

Bylaws of 1740, Inc.

ARTICLE I NAME AND PRINCIPAL OFFICE

Section 1. Name. The name of this Corporation shall be 1740, Inc., hereinafter referred to as the "Corporation." The Corporation shall have the trade name of 1740, Inc. The name and/or the trade name of the Corporation shall be carried on its letterhead and official documents.

Section 2. Principal Office. The Corporation's principal office shall be located in Wichita, Kansas. Its primary service area shall be Wichita and South Central Kansas.

ARTICLE II PURPOSE

Organized for educational and social purposes, the Corporation is dedicated to the education and further development of the BDSM lifestyle community of Wichita, Kansas, and surrounding areas.

Consistent with its purposes, the Corporation's structure and operations are designed to:

- Provide regular educational and social opportunities for members and the BDSM community to promote Safe, Sane, & Consensual or Risk Aware Consensual Kink, fetish play;
- Promote strategic and productive community leadership, action and goodwill;
- Build relationships that value and further cultural, gender, sexual orientation, fetish desire, and racial inclusion.

The term BDSM should be broadly and liberally construed but shall include and be consistent with the following definition:

BDSM is a highly erotic form of physical, mental, spiritual and/or emotional stimulation, which allows one partner to voluntarily surrender their power to another partner, for the purpose of learning, discipline and the experience of physical and/or sexual stimulation, without guilt, shame or judgment.

ARTICLE III MEMBERSHIP

Section 1. The Board shall adopt from time to time Membership qualifications, guidelines and fees. Such policies shall be set forth in a membership handbook, and shall have the same force as these Bylaws and shall be amended in a like manner.

ARTICLE IV CORPORATE GOVERNANCE AND ELECTIONS

Section 1. The governance of the Corporation shall be vested in the Board of Directors.

Section 2. Directors shall be elected by members in good standing at the Annual Meeting of the Members subject to the terms and conditions set forth in this Article.

Section 3. The annual Meeting of the Members for the purpose of voting on the Board of Directors shall be the 3rd Monday of January of each year.

Section 4. Eligibility to Vote. No member shall be eligible to vote unless said member has been a member in good standing for at least 6 months and further shall have attended at least two events in the 4 months immediately preceding the election. No member facing current disciplinary proceedings shall be allowed to vote. Votes will be by secret ballot. Votes must be made in person and no proxy voting or cumulative voting shall be permitted.

Section 5. Eligibility for election as a Director. No person who has not been a member in good standing for at least 6 months year immediately proceeding the election shall be eligible for election unless they have previously served as a director.

Section 6. Number of Directors. Pursuant to the Bylaws the Board of Directors shall consist of not less than five nor more than 9 persons. Prior to each election the Board of Directors will make a recommendation of the number of directors currently desired taking into account practical and business considerations. Such recommendation shall be binding unless rejected by 60% of the members attending the election. Upon rejection the members by majority vote shall determine the number of directors to be elected.

Section 7. Term of Director. Directors shall be elected for a term of two years. If a director shall be unable to complete his term, the President shall nominate a person subject to a majority vote of the Board of Directors to fill such position until the next meeting of the Members at which time if an unexpired term remains open they shall vote to fill such unexpired term.

Section 8. Classes of Directors. Directors shall be upon their initial election or appointment be assigned as either a Class 1 or Class 2 director. Directors of class one shall be subject to election in odd numbered years and Directors in class two shall be subject to election in even numbered years.

Section 9. Nominations. The Board may, at its discretion, nominate a slate of candidates or individual candidates that they feel will be beneficial to the Corporation. In addition, any member may nominate any person who is eligible to run for office, including themselves. The period for nominations shall be from November 15 through January 1. In addition nominations may be taken from the floor. A list of all candidates nominated prior to the January 1 cutoff, shall be published on the website at least two weeks before the election. Any person desiring to submit a brief biography or campaign position may do so and it will be published on the website provided it is not inflammatory or disparaging of any other person. All candidates may make a statement at the Members meeting not to exceed five minutes.

Section 10. Election. Election will be by secret ballot. You will list a name for the number of directors positions open. You may not list more names than the number of positions open or such ballot shall be void. You may not list the same name more than once or the ballot will be void. You may list fewer names than the number of positions open. The top vote getters will be elected to the number of positions open. In the event there is an election for an unexpired term, it will be by separate ballot. In the event of a tie there will be a runoff election immediately. If such runoff shall end in a tie the winner shall be selected by lot.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number and Membership. The Board of Directors is to be comprised of number not less than five (5) nor more than nine (9). An odd number is desirable but not required.

Section 2. A Director shall be regarded as qualified when written acceptance of Directorship is received, or when they take actions consistent with their acceptance.

Section 3. Meetings. The Board of Directors shall hold meetings at time and place decided by the President of the Board of Directors. Meetings shall be open to all members except for executive sessions during which matters such as legal/administrative proceedings, membership applications, personnel matters, disciplinary proceedings and other sensitive matters shall be discussed. Members shall be allowed to address the Board pursuant to Rules adopted by the President. Despite any notice requirements below, such meeting shall be legal and regular without regard of notice to members, provided notice of said meeting is published on the website at least 48 hours before said meeting. In addition the board may meet in emergency session without notice, and their interim action shall be binding provided it is ratified by the majority of the Board at the next regular meeting.

Section 4. Notice of Meeting.

a). Any notice required to be given by these Bylaws is sufficient if it is communicated by telephone, fax, or email.

(b). Notice to Board. A notice setting the time and place of Board meetings shall be made at the previous Board meeting and a reminder shall be communicated to each Director at least two (2) days before the meeting.

(c). Notice to Members. Upon the setting of the date of the next meeting Members will be notified as soon as possible of the date of the meeting by posting the same on the website. In the event the date or time of the meeting is changed members shall receive notice at least two (2) day before the previously scheduled meeting.

Section 5. Waiver of Notice. Any Director may waive any notice thereof required by law or these Bylaws. Waiver must be in writing and filed with the Secretary and entered into the record of the meeting. Notice shall be deemed to have been waived by any Director who does not, before or at the meeting's commencement, protest lack of proper notice.

Section 6. Quorum. Three of the Directors constitutes a quorum at any meeting.

Section 7. Successor Directors. If a Director or director elect dies, resigns or is otherwise removed, the current President shall appoint a successor. If the President dies, resigns, or is otherwise removed, the current Board of Directors shall fill the position.

Section 8. Resignation. A Director may resign by giving written notice. Unless requested, formal acceptance is not necessary.

Section 9. Removal. Any Director may be removed for cause by a majority vote of Directors at any meeting, the notice or waiver specifying such action is to be considered.

Section 10. Conduct of Meetings. Meeting shall be conducted pursuant to Roberts Rules of Order, current edition, however, unless a point of Order is made, meeting shall be conducted as informally as possible, pursuant to an agenda provided by the Presiding Officer.

Section 11. Action in Writing in Lieu of Meeting. Any action which may be taken at a meeting of Directors by virtue of any provision of the laws of Kansas, the Articles of Incorporation or these Bylaws may be taken without a meeting, if authorized in writing and signed by a majority of the Directors, provided all Directors are given a chance to so act.

Section 12. Duties and Responsibilities. The Board of Directors shall:

- a) Preserve the Corporation's legal and corporate existence;
- b) Establish policy and direct its execution;
- c) Interpret the Corporation's goals, methods and objectives to its target population and the community at large;
- d) Create and oversee committees;
- e) Ensure the Corporation has adequate funds and other resources;
- f) Adopt, Amend, and Repeal By-Laws.

ARTICLE VI

OFFICERS

Section 1. The Officers of the Corporation shall be President, Vice-President, Secretary and Treasurer, and such other officers as the Board may time to time designate by majority vote. Any person may serve in more than one office simultaneously except that no person may simultaneously serve as both President and Secretary. The officers shall have the powers, duties and responsibilities as provided by law and custom as well as those specified in these by-laws. Officers shall be selected by a majority vote of the board. No person may serve for more than two years in any given office except upon the unanimous vote of the Board

Section 2. President. The President has general charge of Corporation's affairs, presides at meetings, appoints new officers in the event an officer resigns appoints members to the Board of Directors except where otherwise provided; and has the power to sign checks drawn on the account of the Corporation. The President is an ex-officio member of all committees.

Section 3. Vice-President. The Vice-President performs duties of the President at latter's request, in their absence or inability to perform.

Section 4. (Repealed).

Section 5. Secretary. The Secretary keeps minutes of meetings of the Directors meetings, and issues all notices. The Secretary also maintains and is the official custodian of all corporation records. The Secretary is responsible for all Corporate correspondence, letters, and requests. The Secretary shall receive the resignation of officers, and transmit same to the President.

Section 6. Treasurer. The Treasurer collects, receives deposits, invests and disburses the Corporation's funds, and renders financial statements and such other fiscal reports and accounts that the Board may require. The Treasurer has the power to sign checks drawn on the account of the Corporation.

Section 7. Removal of Officers or Delegation of Their Powers.

a. Any officer is subject to removal, if, at any time, in the judgment of a majority the Directors at a special called meeting, if such action is in the best interest of the Corporation.

b. In the absence of any officer, the Board may, without removal of said officer, delegate his or her powers and duties to any other officer or suitable person, subject to limitations of the Bylaws and to the extent permitted by law.

c. If any board member is arrested for violation of any felony, that board member may be suspended at the time of arrest and may remain suspended pending further investigation. The investigation by the board of directors shall take place within 30 days of being notified of the arrest and action shall be taken by the remaining board of directors within 15 days. After investigation is presented to the remaining board of directors, the board member may be re-instated or terminated by majority vote of the remaining board members. Decision to re-instated or terminate may be tabled pending any final legal actions by the court holding legal jurisdiction.

Section 8. Resignation. Any officer may resign by giving written notice to the Secretary. In the event the Secretary wishes to resign, said written notice shall be served upon the President. The resignation shall be effective at the time specified therein. Unless otherwise specified, formal acceptance is not necessary.

Section 9. Vacancies. Officer vacancies due to death, resignation, removal, disqualification, or any other cause, are to be appointed by the President from the current Board Members. Such appointment shall be on an interim basis until the Board as a whole can nominate and vote to fill such vacancy at the next regularly scheduled meeting. In the event there is a vacancy in the Presidency, the Vice President shall fulfill the functions of the President until on an interim basis until the Board as a whole can nominate and vote to fill such vacancy at the next regularly scheduled meeting.

Section 10. Compensation and Expenses. No Officer or Director may receive compensation of any kind for services conducted on behalf of the Corporation. This section is not to preclude Officers or Directors to be directly reimbursed by the Corporation for personal expenses incurred on behalf of the Corporation, upon proper presentation of a receipt for said expense to the Treasurer and subject to the majority vote of the Board.

ARTICLE VII COMMITTEES

Section 1. The Board may form Committees as needed. Any Board member shall also be an ex-officio member of every Committee and the President shall appoint at least one Board member to act as official liaison and member of each committee.

ARTICLE VIII INDEMNIFICATION OF OFFICERS, DIRECTORS, OTHERS, INSURANCE, SUITS

Each person who is or was a Director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer or employee of another corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation as of right to the full extent permitted or authorized by the laws of the State of Kansas, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorney's fees) asserted or threatened against or incurred by such person in his or her capacity or arising out of his or her status as a Director, officer or employee of such other corporation with which he or she is then serving at the request of this Corporation. The indemnification provided by this Bylaw or under agreement, vote of members or otherwise, shall not limit in any way any right the Corporation may have to make different or further indemnification with respect to the same or different persons or classes of persons.

ARTICLE IX AMENDMENT

These Bylaws may be altered, amended or repealed by a three-fourths (3/4) vote at a meeting of the Board of Directors at which a majority is present, provided meeting notices state said action is to be considered.

ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The Corporation's fiscal year shall be the twelve-month period beginning January 1 and ending December 31, or as may otherwise be set by the Board of Directors.

Section 2. Checks. All checks, drafts and orders for the payment of money shall be signed by the number of such Officers the Board of Directors, consistent with these Bylaws, may specify by resolution.

Section 3. Seal. The corporation shall have no seal.

Section 4. Use of Corporation Logo. All 1740, Inc. members shall be permitted to use the Corporation Logo, provided it is used in an appropriate manner. Inappropriate use, which is determined by a majority vote of the Board of Directors, shall constitute a reprimand and or legal action.

Section 5. Audit. The Corporation shall have a yearly audit done by the Board of Directors. The audit should be completed before May 1 of each year.

Section 6. Confidentiality Statement. Information received on applications or by other means such as name, address, email, or telephone number shall not be disclosed to anyone, except as requested by the member or as required by law. 1740, Inc restricts access to nonpublic personal information concerning all members, except to the elected Board of Directors who need access to such information in order to contact or provide the members with services offered by 1740, Inc. 1740, Inc. maintains physical, electronic, and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

Article XI – Disciplinary Procedure

Section 1. Causes for discipline.

Any person may be subject to discipline for any of the following:

- a. Violation of the Bylaws of 1740, Inc.
- b. Material misrepresentation of any fact on a membership application or interview for membership.
- c. Conviction of any sex crime no matter when committed.
- d. Registry on any sexual offenders list.
- e. Violation of play party/event rules.
- f. Failure to immediately comply with the instructions of a DM.
- g. Violation of confidentiality.
- h. Unauthorized use of any mailing list belonging to 1740, Inc.
- i. Violating the fundamental ethics of the BDSM community.
- j. Any other good cause that leads to disharmony or conflict.
- k. Aiding or abetting others in the violation of any of the above.

Section 2. Those subject to discipline:

Members, guests, visitors and all others wishing to attend any event sponsored by 1740, Inc., including Wichita First Friday Munch, may be subject to discipline.

Section 3. Initiation of disciplinary proceedings:

- a. The board, at its discretion may bring disciplinary proceedings for any of the causes listed in Section 1 above.
- b. Any member may initiate disciplinary proceeding by lodging a formal complaint against anyone for any of the causes listed above, provided however, the complaining party must be willing to participate in the prosecution of such matter without anonymity, provided however that the board may decline to prosecute such complaint if in their discretion they feel that it is more probable than not that the complaint would not result in disciplinary action.

Section 4. Notice and procedure.

- a. For those that are not members the board may take any disciplinary action it deems appropriate without notice or hearing.
- b. No member shall be subject to discipline without Notice and the opportunity to be heard. The notice will state the general grounds for the proposed hearing but such notice does not need to plead the grounds with specificity.
- c. For those entitled to notice, they shall receive a notice of disciplinary hearing no less than 10 days prior to such hearing. Notice shall be served by email to the address we have of record for such member.
- d. If within 7 days of the sending of notice the responding member may ask for a continuance of or a rescheduling of said hearing date. It shall be the non-binding procedure of the board to approve one

continuance or rescheduling without cause. Any further requests for continuance or rescheduling shall be for cause only and shall not be routinely granted.

e. The hearing shall be before a quorum of the Board of Directors. The accused party shall be presumed innocent and shall not be subject to discipline except upon the preponderance of the evidence.

f. Any party may produce any evidence and witnesses. The responding party may also bring up to two people of their choosing for moral support, however said persons shall not be allowed to speak or address the board except as witnesses. However the responding party may designate one spokesperson to present their case.

g. Conviction and punishment shall be by simple majority of the board members present, however no punishment or revocation of membership shall be effective unless approved by 2/3 of the board members present.

h. Punishment shall be as decided by the board members then present and shall include but not be limited to the following: Informal admonishment, public censure, restriction or suspension from certain events, suspension of membership (for a fixed or indefinite period of time), or revocation of membership.

i. Emergency suspensions. Notwithstanding any of the above, the board may, by unanimous vote, suspend a member until the time of the final hearing.

Section 5. Revocation.

Revocations shall be deemed permanent, however a previously revoked member may apply for reinstatement after 2 years since the imposition of the revocation. The burden is on the revoked member to prove a material change of circumstances or the mistake of a material fact in support of their petition for reinstatement.

Section 6. Appeal.

Any person may appeal their discipline or punishment at the annual meeting of members, or any other meeting of the general membership which may from time to time be scheduled. The Board and the disciplined member shall be allowed 10 minutes each to state their case before the membership. The membership may override the decision of the Board by a 2/3 majority of the members voting. All directors are also members of the corporation so shall be allowed to vote. Unless the disciplined member was subject to revocation, they are also members of the corporation and shall be entitled to vote. If the imposed discipline was revocation of membership, the person is no longer a member in good standing of the corporation and shall not be entitled to vote.

Article XII

Reciprocal Membership

The Board may adopt policies to allow the recognition of reciprocal memberships with other BDSM clubs that substantially share our same purposes, objectives and mission.

These Restated Bylaws were adopted on the 9th day of September 2010, and reflect the original bylaws dated June 9, 2008 and include amendments, changes and revocations dated July 21, 2008; December 8, 2008, February 2, 2009, March 2, 2009; January 18, 2010; February 1, 2010; March 1, 2010; March 29, 2010; May 3, 2010 and such other dates, whether listed or not, whereby the Bylaws were duly changed pursuant to Article IX of these Bylaws.

Darren Willard
President

Christian Durbin
Secretary

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Effective September 9, 2010
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