

# **By-Laws/Constitution of Prime Timers of Baltimore**

## **ARTICLE I. Name and Affiliation**

This organization shall be known as Prime Timers of Baltimore and shall be associated with and a chapter of the ORIGINAL WORLD WIDE PRIME TIMERS, an international organization. In these By-Laws of the Constitution, Prime Timers of Baltimore shall be referred to as the Organization. Any such changes shall be reflected in the By-Laws of this Constitution any affiliation(s) this organization shall hold with any other group or groups shall determined by a majority vote of the members in good standing. Such affiliations may be changed or terminated at any time as the membership deems necessary.

## **ARTICLE II. Offices**

The principal office of the organization shall be established and maintained as designated by the Board of Directors. The organization may also have offices at such places throughout and outside the State of Maryland as the Board of Directors may from time to time establish.

## **ARTICLE III. Purpose**

3.01 The Organization shall be a social, educational and cultural organization whose objectives are to support the needs of mature gay and bisexual men and those men who share common interests.

3.02 The Organization shall be organized and function as a SOCIAL NOT-FOR-PROFIT ORGANIZATION under and in accordance with the laws and policies of the STATE OF MARYLAND. Should the organization disband in accordance with the wishes of the majority of members in good standing for at least one year, all remaining assets, after paying indebtedness, shall distribute its assets as the Organization sees fit.

3.03 The Organization may lease, or by gift, device, or purchase, own and operate real estate for such purposes, and solicit donations and accept money or personal property in aid of such purpose and to maintain the same.

## **ARTICLE IV. Policies**

4.01 The following are basic policies of the Organization:

(a) The Organization shall be non-commercial, non-sectarian, and non-partisan.

(b) The name of the Organization or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the Organization.

(c) The Organization shall cooperate in its interest with other community, area, state, and national organizations to benefit the gay community as a whole and our organization in particular. Members of other Prime Timers chapters are welcome to attend Prime Timers of Baltimore functions as appropriate. This chapter will strive to exchange newsletters and communications with other Prime Timers chapters.

(d) The Organization shall not support political causes, or otherwise attempt 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. This will not preclude the Organization from dissemination of information about issues or conducting educational activities. Neither shall it preclude political candidates from speaking to the membership, in such cases, the Organization shall endeavor to present differing viewpoints and opposing candidates.

## ARTICLE V. Membership and Dues

- 5.01 All gay and bisexual men, who are 21 years of age or older and who subscribe to the purposes and basic policies of the Organization, may become a member of the Organization. Membership in the Organization shall be available without regard to race, color, creed (or lack thereof), national origin, health or disabilities.
- 5.02 All requests for membership forms shall be directed to the Secretary or his designee. The prospective member shall return to the Treasurer or his designee the completed application form along with the appropriate dues.
- 5.03 The Organization shall conduct an annual enrollment of members but persons may be admitted to membership at any time.
- 5.04 Only members in good standing in the Organization shall be eligible to participate in its business meetings or serve in any of its elective or appointive positions. Good standing is herein define as a member being current with annual dues and without unresolved grievances against him.
- 5.05 If the Board of Directors requires, each member of the Organization shall pay annual dues to the Organization in the amount determined by the Organization's Membership Committee with the advice and consent of the Board of Directors from time to time as stated in the By-Laws of this Constitution. No other assessments shall be levied on the general membership except by two-thirds vote of the general membership. Any assessments beyond membership dues shall be clearly described in the By-Laws of this Constitution.
- 5.06 Membership shall be due for renewal each year on the anniversary date each individual became a member of the Organization.
- 5.07 The Current Dues Schedule:
- (a) Shall be for twelve (12) months from the dated month of the membership application.
    - 1) Single Membership: \$20.00
    - 2) Couple/Partnership, who reside at same mailing address: \$30.00
  - (b) Shall be evaluated every year at the first (1) annual Board Meeting following the February Annual Election Meeting.
- 5.08 Membership dues are non-refundable.
- 5.09 Members who reach age 85, who have been a member in good standing for the past five (5) years or more may remain members as long as they desire without paying yearly membership dues.
- 5.10 Members may terminate their membership at any time by submitting a written notice to the Board of Directors.
- 5.11 Membership may terminate from non-payment of appropriate dues in a timely and reasonable amount of time.
- 5.12 Membership may be denied or revoked only after careful consideration of the Board of Directors. The subject has the right and opportunity to present his case on the denial or revocation of his membership to the Grievance Committee. The Grievance Committee shall in turn present the case to the Board of Directors. The Board of Directors may review the case in executive session. However, a two-thirds vote of the Board of Directors, meeting in open session, shall be required to deny or revoke.
- 5.13 The anonymity of all applicants and members shall be maintained, if requested. The Organization, its meetings, and its mailing lists, and rosters are protected by our understanding of sanctuary. No member or participant need fear exposure or abuse in joining or attending chapter functions. All information that individuals may reveal of a personal nature is to be honored by others with total confidentiality. Mutual trust and respect is offered to all who may elsewhere experience alienation, distrust or rejection. We welcome all into this sanctuary and expect that the terms of this sanctuary will be subscribed to and agreed to by all members, guests and other participants in the affairs and activities of the Organization. To maintain the privacy of all members, the roster must not be shared with any non-members. Violators will be subject to disciplinary action according to the Organization's Constitution and By-Laws.

## ARTICLE VI. Officers, Directors and Their Election

### 6.01 Officers and Directors:

- (a) The Officers of the Organization shall consist of a President, a Vice-President, a Secretary, and a Treasurer.
- (b) There shall also be three (3) Directors-at-Large.
  - 1) One or more additional Directors-at-Large may be elected by the general membership if they so choose and it is deemed necessary and/or advisable by the Board of Directors.
  - 2) Additional Directors-at-Large may be appointed by the majority vote of the Board of Directors.
- (c) The Officers and Directors-at-Large shall constitute the entire Board of Directors.
  - 1) Officers and Directors shall be limited to two (2) consecutive year terms in each board position.
- (d) The President, Vice-President, Secretary, Treasurer and Directors-at-Large shall be elected each year by a majority vote of the general members in good standing at the February annual election meeting, who may be present and voting, or who submit their vote in writing via a signed document either by electronic mail or postal mail and received prior to the election. Officers and Directors shall serve no more than two consecutive one year terms in each Board position.
- (e) Officers and Directors shall assume their official duties on the month following their election at the February Annual Election Meeting.
- (f) The President shall be the Chairman of the Board of Directors.
- (g) Officers and Directors may be removed from office for cause, such as three consecutive unexcused absences from board meetings and/or two-thirds absences from all general meetings and/or other discipline causes. A vote of two-thirds of the Board of Directors, voting in open session, is required for this action.

### 6.02 Election:

- (a) The Board of Directors shall appoint in November a Special (ad-hoc) Committee to be designated as the Nominating Committee composed of three members, one of whom shall be from the Board of Directors, and two of whom shall be from the general membership. The committee shall choose its own chairman.
- (b) The Nominating Committee shall present a slate of names for the Board of Directors positions to be filled and report its slate at the December general meeting at which time additional nominations may be made from the floor, by electronic or postal mail.
- (c) Only those persons who have signified their consent to serve if elected shall be nominated for any Board of Directors position. The names of those nominees along with the names of any unexpired board members will appear in the January newsletter and/or in any acceptable form of communication,
- (d) The nominees/candidates receiving the greatest number of votes counted shall be declared elected. Votes counted will be submitted in person at the February meeting, by electronic email and by postal mail both with written verification of the voting member. In the event of a tie vote, a runoff election shall be held at the same meeting. If the election is still undecided, the serving president shall appoint one of the tied candidates to the undecided position.
- (e) Unopposed nominees must be elected by a majority of members attending the February meeting of the general membership.

(f) In order to maintain continuity the President may ask a sitting board member to remain in office for an additional amount of time if that particular board position is not filled by an elected candidate.

#### 6.03 Vacancies:

(a) Vacancies on the Board of Directors, except for term expiration, may exist when one of the following conditions applies:

- 1) A Board member is absent without reasonable excuse for three or more consecutive Board meetings.
- 2) A Board member is absent without reasonable excuse for two-thirds of all general meetings in a calendar year.
- 3) A Board member's death.
- 4) A Board member tenders his resignation in writing to the Board of Directors.
- 5) A Board member is expelled by a majority vote of the remaining Board.
- 6) A permanent disability in which the Board member cannot fulfill his duties.

(b) A vacancy occurring in a Board Officer position may be filled for the unexpired term by a Director-at-Large elected by a majority vote of the remaining members of the Board of Directors.

(c) A vacancy occurring in a Director-at-Large position may be filled for the unexpired term by an appointment by the President after consultation with the Board of Directors. The appointment shall be ratified by the general membership at the next general meeting.

(d) A vacancy occurring in a Board Officer position, which is not filled by a Director-at-Large may be filled by an appointment by the President after consultation with the remaining Board of Directors.

## ARTICLE VII. Duties of Officers and Directors

#### 7.01 The President:

(a) Is the Chief Executive Officer of the Organization and shall supervise other officers and directors in the execution of their duties.

(b) Will preside at all general meetings and those of the Board of Directors.

(c) Will be ex-officio, a non-voting member of all committees, except the Nominating Committee.

(d) Will ensure that the resolutions and policies of the Board and the Organization are implemented.

(e) Will submit to the general membership at the February annual meeting a report of the preceding year for approval of the membership.

(f) Shall act as the Treasurer in the event of the elected treasurer's temporary absence or incapacity.

#### 7.02 The Vice-President:

(a) Shall carry out the duties of the President in his absence or incapacity.

(b) Shall act as Parliamentarian of the Organization.

(c) Shall direct and assist the Program Committee in planning and execution of events sponsored by the Organization, including presentations and activities at general meetings, special events, and any regular special interests groups in which members participate.

(d) Shall perform other duties as the Board of Directors shall direct.

7.03 The Secretary:

(a) Shall be clerk to the Board of Directors.

(b) Shall issue notices of all meetings of the membership and the Board of Directors and inform the Publicity Committee of such notices.

(c) Shall record minutes and votes of all meetings.

(d) Shall make an oral report at each meeting and have available copies of the minutes of the previous General and Board meetings for any member in good standing who wishes to have a copy.

(e) Shall maintain a list of current members and serve on the Membership Committee.

(f) Shall maintain the Organization archives and supplies and/or have a designee to assist him.

(g) Shall temporarily assume the President's duties if the President or Vice-president are incapable of fulfilling their duties due to one of the reasons of vacancies until a qualified replacement is found by the remaining Board members.

(h) Shall perform other duties as assigned by the Board of Directors.

7.04 The Treasurer:

(a) Shall have custody of all of the funds of the Organization.

(b) Shall make disbursements in accordance with an approved budget, as authorized by the Organization, the Board of Directors, or an appointed committee.

(c) Shall account for all monies of the Organization and deposit the same in the name of the Organization in a bank or trust company approved by the Board of Directors.

(d) Shall sign all checks unless one or more of the following occurs:

1) The amount of the check exceeds the disbursement amount established by the Board of Directors at its first (1) annual board meeting.

2) The Treasurer is absent, resigns or is incapacitated by death or disability.

(e) Shall collect and record all financial transactions of the Organization of its assets, liabilities receipts, and disbursements in an accurate and organized manner in the books of the Organization.

(f) Shall make monthly reports to the Board of Directors of the detailed financial status of the Organization.

(g) Shall make an oral report at each general meeting and have available copies of the financial report for any member in good standing who wishes to have a copy.

(h) Shall perform other duties as assigned by the Board.

7.05 The Directors-At- Large:

- (a) May head or serve on Standing or Special Committees.
- (b) Shall develop policies and procedures to fulfill the goals and functions of the Organization.
- (c) Shall actively seek the opinions, ideas, suggestions and the input from the general membership on a continuing basis and bring these concerns to the attention of appropriate officers and the Board of Directors.
- (d) Shall perform other duties as requested by the Board of Directors.
- (e) Shall fill vacancies as Officers on the Board of Directors when requested by the Board of Directors.

7.06 All Officers and Directors shall deliver to their successors all official materials entrusted to them not later than ten days following the election of their successors.

## ARTICLE VIII. Board of Directors

8.01 The Board of Directors:

- (a) Shall consist of Officers and the Directors-at-Large.
- (b) Shall conduct the business of the Organization with the approval of the membership.
- (c) Shall establish standing and special committees to insure the efficient, proper and progressive positive functioning of the Organization and the fulfillment of the goals of the membership.
- (d) Shall communicate monthly to the membership, the recommendations and actions of the Board of Directors, via the newsletter, the web site, or other means,
- (e) Shall meet at least monthly in announced open meetings with the general membership encouraged to attend and share ideas, comments, and grievances.
- (f) Shall be expected to attend all Board of Directors meetings and general meetings unless excused by the President. Unexcused absences from three consecutive Board meetings or two-thirds of all meetings during a calendar year shall be grounds for removal from the board.

8.02 A quorum of the Board of Directors is required to conduct business. A quorum shall consist of at least three officers and two Directors-At-Large.

8.03 A simple majority of all Officers and Directors present is required to establish policy, or to do business. The exceptions are two-thirds majority vote required to revoke membership or remove an Officer or Director.

8.04 The Board of Directors may call a Special Meeting, provided all active members have been notified by postal, phone and/or electronic mail at least five days in advance of said Special Meeting.

8.05 Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board of Directors. No regular business shall be transacted at the Special Meeting, only that stated as the purpose of the meeting.

8.06 The Board of Directors may meet in an emergency session if circumstances require, but must attempt to notify as many of the general membership as possible beforehand, then communicate the results of the meeting and the reason for the emergency meeting as promptly as possible.

## ARTICLE IX. Meetings

### 9.01 General Meetings:

(a) Shall be held at least every two months and shall be announced at least two weeks in advance. The location of the meetings will be announced at least one week prior to the meeting.

(b) Shall be scheduled by the majority vote of members in good standing, and may be changed at any time by another majority vote.

(c) May be used to designate dining outs, picnics, and other large gathering in advance.

(d) Will encourage cross communications between the general membership and the Board of Directors at all opportunities.

(e) Shall have reports from the Secretary, Treasurer, and any Standing or Special committees.

(f) Business may be conducted when a quorum of members in good standing are present.

1) A "quorum" is defined as 20% of all general members present at the general meeting.

2) By a simple majority vote.

(g) Will be conducted in accordance with *Robert's Rules of Order*, except as superseded by the By-Laws.

### 9.02 Order of Business at General Meetings except for Annual election meeting:

(a) Keynote speaker and/or special program if applicable.

(b) Introduction of new members.

(c) Communications and announcements.

(d) Reading of the following month's proposal activities by the President.

(e) Questions/comments from the floor.

(f) Socializing and registration for activities.

(g) Adjournment.

### 9.03 Board Meetings:

(a) The Annual Meeting of the Board of Directors shall be held after the February elections and prior to the March General Meeting, and the officers for the current year shall be installed at this Annual Meeting.

(b) At the Annual Meeting, the board will determine the tentative monthly schedule of Board Meetings for the coming year.

(c) Shall be held monthly unless one or more Board Officers are not present.

## ARTICLE X. Standing and Special Committees

### 10.01 Standing Committees:

(a) The Board of Directors may create such Standing Committees as it may deem necessary to promote the purposes and carry on the work of the Organization.

(b) Shall appoint its own Chairman, whose term shall be one year or until the qualification and election of his successor

(c) The Chairman of each Standing Committee shall present in a timely manner a report, orally or in writing, to the Board of Directors for approval as indicated by the Board of Directors. No committee shall expend funds or sign any contract without prior approval from the Board of Directors.

(d) Shall work and coordinate as needed with other Standing or Special committees.

10.02 One Standing Committee shall be the Budget Committee, to be composed of two (2) Board of Directors and two (2) non-Board but active chapter members, appointed by the President with the approval of the Board. The Treasurer shall serve ex-officio. This committee shall propose an annual budget to the board in February for ratification in March. The committee shall appoint its Chairman.

10.03 One Standing Committee shall be the Activities Committee, to be composed of two (2) Board Members and one or more non-Board Members (active chapter members) appointed by the President with the approval of the Board. The committee shall elect its own Chairman, who will chair committee meetings and report regularly to the Board.

(a) The committee shall attain venues for a variety of activities, and shall get Board approval for fees of such venues.

1) Activities may include but not be limited to: plays, day trips, concerts, museums, events with other groups, etc.

(b) The committee shall work with the Secretary to provide sign-up sheets, emails or other forms of communication to promote the activity which shall include cost, time and any pertinent information available to insure the success of the event.

(c) The committee shall work with the Treasurer to insure collection, and payment of monies for the activity.

10.04 One standing committee shall be the Membership Committee, to be composed of two (2) Board members and one or more non-Board members (active chapter members) appointed by the President with the approval of the Board. The committee shall elect its own chairperson, who will chair committee meetings and report regularly to the Board.

(a) The committee shall process applications for membership and disseminate to the Secretary in a timely manner.

(b) The committee shall be responsible for seeing that any dues that need to be received from each member are received and given to the Treasurer in a timely manner.

(c) The committee shall insure that any member who does not pay his dues within a reasonable time from the date his renewal is due and after adequate warning from the Membership Committee shall be dropped from the roster of members in good standing.

(d) The committee shall assess dues from persons of limited income with reasonable discretion and a small number of "scholarship" memberships will be made available for those interested persons with limited incomes.

(e) The committee shall set policies relating to membership fees and renewal dates with advice of general members and approval of the majority of the Board of Directors.

10.05 One Standing Committee shall be the Program Committee, to be composed of two (2) Board Members and one or more General Members (active chapter members) appointed by the President with the approval of the Board. The committee shall elect its own chairman, who will chair committee meetings and report regularly to the Board.

(a) The committee shall recommend speakers, programs, and venues for social events and implement them after receiving approval from the majority of the Board of Directors.

(b) Coordinators of social events shall be members of the Program Committee.

(c) The committee shall present its written recommendation to one or more of the Board of Directors prior to the Board meetings.

(d) The committee may solicit donations for an activity from members who participate in the event.

10.06 One Standing Committee shall be the Grievance Committee, to be composed of three (3) active chapter members appointed by the President with the approval of the Board of Directors. The committee shall elect its own chairman.

(a) The committee shall receive and investigate all written complaints of alleged misconduct.

(b) The committee shall conduct a hearing with the concerned member(s) present and present their findings to the Board of Directors for action at their next meeting.

10.07 One Standing Committee shall be the Publicity Committee, to be composed of two (2) Board members and one or more of General Members (active chapter members) appointed by the President with approval of the Board. The committee shall elect its own chairman, who will report to the Board at least once a month.

(a) The committee shall prepare and disseminate to the media (Newspapers, Internet, etc.) notices about monthly meetings and information about the Organization.

(b) The committee shall prepare and disseminate to the general membership information about upcoming events and activities.

(c) The committee shall post and publicize to membership any prerequisite for payment or donation for participation in an event.

(d) The committee shall also attain a Newsletter Editor, who shall serve on the committee.

1) The Editor shall compile information on events, Board reports and messages, meetings, events, Treasurer reports and any newsworthy material which he and the Board of Directors would consider of interest to the Organization.

2) The Editor or his designee shall disseminate the newsletter via electronic mail or via postal mail to members who request it.

3) The Editor or his designee shall disseminate the newsletter to other interested chapters by electronic mail or via postal mail if requested.

4) The Editor shall keep records and receipts of all expenditures to report to the Treasurer on a regular basis related to the newsletter.

5) The Editor or his designee shall make available copies to new members upon joining the Organization with information supplied by the Membership Committee.

10.08 One Standing committee will be the Hospitality Committee, to be composed of two (2) Board Members, one who shall be the Vice-President and two (2) or more General Members appointed by the President. The Vice-President shall serve as chairman, and report to the Board of Directors at Board Meetings.

(a) The committee shall greet new members at the meetings of the general membership and extend hospitality at all social events.

(b) The committee shall greet all guests/visitors at all social events and personally introduce them to the members of the Organization.

(c) The committee shall plan for, purchase and set up refreshments for the monthly meetings of the general membership, and clean up afterwards.

(d) The committee may ask for volunteers to help with setup and cleanup at social event.

#### 10.09 Special Committees:

(a) The Board of Directors and/or the general members may form and appoint members to Special Committees.

(b) Shall select its own chairman of each committee.

(c) Shall work and coordinate as needed with other Special or Standing committees.

(d) Shall report to the Board of Directors through their chairman in a timely manner as indicated by the Board of Directors.

(e) Shall exist for a specified period of time designated by the Board of Directors for each Special Committee. (e.g. Nominating committee, Holiday Dinner Committee, etc..)

## ARTICLE XI. Discipline

11.01 Investigation into allegations of misconduct shall be conducted by the Grievance Committee upon written complaint of one or more general members and/or Board of Directors.

11.02 A member of the Organization may be suspended for a period of time to be decided by the Board of Directors for conduct injurious to character and welfare of the Organization or any of its members by a majority vote of the Board of directors.

11.03 A member may be expelled for conduct injurious to the character and welfare of the Organization or any of its members by a majority vote of the Board of Directors.

## ARTICLE XII. Property Title

12.01 The title to and ownership of all property, effects, and assets of the Organization shall be in the name of the Organization, in trust for the benefit and enjoyment of the members. A resignation, death or forfeiture of membership, for any cause, shall be considered as an assignment and release to the Board of Directors, as trustees of the organization, of all rights, title and interest of such members in and to the property and assets of the Organization.

## ARTICLE XIII. Private Property-Personal Injury

13.01 The Organization and the Board of Directors shall not be held responsible from the loss of, or damage to property belonging to members and/or any persons attending activities for the benefit of the Organization.

13.02 The Organization and the Board of Directors is not responsible for the actions and accidents of any of its members or guests.

13.03 Each member or guest of the Organization assumes his own responsibility for himself or their property at any Prime Timer function, event or meeting whether public or private.

## ARTICLE XIV. Member Reimbursements

13.01 Whenever any member shall incur a financial expense on behalf of the Organization at the request of the Board of Directors, he shall be responsible to obtain a receipt or other proof of the expense and submit a copy of the same to the Treasurer, who shall be responsible to reimburse the member from the Organization's funds in a timely manner.

13.02 When a member hosts a function of the Organization and incurs expenses which he does not wish to be paid with the general funds, the Program and/or Activities Committee may consult with him to arrange for the solicitation of donations from the members who participate in the event.

(a) If payment of a donation is a prerequisite of participation in any event, the membership must be informed by the Publicity Committee of this fact in any announcements related to the event.

## ARTICLE XV. Guests

14.01 Members are highly encouraged to bring interested persons as guests and prospective members to General meetings and public events.

(a) Guests attending for the first time will be encouraged to become full-fledged members with all the rights, privileges and obligations, and will be given a membership application to be filled out and returned with the appropriate dues to the Secretary, Treasurer or any Membership Committee person and/or brought to the next meeting..

(b) Guests attending for the second time will be encouraged to become full-fledged members with all the rights, privileges and obligations and will be given a membership application to be filled out and returned immediately with dues while attending the second meeting to the Secretary, Treasurer or any Membership Committee person in attendance.

(c) Guests may not attend private events unless the Event Host, Activity Committee, and/or Event Coordinator gives prior approval to the guest.

## ARTICLE XVI. Amendments and Adoption

15.01 Amendments to the Constitution and By-Laws:

(a) May be amended, repealed, or altered in whole or in part as proposed by the Board of Directors and ratified by two-thirds majority of the general membership in good standing and in attendance at a General Meeting designed to perform this function.

(b) May be proposed by the Board of Directors or by petition of at least ten members to the Board of Directors.

(c) If the amendment is accepted as valid, it must be accepted by a unanimous vote of the Board of Directors and two-thirds vote of the general membership in attendance at a General Meeting.

(d) After Board approval, the officers must inform the membership of the upcoming general vote on amendment(s) at the meeting and through the newsletter or other form of communication for two months leading up to the vote.

15.02 This Constitution, By-Laws and amendments shall take effect when accepted by all members of the Board of Directors and two-thirds of the general membership in good standing at a General Meeting, and shall be made available to all members of the Organization.