



BYLAWS

OF

Living in Leather Inc.
A Colorado Nonprofit Corporation
Est 12/2018

BYLAWS

OF

Living in Leather Inc.

A Nonprofit Corporation

ARTICLE I

OFFICES AND PURPOSES

Section 1.1 Business and Registered Offices. The initial principal office of Living in Leather Inc. (the "**Corporation**") is as set forth in the Articles of Incorporation of the Corporation. The Corporation may have such other offices, either within or outside Colorado, as the Executive Officers of the Corporation may designate or as the affairs of the Corporation may require from time to time. The registered office of the Corporation required by the Colorado Revised Nonprofit Corporation Act to be maintained in Colorado may be, but need not be, the same as the principal office (if located in Colorado), and the address of the registered office may be changed from time to time by the Board of Officers of the Corporation.

Section 1.2 Purposes.

(a) The Corporation is organized, and shall be at all times operated, exclusively for charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

(b) The specific purposes and objectives of the Corporation shall include, but not be limited to, the support of and education for the eradication of stereotypical beliefs, misconceptions, and media representations about men and women, people of color, LGBTQ, the deaf, the physically challenged and others who have traditionally been discriminated against or poorly represented within their communities.

ARTICLE II

EXECUTIVE OFFICERS

Section 2.1 General Powers. The business and affairs of the Corporation shall be managed by its Executive Officers except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.

Section 2.2 Number and Appointment. The business affairs and activities of the Corporation shall be managed, directed, governed, and controlled, and the powers of the Corporation shall be vested in and exercised by a Executive Officers composed of not less than three (3) but not more than twenty (20) members. The Executive Officers may change the

number of Officers from time to time by amending these Bylaws in accordance with the procedures set forth in Section 2.11 of these Bylaws.

Section 2.3 Qualifications and Tenure. Executive Officers must be at least eighteen years old but need not be residents of Colorado. Each director shall hold office until the director's death, resignation, removal or the election of a new Executive Officer. Executive Officers may be removed by the Board of Executive Officers at any time with cause, and a resulting vacancy may be filled by an appointment of an interim Executive Officer, in accordance with the procedures set forth in Section 2.11 of these Bylaws.

Section 2.4 Vacancies. Any director may resign at any time by giving written notice to the President and the secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office shall be filled by the Executive Officers in accordance with the provisions of Section 2.11.

Section 2.5 Absences. If a director misses two (2) consecutive meetings without excuse, such absences shall be deemed to constitute such individual's tender of his or her resignation from the Executive Officers.

Section 2.6 Increase in Officers. The Executive Officers may vote to increase the number of members on the Executive Officers as provided in Article II Section 2.2 of these Bylaws. Any Offices to be filled by reason of an increase in the number of Officers shall be filled by vote of the Executive Officers. Any such Officer elected shall hold office from the date of election until the next annual general meeting when it will be voted on whether or not to make the new officer permanent or temporary. If temporary, an ending date or a date to check the progress needs to be set.

Section 2.7 Annual Meetings. An annual general meeting of the Executive Officers shall be held each year at the time and place, determined by the Executive Officers, for the purpose of appointing officers and for the transaction of such other business as may come before the meeting. The Executive Officers may provide by resolution the time and place or holding of additional regular meetings if necessary.

Section 2.8 Regular Meetings. In addition to the annual general meeting, regular meetings of the Executive Officers or any committee designated by the Executive Officers shall be held at least four (4) times annually and at such frequent intervals as the Executive Officers or any such committee, as the case may be, may designate.

Section 2.9 Special Meetings. Special meetings of the Executive Officers may be called by or at the request of the President or any Officer. The person calling the special meeting of the Executive Officers may fix any place as the place, , for holding such special meeting with due notice of 30 days.

Section 2.10 Notice. Regular meetings shall be preceded by at least thirty (30) days' notice of the date, time and place of the meeting and the notice need not describe the purpose of the meeting. Special meetings shall be preceded by at least thirty (30) days' notice of the date, time and place of the meeting and the notice shall describe the purpose of the special meeting. All notices and other communications hereunder shall either be (i) in writing and shall be deemed given if delivered personally, sent by facsimile (which is confirmed), sent by email or sent by an overnight courier service, such as FedEx, to a Officer at his or her address on file with the Corporation, (ii) by telephone, or (iii) by regular U.S. mail addressed to a Officer at his or her address on file with the Corporation and post-marked no fewer than Thirty (30) days prior to the meeting. The attendance of an Officer at a meeting shall constitute a waiver of notice of such meeting, except where an Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Executive Officers need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 2.11 Quorum; Actions of the Executive Officers. A majority (2/3) of officers shall constitute a quorum for the transaction of business at any meeting of the Executive Officers. A decision of the Executive Officers shall be made by unanimous vote of those officers constituting a quorum. All decisions and actions of the Executive Officers shall be guided by the purposes and restrictions on powers of the Corporation set forth in the Articles of Incorporation and these Bylaws.

Section 2.12 Meetings by Telephone. Members of the Executive Officers may participate in a meeting of the Executive Officers by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting, no matter where such person is actually located.

Section 2.13 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the officers may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the officers entitled to decide with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a decision of the officers reached at a duly-held meeting thereof and shall be effective when all of the officers have signed the consent, unless the consent specifies a different effective date.

Section 2.14 Conduct of Meetings. Meetings of the Executive Officers shall be presided over by the President or in his or her absence their recognized proxy. The Wisdom Keeper of the Corporation shall act as secretary of all meetings of the Executive Officers, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 2.15 Voting and Proxies. Each voting member shall have one vote. A vote of the majority of the voting members, represented in person or by proxy, at any meeting at which a quorum is present shall be the act of the voting members, except as otherwise provided

by these Bylaws. Voting members may vote by proxy executed in writing or electronically by such voting members. Each proxy is only valid for one (1) board meeting. Every proxy shall be revocable at any time by the voting member who executed it. Said signed proxy must be to the Secretary or President no later than 3 days before the board meeting it goes into effect.

ARTICLE III

OFFICERS AND AGENTS

Section 3.1 Number and Qualifications. The Executive officers of the Corporation shall be a President, a Wisdom Keeper, and a Treasurer of NLA International. The Executive Officers may also appoint such other officers as it may consider necessary. All officers must be at least eighteen years old and be either a US or naturalized citizen.

Section 3.2 Nondiscrimination. The Living in Leather, Inc. is committed to a policy of fair representation of the officers and will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, gender identity, geography or age.

Section 3.3 Appointment and Term of Office. The officers of the Corporation shall be appointed by the Executive Officers at each regular annual general meeting. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon as convenient thereafter. Each officer shall hold the office until the officer's death, resignation or removal or result of election.

Section 3.4 Compensation. Officers shall not receive compensation for their services as officers of the Corporation, but they may be reimbursed for reasonable expenses incurred by them in the course of performing their duties, subject to approval by the Executive Officers and presentment of appropriate vouchers.

Section 3.5 Resignation. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the President or to the remaining officers. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Executive Officers.

Section 3.6 Vacancies. Any vacancy occurring on the Executive Officers by reason of resignation, removal, death, or otherwise shall be filled by the affirmative vote of a majority of the remaining members of the Executive Officers, in accordance with the procedures set forth in Section 2.11 of these Bylaws. The term of office of a officer elected to fill a vacancy shall commence upon election.

Section 3.7 Removal. Any officer or agent may be removed by the Executive Officers with cause by a vote in accordance with the provisions of Section 2.11. Appointment of an officer or agent shall not in itself create contract rights.

Section 3.8 Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Executive Officers or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The President shall, subject to the direction and supervision of the Executive Officers, (i) have general and active control of the affairs and business of the Corporation and general supervision of its officers, agents and employees; (ii) see that all orders and resolutions of the Executive Officers are carried into effect; and (iii) perform all other duties incident to the office of President and any duty that may be assigned to the President by the Executive Officers.

(b) Wisdom Keeper. The Wisdom Keeper shall assist the President and shall perform such duties as may be assigned to him or her by the President or by the Executive Officers. The Wisdom Keeper shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions of the President.

(c) Treasurer. The Treasurer shall (i) be the principal financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Executive Officers; (ii) receive and give receipts and acquittances for moneys paid in on account of the Corporation, and pay out of the funds on hand all bills and other just debts of the Corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Executive Officers statements of account showing the financial position of the Corporation and the results of its operations; (iv) upon request of the Executive Officers, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of Treasurer and such other duties that may be assigned to the treasurer by the President or the Executive Officers.

ARTICLE IV

EXECUTIVE DIRECTOR

The Executive Officers may employ an Executive Director who shall:

- (a) Implement the policies and procedures of the Corporation as prescribed by the Executive Officers in a written job description.
- (b) Be responsible for the operation of the Corporate office

(c) Employ, supervise and terminate such other staff as deemed necessary by the Executive Officers to carry on the business of the Corporation.

(d) Assign a staff person to committees as requested by the President.

(e) Provide Executive Officers with reports regarding current status of program(s) and financial situations as requested, but not less frequently than quarterly.

ARTICLE V

COMMITTEES

Section 5.1 General. The Executive Officers, by a majority vote of the entire Executive Officers, may designate and appoint one (1) or more committees of the Executive Officers, each which shall consist of one (1) or more agents. Such committees, to the extent provided in the motion approved by the Executive Officers, the Articles of Incorporation or these Bylaws shall have all the authority of the Executive Officers, except that no such committee or any officer of the Corporation may amend the Articles of Incorporation; restate the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation, authorize sale, lease, exchange or mortgage of all or substantially all of the property and/or assets of the Corporation; or amend, alter or repeal any resolution of the Executive Officers. All decisions and actions of a committee shall be subject to review by the Executive Officers. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Executive Officers or any individual director of any responsibility imposed upon him or her by law. If any such delegation of authority of the Executive Officers is made as provided herein, all references to the Executive Officers contained in these Bylaws, the Articles of Incorporation, the Colorado Nonprofit Corporation Act or any other applicable law or regulation relating to the authority so delegated, shall be deemed to refer to such committee.

Section 5.2 Committees. The Corporation shall have such committees as may from time to time be designated by a majority vote in accordance with the provisions of Section 2.11. These committees may consist of persons who are not also members of the Executive Officers and shall act in a non-compensated advisory capacity to the Executive Officers.

ARTICLE VI

INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by the laws of the State of Colorado (including without limitation in circumstances in which, in the absence of this Article VI, indemnification would be discretionary under the laws of the State of Colorado or limited or subject to particular standards of conduct under such laws), each of its directors, officers, employees, fiduciaries and agents, whether compensated or volunteer, against all

expenses, liabilities and losses (including reasonable attorneys' fees) incurred in, relating to or as a result of any action, suit or proceeding (collectively referred to herein as a "proceeding") to which such person may be involved or made a party by reason of serving or having served as a director, officer, employee, fiduciary or agent, whether compensated or volunteer, of the Corporation. Any repeal or modification of this Article VI shall be prospective only and shall not adversely affect any right or protection of a director, officer, employee, fiduciary or agent of the Corporation under this Article VI, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article VI, prior to such repeal or modification.

ARTICLE VII

MISCELLANEOUS

Section 7.1 Account Books, Minutes, Etc. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Executive Officers. All books and records of the Corporation may be inspected by any officer, that officer's authorized agent or attorney, or Executive Director, for any proper purpose at any reasonable time.

Section 7.2 Fiscal Year. The fiscal year of the Corporation shall commence January 1 and end on December 31 each year.

Section 7.3 Conflicts of Interest. If any person who is a director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (c) not be entitled to participate in the decision of the Corporation to enter into such transaction.

Section 7.4 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers.

Section 7.5 Gifts. The Executive Officers may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or any special purpose of the Corporation.

Section 7.6 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

ARTICLE VIII

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 8.1 Limitations on Activities. No part of the activities of this Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to any candidate for public office. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 8.2 Prohibition Against Private Inurement. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes of this corporation.

ARTICLE IX

DISSOLUTION

Section 9.1 Procedure. The Corporation shall be dissolved according to the procedures outlined in the Colorado Nonprofit Corporation Act.

Section 9.2 Distribution of Assets. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of to facilitate one or more of the exempt purposes of the Corporation. Assets shall be distributed for one or exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for public purposes. Any such asset not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated for such purposes.

ARTICLE X

AMENDMENT OF BYLAWS

Except as may otherwise be specified under provisions of law, these Bylaws may be altered, amended or repealed and new Bylaws adopted in accordance with the procedures set forth in Section 2.11 of these Bylaws.

ARTICLE XI

CONSTRUCTION AND TERMS

If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holdings. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Corporation filed with the Secretary of this State and used to establish the legal existence of this Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

The undersigned hereby certifies that the foregoing Bylaws of Living in Leather Inc. were adopted _____, 2018 to be effective as of _____, 2018.

President

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