

HOIST, INC. d/b/a
HOIST MEN OF LEATHER & FETISH CLUB
MEMPHIS, TENNESSEE

BY-LAWS

and

STANDING RULES OF ORDER

REVISED APRIL 2016

BY-LAWS

Article I NAME OF CORPORATION

The name of this corporation shall be "Hoist, Inc. "and its headquarters shall be in Memphis, Tennessee.

Article II PURPOSE OF THIS CORPORATION

Section 1 The purpose of this Corporation is to establish an organization to further the ideals of brotherhood and friendship and to promote social and charitable functions among adult men interested in BDSM, leather and related fetishes.

Section 2 This corporation is not organized for pecuniary benefit and shall not declare dividends.

Article III TYPES OF MEMBERSHIP

Membership in the Corporation shall be divided into five (5) types:

A. Active/Regular – a full member who is in good standing and who has voting privileges

Pledge – a potential member who is in the first formal stage of becoming a member

B. Associate – a member of another similar club or a former Hoist member who wishes to become affiliated with Hoist without becoming an active member. This person may reside in Memphis or in another city or state

C. Honorary – bestowed to persons in recognition of outstanding service to the Corporation

Honorary Associate – bestowed to persons in recognition of services performed on behalf of the corporation

D. Alumni – bestowed by the Corporation to active members who have been members for at least 10 consecutive years

E. Auxiliary – A member that is unable to perform the responsibilities of a full member, is not eligible for Associate membership, but still wishes to be affiliated with the corporation

Article IV MEMBERSHIP APPLICATIONS

Section 1 Applicants for active membership must not now be or have been, in the last six (6) months, an active member of a similar Memphis club unless that club has ceased to exist.

Section 2 An applicant for active membership must be sponsored by two members in good standing. An applicant for associate membership must be sponsored by two active members. An application for associate membership must be accompanied by a letter from the applicant's club stating that the applicant is a member in good standing if applicable.

Section 3 The applicant applying for membership of any kind must be at least twenty-one years of age.

Section 4 Upon membership approval of any kind by the corporation, the applicant shall immediately be notified of his acceptance or rejection by the Road Captain.

Section 5 Resignation from membership shall be in writing and given to the President or an officer for presentation at the next meeting.

Article V GOVERNING BODY

The governance of the Corporation shall be vested in the Board of Directors.

Article VI THE BOARD OF DIRECTORS

Section 1 The Board of Directors shall consist of the six (6) officers of the Corporation, i.e.,

- A. President
- B. Vice-President
- C. Secretary
- D. Treasurer
- E. Road Captain
- F. Sergeant at Arms

Section 2 A minimum of four (4) Board Members must be represented in person or by proxy to constitute a quorum of the Board. No more than one proxy may be so counted in establishing the quorum.

Section 3 The directors and officers of the Corporation shall assume their offices for a term of two years at the January meeting at the start of new business. The President shall fill any vacancy until the next scheduled meeting when members in good standing shall vote by a secret ballot to fill the vacancy. Notification of the vacancy and the election will take place not less than ten (10) days before the next regularly scheduled meeting of the Corporation.

Article VII THE OFFICERS OF THE CORPORATION

Section 1 President

- A. The President shall be the executive head of the Corporation and shall preside at all meetings and functions of the club, both in and out of town, and shall be an ex-officio member of all committees.
- B. The President shall keep the Board of Directors fully informed as to the activities of the members of all committees.
- C. The President has voting power but can only exercise that power in the case of a tie when dealing with general club business. The President may vote, however, in the election of pledges, associates, alumni and honorary members and in the election of officers of The Corporation.
- D. The President shall appoint committees, chairmen and a club historian.

Section 2 Vice-President

- A. The Vice-President shall, in case of absence or disability of the President, assume the duties of the President.
- B. The Vice-President may preside over membership meetings at the discretion of the President.
- C. The Vice-President shall perform such other and additional duties as the President may direct.
- D. The Vice-President shall serve as parliamentarian at all club meetings and functions.

Section 3 Secretary

- A. The Secretary shall record the minutes of The Corporation.
- B. The Secretary, with the help of the Treasurer, shall maintain club membership records and retain all membership applications.
- C. The Secretary shall provide written minutes of each meeting to the membership in a timely fashion.
- D. The Secretary shall provide the membership with an updated member directory to include all Honorary and Associate Members.

Section 4 Treasurer

- A. The Treasurer shall have general supervision of the financial operations of The Corporation and shall keep such records as deemed necessary.
- B. The Treasurer shall collect, deposit, and disperse all fees, dues and assessments.
- C. The Treasurer shall make written reports of the transactions of the Corporation and the Corporation's financial condition and distribute a copy to the membership at each regularly scheduled meeting.
- D. The Treasurer shall be responsible for maintaining The Corporation's checking account. Said account is to be maintained at a financial institution approved by the Directors of The Corporation.
- E. The Treasurer's records may be audited by such person or persons that the board shall appoint when deemed necessary.

Section 5 Road Captain

- A. The Road Captain shall oversee public relations activities dealing with handouts, printed materials, posters and other properties as it relates to external events such as; Fundraisers, charitable events, community groups, etc.
- B. The Road Captain shall coordinate in-town and out-of-town functions of the club with the approval of the President and shall present itemized receipts for all expenditures pertaining thereto for activities related to the scope of the position.

Section 6 Sergeant at Arms

- A. The Sergeant at Arms shall oversee activities dealing with club patches, special pins, handouts, printed materials, posters and other properties as it relates to club activities and events hosted specifically by the club in the club's name such as private party events, balls, runs, etc.
- B. The Sergeant at Arms shall coordinate in-town and out-of-town functions of the club with the approval of the President and shall present itemized receipts for all expenditures pertaining thereto for activities related to the scope of the position.
- C. The Sergeant at Arms will act as internal monitor and mediate issues regarding personal discrepancies of members conduct as it relates to the club's code.

Article VIII HISTORIAN

Section 1 A club Historian shall be appointed by the President

Section 2 The Historian shall collect and maintain records, memorabilia, and photographs of the club and its activities.

Article IX ORGANIZATION OF THE CORPORATION

Section 1 These By-Laws and Standing Rules shall be used for the guidance of this corporation.

Section 2 By-Laws and Standing Rules shall be adopted or changed with previous written notice to members of the Corporation by a two-thirds (2/3) majority vote at the next regularly called meeting of the membership of the Corporation. Notification is to be made not less than ten (10) days from the time of the meeting at which the vote is to be taken.

Section 3 Proposed additions, deletions and amendments to the By-Laws of this Corporation shall first be proposed in writing by a member in good standing and presented to the Board of Directors. These changes shall then be presented to the corporate membership at the next regularly scheduled meeting.

Section 4 A proposal to establish or change the home bar of the club shall be adopted only after ten (10) days of written notification of a vote on such a proposal.

Article X RESTRICTIONS

This Corporation shall be non-racial, non-partisan, non-sectarian and shall wholly abstain from any political or labor affiliations or endorsement of candidate for public office.

Article XI FISCAL YEAR

The Corporation's fiscal year shall begin January 1st and conclude on December 31st.

Article XII LIQUIDATION AND DISTRIBUTION OF ASSETS

Section 1 A motion to dissolve the Corporation shall require an affirmative vote of two-thirds (2/3) of the members present, in person or by proxy, to be enacted. Such vote shall not be taken unless the members have been given written notice of the motion before the meeting at which the vote will be taken.

Section 2 In case of dissolution of the Corporation and the liquidation of its affairs, any monies or other assets remaining after payment of all obligations shall be distributed to one or more similarly oriented organizations or to charities, as determined by vote of the members.

Section 3 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4 Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 5 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of

propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XIII QUORUM

Section 1 The presence of two-thirds (2/3) of the active members is necessary to establish a quorum at a meeting. Proxies are not to be counted except on a vote to dissolve the corporation.

Section 2 A quorum of the Corporation is required at meetings in which Corporation business is to be transacted.

Article XIV RECORD

The corporation shall keep correct and complete books and records of all accounts and shall also keep minutes of the proceedings of its regular and special meetings of members and the Board of Directors. The Secretary and the Treasurer shall keep a record of the members. All books and records of the Corporation may be inspected by any active member for any purpose, at any reasonable time. The Secretary, Treasurer and Historian shall maintain all past and present records and turn them over to their successors.

STANDING RULES OF ORDER

Article I FINANCES AND DUES

Section 1 Dues will be assessed according to types of membership as follows:

- A. Active/Regular \$5 per month (\$10 per month may be paid with ½ of it going to a fund for a member that might not be able to afford dues, managed by the Treasurer.
- B. Pledge \$5 per Month
- C. Associate \$35 One-Time-Only
- D. Honorary No Charge
- E. Honorary Associate No Charge
- F. Alumni No Charge
- G. Auxiliary \$25 One-Time-Only

Section 2 Certain use of corporation property requires payment of fees. All the fees are payable upon issuance of the equipment and are refundable upon return of the equipment if it is in good condition. The fees for the following items will be assessed at the current cost to the club.

- A. Initial Charge for Patches, Pins and Shirts
 - 1. Overlay (Leather Vest) \$56.00 (Larger sizes the price varies)
 - 2. Small Patch \$5.00
 - 3. Large Patch \$15.00
 - 4. Hoist Gear Pin \$5.00
 - 5. Name Pin \$20.00
 - 6. Mid-America Patch \$5.00
 - 7. T-Shirt TBD
 - 8. Dress Uniform Shirt TBD
 - 9. Dress Pants TBD
 - 10. Sam Brown Belt TBD

Article II MEMBERSHIP MEETINGS

The club will hold a regular monthly meeting and such other meetings as may be needed as called by the President or the Board of Directors.

Article III NOMINATIONS, ELECTIONS AND INAUGURATION OF OFFICERS AND DIRECTORS

Section 1 All members nominated for offices in the Corporation must be in good standing.

Section 2 If, by the December meeting, a run has been scheduled within the next twelve months, members will be nominated for office at the second regularly scheduled meeting before the run, elected at the meeting before the run, and sworn in and assume their offices at the meeting after the run, apart from the Treasurer who shall be sworn in and assume his office on April 1st.

If, by the December meeting, no run has been scheduled within the next twelve months, members will be nominated for office at the regularly scheduled meeting in December, elected at the January meeting, and sworn in and assume their offices when the club agenda changes from old business to new business at the January meeting, apart from the Treasurer who shall be sworn in and assume his office April 1st.

Section 3 In all elections, voting shall be by secret ballot.

Section 4 Elections shall be conducted in the following order: President, Road Captain, Secretary, Treasurer, Vice-President.

Section 5 If a quorum is not reached at the nominating meeting or the election meeting, the officers will continue to hold office until these requirements can be met. Until a successor can be sworn in, any office will continue to be held by the incumbent.

Section 6 The in-coming President will be sworn in by the out-going President after which the new President will swear in the other new officers. In the case of re-election of the President, the out-going Vice-President shall swear in the President.

Article IV Membership Requirements

Section 1 Active Membership

A. An individual expressing a desire to become an Active Member shall first be required to attend Hoist hosted or sanctioned events and/or regularly scheduled meetings to meet the membership over a two-month period of time.

- B. The individual must attend a regularly scheduled meeting at which time he may request an application for membership.
- C. A completed application for membership must be filed for consideration.
- D. The individual may then submit his application for Active Membership along with the appropriate fees.
- E. The individual shall be voted on at the meeting at which the application is submitted. If accepted by two-thirds (2/3) vote of the members present, the applicant enters the Club as a Pledge.
- F. Committee Chairmen shall be active members.
- G. An Active Member shall pay his monthly dues and other fees at a regularly scheduled meeting or by mail to the Treasurer unless otherwise excused by the Board of Directors.
- H. No active Member shall fail or refuse to attend and participate in two (2) consecutive meetings (or club sanctioned functions) unless he has informed the President or a Board Member of the Corporation prior to the meeting (event) together with a justifiable reason.
- I. Active Members are strongly encouraged to attend two runs or similar club functions per year, one of which may be an in town run of another club.

Section 2 Pledge

- A. Once accepted as a Pledge, an applicant shall serve a pledgeship of a minimum of six (6) consecutive months.
- B. A Pledge is elevated to Active status by two-thirds (2/3) vote of the members present fourth regular meeting.
- C. A Pledge shall have the right to wear a pledge pin or right lapel or shirt collar.
- D. A Pledge shall have the right to take part in closed Corporation activities but he does not have the right to vote.
- E. A Pledge shall pay his assessed monthly dues.
- F. A Pledge shall make himself available to assist Active members in the performance of Club activities.

- G. A Pledge shall study and learn the By-Laws and Standing Rules of Order of this Corporation before they shall be admitted as an Active Member.
- H. A Pledge shall complete, during his pledgeship, the tasks set forth in the pledge handbook.

Section 3 Associates

- A. An Associate shall be a full member of another recognized Club or a former member of this club who resigned in good standing.
- B. An individual deserving to become an Associate shall submit an application accompanied by a photograph of the applicant and a fee and small patch charge as established in these rules.
- C. An individual desiring to be an Associate must be sponsored by two (2) Active Members who are in good standing. An officer of the applicant's club must certify that he is in good standing.
- D. An applicant may be voted upon at the meeting at which the application has been received. A vote of two-thirds (2/3) of the members present is necessary for acceptance.
- E. Associate Members have the right to wear the small patch.
- F. Associate members may attend all meetings and activities of the Corporation unless they are excluded at the direction of the chair. At club meetings, Associates may voice opinions but may not vote.
- G. An Associate will show a willingness to assist the Corporation in its activities.

Section 4 Honorary Members

- A. Honorary membership may be bestowed by the Corporation at any meeting of the membership by a one hundred percent (100%) affirmative vote of those present and voting. Honorary membership should only be bestowed on such persons as the membership shall select in recognition of exceptional services performed on behalf of the Corporation. In this instance, abstention shall not be counted in the total vote.
- B. Honorary members shall have the same rights as active members, with the exception of voting privileges.
- C. Honorary members shall have the right to wear the large and small patch.

Section 5 Honorary Associate Membership Status

- A. Honorary Associate membership may be bestowed by the Corporation at any meeting of the membership by a one hundred percent (100%) affirmative vote of those present and voting. Honorary Associate membership should only be bestowed on such persons as the membership shall select in recognition of services performed on behalf of the Corporation. In this instance, abstentions shall be counted in the total vote.
- B. Honorary Associate members shall have the rights and duties set forth in Section 3, paragraphs E, F and H.

Section 6 Alumni Membership

- A. After 10 years of Active Membership, Alumni membership may be bestowed by the Corporation by a two-thirds (2/3) affirmative vote. The request for status change shall be initiated by the Active member.
- B. Alumni members shall have the same rights as Active members, with the exception of voting privileges.
- C. Alumni members shall have the right to wear the large and small patch.

Section 7 Auxiliary Membership

- A. An Auxiliary shall be anyone unable to perform the responsibilities of a full member.
- B. An individual desiring to become an Auxiliary member shall submit an application accompanied by a photograph of the applicant and a fee as established in these rules.
- C. An individual desiring an Auxiliary member must be sponsored by two (2) Active Members who are in good standing.
- D. An applicant may be voted upon at the meeting at which the application has been received. A vote of two-thirds (2/3) of the members present is necessary for acceptance.
- E. Auxiliary Members have the right to wear an Auxiliary Member shirt but no other credentials
- F. Auxiliary Members may attend all meetings and activities of the Corporation unless they are excluded at the direction of the chair. At club meetings, Auxiliary members may voice opinions but may not vote.

G. An Auxiliary will show a willingness to assist the Corporation in its activities.

Article V CHANGES IN MEMBERSHIP STATUS

Section 1 If an Associate applies for active membership, he may be voted to pledgeship without being required to attend meetings beforehand.

Section 2 An Active Member may choose to become an Associate due to relocation, etc. He shall return all club property except for the small patch. This patch will have to be transferred to the right side of his overlay.

Section 3 A member may be granted temporary inactive status by the Corporation due to sick leave or any other personal reason.

Section 4 If a former active member of Hoist who resigned or otherwise left membership of the club while in good standing, desires to rejoin the club, the person shall be readmitted to the club in a three (3) month probationary status upon an affirmative vote by two-thirds (2/3) of the members present at a regular club meeting. During the 3-month probationary period the probationary member shall have all the duties, privileges, and responsibilities of a pledge. The probationary member shall be observed during this time by the active members so that they may determine if the person should be readmitted as an active member of the club. Once the 3-month probationary period has ended a vote shall be taken at the next club meeting and upon an affirmative vote by two-thirds (2/3) of the members present the probationary member shall be elevated to active member status.

Article VI Disciplinary Action

Section 1 Any member in good standing can bring charges, which shall be submitted to the Board by means of a signed document.

Section 2 The Board of Directors shall then call a meeting of the Board within thirty (30) days of the bringing of this charge.

Section 3 The accused member shall be notified of the charges and the meeting by mail not less than ten (10) and not more than thirty (30) days before the meeting, as shall the person bringing the charges.

Section 4 At the time of the meeting, the Board of Directors shall determine the validity of the charges and shall assess disciplinary action, the Board agreeing by two-thirds (2/3) vote, after both parties involved have had an opportunity to present their case.

Section 5

- Section 6 If found guilty, the accused member has the right to appeal to the Corporation membership at the next regularly scheduled meeting, at which he is required to attend. If he cannot attend for any other than a reasonable excuse or refuses to attend, the action of the Board stands.
- Section 7 The President of the Corporation shall inform the membership of the findings of the Board at the meeting in which the appeal is being made and the accused shall be granted reasonable time to address the membership on his behalf or may name some other Corporation member in good standing representative to address the membership issue for him. In either case, his presence is mandatory.
- Section 8 Upon a vote of a majority of the membership, the findings and penalty assessed by the Board may be either set aside or reduced, but not increased. Neither the accused nor the accuser may vote on the question.
- Section 9 In the event a majority of the members present, and voting shall fail to agree, the findings and penalty of the Board shall stand.
- Section 10 No officer who is either accused or the accusing party shall sit as a member of the Board of Directors for the purpose of hearing the charges brought by or against him.
- Section 11 Officers may be removed from office for any offense which would warrant disciplinary action against the said officer as provide for in these Rules, or for the refusal to perform their duties as stated in Article VII of the By-laws.
- A. Any three active members in good standing can bring charges against an officer, providing that one of the three is a member of the Board of Directors. Outside of this, six members are needed to bring charges.
 - B. The Vice-President may not make a motion for the removal of the President.
 - C. In the event of the removal of the President is sought, the Road Captain shall preside at the meetings unless the Road Captain shall have made or seconded the motion to remove, in which case, the Treasurer shall preside.
 - D. Upon bringing charges, the normal course of disciplinary action is taken. (cf. Article VI, 1-8 of the "Standing Rules of order of Hoist, Inc.")

E. If the charges or the bringing of charges involves three (3) members of the Board, the case is taken to the full membership, where two-thirds (2/3) of the membership is required to take or not to take action, and if necessary, determine what action is to be taken. In this instance, the decision is final.

Section 12 A member found guilty of any of the following charges may be penalized by, among other things, expulsion:

A. Failure or refusal to dues for a period of three (3) consecutive months (three (3) consecutive meetings) unless otherwise excused by the Board

B. In the case of Active members, failure, or refusal to attend two (2) consecutive meetings of the Corporation, unless otherwise excused by the Board.

C. For conduct of such a nature as to endanger the health, or safety, or reputation of other members of the Corporation, the Corporation itself or another person, or conduct disruptive or damaging to the purpose of the Corporation.

D. In the case of Active Members, for becoming an Active Member of any other club, though nothing herein shall be construed to prohibit any Active Member from becoming an Associate or Honorary Member of any other club.

Section 13 Any other charges may be brought within the stated guidelines and procedures (cf. "Standing Rules, Article VI")

Article VII CORPORATION COLORS

Section 1 The official Corporation colors shall consist of the following uniforms which must be worn at all club sanctioned events.

A. Informal Uniform (Shall be worn at any club event except in a member's home.)

1. Overlay shall consist of a black leather sleeveless vest with the following:

a. Small patch on the left side, either one inch above the pocket or two inches below the shoulder of the leather vest.

b. Name badge under the small patch. (Officer pin to be worn above the name badge.)

c. If applicable, silver "flying tire: on the left side below the name badge (this will be offered to members for service of

5 or more years as of Fall 2020. Service years are not retroactive if a member rejoins).

- d. Small Hoist “gear pin” on right collar tab (upper right side on leather vest).
 - e. Large patch shall be worn on the back of the overlay approximately one (1) inch below the seam.
 - f. Any Associate patches shall be worn on the right side of the front or the back at the bottom.
 - g. Mid-America patch shall be worn on the lower front right side.
2. If a t-shirt is worn it should be black or white. This shirt may bear the corporate logo but is not required. A plain colored shirt for flagging purposes will also be allowed.
 3. A harness or other may be worn instead of a t-shirt.
 4. Denim or leather pants or kilts (shorts can be worn from Memorial Day to Labor Day).
 5. Footwear appropriate to the event or venue.
 6. Accessories on the overlay:
 - a. The only accessories that can be worn on the overlay are buttons pertaining to clubs, runs, and motorcycle pins and patches.
 - b. Non-club related patches, pins, and other accessories must be approved by the Board.
- B. Formal Uniform (Shall be worn at formal run banquets or prior announced events.)
1. Black uniform pants with blue stripe and red interior stripe.
 2. White uniform shirt with small Hoist patch on left.
 3. Small gear pin on right lapel.
 4. Black tie.
 5. Sam Brown belt black in color.
 6. Black socks, if visible.
 7. Black boots (high shine) or dress shoes.

- Section 2 With all uniforms, a black motorcycle cap may be worn, but is not required.
- Section 3 **Only authorized name badges are to be worn. To be consistent, name pins will be ordered by the Corporation at the member's expense.**
- Section 4 Title pins (officer pins, etc.) will be purchased by the Club and will remain the property of the Corporation. These will be transferable concurrent with the installation of officers.
- Section 5 Club members wishing to get extra patches will be assessed at the cost to the Corporation of these patches.
- Section 6 Club colors shall not be worn while engaging in any activity which would bring discredit to the club.