed membership meeting at which a quorum is present.

§7.03 Distribution of Assets: Upon the dissolution of the Corporation, and after paying or making provision for the payment of all the liabilities of the Corporation, the Board shall distribute all the assets of the Corporation for one (1) or more exempt purposes authorized by Code §501(c) or such assets shall be distributed to the state or local government for a public purpose, in such manner as the Board shall determine.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 to June 30 with reports of receipts and disbursements available to the Board at each annual meeting or at such other time or times as the Board may require.

ARTICLE IX. MISCELLANEOUS PROVISIONS

§9.01 Conflicts of Interest:

- (a) Subject to the requirements of Code §501(c)(7), where any Director or Officer of the Corporation, or any spouse, family member, significant other, of any Director or Officer, is a Director or Officer of, or has a financial interest in, any other corporation, partnership, or other organization with which the Corporation has entered into any contract, grant, or other transaction, such Director or Officer shall disclose in writing to the Board all material facts as to the person's relationship or interest, or the relationship or interest of the person's spouse or child, as the case may be. Such Director or Officer shall recuse themselves from any participation of the Corporation with respect to such contract, grant, or transaction; provided, however, that any such Director may be counted in the determination of a quorum at any meeting of the Board at which such contract, grant, or transaction is authorized, approved, or ratified or is otherwise the subject of discussion.
- (b) No Director or Officer shall use, for financial or other advantage, confidential information to which the person has access by virtue of the person's position with the Corporation. In addition, no Officer or other individual who is employed by the Corporation on a full or



part-time basis shall use, for financial or other advantage, any proprietary information of the Corporation (whether confidential or not).

§9.02 Corporate Seal: The corporate seal, if applicable, shall be in such form as the Board shall prescribe.

§9.03 Rules of Order: Robert's Rules of Order shall govern all parliamentary questions not provided for in the Bylaws.

§9.04 Bylaws: The Corporation 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 Commonwealth of Virginia 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 Corporation by these Bylaws are granted subject to the provisions of these Bylaws. 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:

- (a) by the affirmative vote of two-thirds (2/3) of the Directors of the Corporation casting their votes at a properly noticed meeting of the Board at which a quorum is present and in which twenty-five (25) day notice of the meeting has been sent to the membership that includes the proposed changes; or, alternatively,
- (b) by the affirmative vote of two-thirds (2/3) of the Voting Members of the Corporation casting their votes at a properly noticed meeting of the membership at which a quorum is present, provided twenty-five (25) day notice of the meeting has been sent to the membership that includes the proposed changes.

ARTICLE X. GOVERNANCE OF THE ORGANIZATION

§10.01 The Organization: It is the duty of the Board is to govern the Corporation.

§10.02 Duties: The members of the Board shall perform the following duties for the Corporation:

- (a) The Secretary of the Board shall serve as the Secretary of the Corporation.
- (b) The Treasurer of the Board shall serve as the Treasurer of the Corporation.
- (c) The remaining Board members shall have such duties within the Corporation as shall be defined by the Board.

§10.03 Policies and Procedures of the Organization: Policies and Procedures for the Corporation shall be promulgated by the Board by resolution and may be amended, repealed, or otherwise changed by similar resolution.

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



ARTICLE XI. GRIEVANCE RESOLUTION

Any member may appeal an action affecting the membership status of such member by filing a written grievance with the Board and following the procedure as described in the Corporation's policies or procedures.

§11.01 The Ombudsman: An Ombudsman shall, at the request of the Board, conduct fact finding regarding any appeal of a Board decision regarding membership status, as provided for in §2.08 of these Bylaws, or for any member who files a grievance against the Board, as provided in §2.09 of these Bylaws. The Ombudsman shall conduct independent fact finding regarding the appeal or grievance filing, and make a recommendation to the Board. The Ombudsman shall not be a current member of the Board.

§11.02 Ombudsman Duties: The Board may refer an appeal or request for review of a grievance to the Ombudsman, for fact finding, and mediation. The Ombudsman shall issue a written recommendation to the Board regarding the appeal or grievance within thirty (30) days of the filing of the appeal, and a written report to the Board within forty-five (45) days of the filing of the appeal or grievance. The Secretary of the Board shall provide to the Ombudsman all documentation in the records of the Board of any appeal of its action or request for review of its ruling with the exception of the membership database which is expressly excluded from discovery by any member. The Ombudsman's recommendation shall not be binding on the Board.

§11.03 Arbiter Duties: Any member may appeal a decision by the Board and recommendation of the Ombudsman by filing an appeal and request for review of grievances by filing a request for arbitration with the Secretary of the Board. The Arbiter shall hear appeals and requests for review of grievances. Both the Board, as represented by a majority of the Board at a meeting at which a quorum is present, and the individual filing the grievance, must agree to the Arbitration. The Arbiter is not a member of the Board, nor should the person simultaneously serve as an Officer or top level appointed staff member, but a distinct entity from the Board and appointed staff of the Corporation.

§11.04 Arbitration Procedure: The Arbiter shall convene a hearing within thirty (30) days of the receipt of a written appeal or request for review. The appellant or grieving party may present witnesses and other documentation at the hearing. The appellant, any Board member, or member who has an interest in the matter may also present witnesses or other documentation at the hearing. The Arbiter may question any witness or call witnesses, and conduct further fact finding outside the hearing. All testimony shall be documented in writing, and copies of each document shall be provided by the party to the Arbiter and to the opposing side. The Secretary of the Board shall provide to the Arbiter all documentation in the records of the Board of any appeal of its action or request for review of its ruling with the exception of the membership database which is expressly excluded from discovery by any party. The Arbiter shall complete the hearings within sixty (60) days of the hearing date, and render a written report with findings and his/her decision no later than ninety (90) days after the initial hearing has been held. The Arbiter shall issue such decision only to the Board and to the party filing the appeal or grievance, and to



no other party, agency, or electronic list. Testimony and findings, including evidence, shall be written and be provided to all parties to the appeal or grievance.

§11.05 Retention of Professional Arbiter: Either party may retain a professional Arbiter but unless otherwise agreed to, the party requesting professional arbitration shall pay the costs of such arbitration.

§11.06 Parties Bound by the Arbiter's Ruling: The ruling of the Arbiter shall be binding on all parties and shall be in place and stead of any court determination. By agreeing to have a matter heard by the Arbiter, all parties relinquish any right to redress in a court of law or equity barring cases of fraud.

§11.07 Eligibility: Candidates for Ombudsman and Arbiter must be, and have been, Voting Members of the Corporation for at least three continuous years by April 30 of the year in which they seek election and must maintain continuous membership status throughout their terms. Board Members, candidates for election to the Board, and spouses, family members, and significant others of candidates for election to the Board are not eligible to be elected to the position of Ombudsman or Arbiter in the same term. Individuals working as professional dominants and professional submissives are not eligible to serve in this position.

§11.08 Qualifications and Election of the Ombudsman and Arbiter: Qualified individuals may seek election by filing a Statement of Candidacy with the Elections Chair by April 30 of the year in which they seek election. The election of the Ombudsman and Arbiter shall be governed by the election policies and procedures as applicable to the election of Board members. The same person shall not simultaneously serve as Ombudsman and Arbiter. No member may serve as Ombudsman or Arbiter and simultaneously as a member of the Board. The term of the Ombudsman and Arbiter is one year and begins on July 1 and terminates on June 30. Any vacancy occurring in either position shall be filled for the unexpired term by unanimous vote of the Board minus two.

§11.09 Removal: Given the specific and sensitive nature of the positions of Arbiter and of Ombudsman, normal removal procedures may not be appropriate. A duly elected and installed Ombudsman or Arbiter may only be removed from office in the following ways:

- (a) Automatic removal for failure to maintain continuous Black Rose Voting Membership by their membership expiration date, as laid out in §2.13; or
- (b) By a unanimous vote of the Board of Directors at a properly noticed Board Meeting. Note that no vote on §11.09(b) may be held if there is any open issue before either the Arbiter or the Ombudsman.

ARTICLE XII. NON-DISCRIMINATION

The Corporation shall maintain and enforce a non-discrimination policy. Black Rose shall be open to all persons in accordance with these bylaws, and the Corporation's membership policies and procedures.



ARTICLE XIII. INUREMENT

The Corporation is not organized for pecuniary profit or for the benefit of an individual or for-profit entity and shall not have authority to issue capital stock. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, employees, members or another private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE XIV. WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the laws of the Commonwealth of Virginia, the Corporation's Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equitant to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

ARTICLE XV. DECLARATION OF POLICY

Responsibility and authority for any declaration of Corporation 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 Corporation, are not authorized directly or indirectly to commit the Corporation 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 Corporation, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Corporation.

ARTICLE XVI. OTHER GOVERNANCE DOCUMENTS

These Bylaws, including all amendments hereto, shall at all times be in conformance with and subservient to the Articles of Incorporation of the Corporation. Any conflict or ambiguity with respect to these Bylaws and the Articles of Incorporation shall be resolved in favor of and with reference to the Articles of incorporation, as the case may be.

ARTICLE XVII. GOVERNING LAW


All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the Commonwealth of Virginia.



ARTICLE XVIII. SEVERABILITY

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.

Adopted at the organizational meeting of the Board of Directors this 14th day of December 2017.

/s/ 

Secretary