

# PRIME TIMERS-CENTRAL VIRGINIA, INC. BYLAWS

## ARTICLE I. GENERAL

### **Section 1. Name.**

The name of the Organization is Prime Timers-Central Virginia, Inc., also known as PTCV.

### **Section 2. Purpose.**

The purpose of PTCV shall be to serve as a private membership organization of mature gay and bisexual men, coming together in a supportive atmosphere to promote educational, cultural and social activities in Central Virginia.

### **Section 3. Confidentiality.**

Members of PTCV shall keep member information confidential.

## ARTICLE II. MEMBERSHIP

**Section 1. Qualifications:** Membership shall be open to any gay or bi-sexual man 21 years of age or older, who is in accord with the principles and policies of PTCV, has completed a proper membership application, and who pays the annual membership fee as determined by the Board.

**Section 2. Rights.** Members in good standing shall be entitled to participation in organization activities, to move and vote on business, and to seek appointment or election to organizational position or office.

**Section 3. Responsibilities.** Members shall not share the membership list or roster with non-members. Violators shall be subject to disciplinary action by the Board of Directors.

**Section 4. Good standing.** A member shall not be considered in good standing if and while 1) in default of dues or other obligations to this organization, or 2) under suspension or other disciplinary penalty.

**Section 5. Resignation.** A member may terminate his membership at any time by submitting a letter of resignation to the President.

## ARTICLE III. OFFICERS

**Section 1. Qualifications.** Officers shall be elected from the general membership. Any member in good standing may serve as an Officer.

**Section 2. Composition.** The elected Officers of the organization shall be a President, a Vice President, a Secretary, and a Treasurer.

**Section 3. Term of Office.** The term of office for each Officer shall be two (2) years, and shall begin on January 1<sup>st</sup> following the last election.

**Section 4. Powers and Duties of Officers.**

**A. President.** The President, subject to the Board of Directors, shall enforce the Bylaws, supervise the organization, preside at all General Meetings, appoint committees, and act as the official representative of the organization. The President shall not serve more than two (2) consecutive terms.

**B. Vice President.** The Vice President shall act as the President in the President's absence, assist the President, monitor all committees not otherwise assigned, and perform such other duties as the President or the Board of Directors may assign.

**C. Secretary.** The Secretary shall keep minutes of all membership meetings where official business is conducted, Board of Directors meetings, handle correspondence, give meeting notices, maintain all documents, archives, records and collections not otherwise assigned, and perform such other duties as the President or the Board of Directors may assign.

**D. Treasurer.** The Treasurer shall collect fees, make disbursements, maintain bank accounts, maintain all financial records and reports, make an annual fiscal year-end report, make required financial and tax filings, prepare records as required for an annual audit and perform such other duties as the President or the Board of Directors may assign.

The Treasurer shall sign all checks, provided however, that in his absence the President may sign checks and, in their absence, the Vice President may sign checks and, in their absence, the Secretary may sign checks.

**Section 5. Succession.** If the presidency is vacated, the Vice President ascends to that position and the Vice President's position is vacated. Should both positions for the President and the Vice President be vacated, the Secretary shall assume the role of President. The Board may appoint an Officer Pro Tem, if necessary, for the proper conduct of business until such time as a new officer is elected. An Officer Pro Tem, when appointed, shall have all the powers and duties of the office to which he is appointed.

**Section 6. Removal.** The Board may recommend the removal of any officer of the Board who fails to perform his duties. An officer may be removed by the membership by a two thirds vote of those present and voting at a general meeting. Notice of intent to remove an officer must have been given at the previous meeting and in the prior month's newsletter.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. Qualifications.** Only members in good standing may serve as Directors.

**Section 2. Composition.** The Board of Directors shall be composed of the President, Vice-President, Secretary, Treasurer, and five (5) members elected from the general membership. The total number of the Directors shall be nine.

**Section 3. Term of Office.** The term of office of a Board member shall be two (2) years, and shall begin on January 1<sup>st</sup> following election.

**Section 4. Powers and Duties.**

**A. General.** The Board of Directors shall enforce the Bylaws, manage the affairs of the organization, fix time and place of meetings, appoint committees, make recommendations to the membership, and perform such other duties as are specified in the Bylaws, and by the parliamentary authority adopted by the organization.

**B. Dues and Fees.** The Board of Directors shall determine membership dues and fees.

**C. Applications.** The Board of Directors may review membership applications for consistency with the purposes of this organization.

**Section 5. Meetings.**

**A. Meetings.** The Board shall meet monthly at a time and place designated by the Board. Board meetings are to be announced at general meetings and in the monthly newsletter. Any member in good standing may attend a meeting of the Board by submitting a request to the President or his designate.

**B. Special Meetings.** The Board may hold special meetings as deemed necessary by the President. Notice of a special meeting shall require actual notice to each Board member at least three (3) days prior to the meeting.

**C. Quorum.** A quorum of the Board is defined as a majority of the Board members. In the event of no quorum, no business may be conducted.

**D. Vote.** Unless provided otherwise in these Bylaws, action by the Board shall require a majority of the members present.

**Section 6. Vacancies.** Except as stated in **Article 3, Section 5, Succession**, the Board shall hold a special election to fill a vacancy on the Board that occurs more than six (6) months prior to the end of the member's term. If less than six months of a member's term remains, the Board shall select a member to fill the vacancy.

**Section 7. Removal.** The Board may recommend the removal of any member of the Board who fails to perform his duties. A member may be removed by the membership by a two thirds vote

of those present and voting at a general meeting. Notice of intent to remove a member must have been given at the previous meeting and in the prior month's newsletter.

## ARTICLE V. COMMITTEES

**Section 1. Qualifications.** Only members in good standing may serve on committees.

**Section 2. Standing Committees.** Standing Committees are continuing committees that shall provide support and assistance to the Board of Directors, Officers, members, and other committees, as provided herein and such other duties as the Board of Directors may assign. Should the need arise; the President may create additional Standing Committees.

The President shall appoint committee chairmen subject to the Board's approval. Committee chairmen may solicit additional members as needed to carry out the committee's duties. The President shall be a member ex officio of all committees except the nominating committee.

**A. Membership.** The Membership Committee shall solicit new members, keep and maintain membership records, respond to the inquiries of the members, and prepare and distribute membership rosters at such intervals as directed by the Board of Directors. The Membership Committee may provide support to members who are ill, hospitalized, bereaved, incapacitated, or otherwise distressed. The Committee shall also recognize special events in member's lives.

**B. Hospitality.** The Hospitality Committee shall serve refreshments at the monthly General Meetings and other functions as directed.

**C. Programs.** The Programs Committee shall develop programs for the monthly General Meetings, select speakers, and develop formats.

**D. Publications.** The Publications Committee shall produce and distribute the monthly newsletter and other approved publications, and maintain an archive of publications.

**E. Website.** The Website Committee shall manage and maintain the organization's website.

**Section 3. Activities Committees.** The Activities Committees shall be appointed by the Board of Directors and shall plan and implement the social, recreational, cultural, and educational activities of the organization.

**Section 4. Ad Hoc Committee.** The Ad Hoc Committee shall provide support and assistance to the Board of Directors and the Officers for special situations. The Nominating Committee and the Grievance Committee shall be appointed by the Board of Directors and shall consist of no less than three members.

**Section 5. Reports.** The Committees shall make reports to the board as requested.

## ARTICLE VI. GENERAL MEETINGS

**Section 1. Frequency.** General Meetings are typically held monthly at a time and place designated by the Board of Directors. Special Meetings may be called by the President or by the Board of Directors.

**Section 2. Notice.** General Meetings shall be announced in the monthly newsletter and on the Website. Notice of Special Meetings shall be announced at least 14 days prior to the meeting date. The notice of a special meeting shall specify the business to be transacted.

**Section 3. Cancellation.** No meeting may be cancelled or postponed except by the Board of Directors.

**Section 4. Guests.** The Board of Directors shall establish rules for the admittance of guests and visitors to meetings.

**Section 5. Quorum.** A quorum shall be thirty (30) members.

**Section 6. Order of Business.** The order of business shall be established by the President.

**Section 7. Voting.** Only members in good standing shall be allowed to make motions or to vote.

## ARTICLE VII. FINANCES

**Section 1. Fiscal Year.** The fiscal year of this organization shall be the calendar year.

**Section 2. Budget.** The Board of Directors shall prepare an annual budget prior to the beginning of the fiscal year.

**Section 3. Dues.**

**A. Obligation To Pay.** Membership in PTCV is conditioned upon payment of the membership fee, provided however, that the Board of Directors may make exceptions for financial hardship or as a special honor.

**B. Due date.** The annual membership fee due date shall be designated by the Board of Directors.

**C. Default.** Failure to pay the annual membership fee when due shall place the membership in default.

**D. Refunds.** No refunds shall be due nor paid to a member who resigns from PTCV. A pro-rata refund shall be made to a member who is expelled from PTCV.

**Section 4. Expenditures.** All expenditures shall require the approval of the Board of Directors.

## ARTICLE VIII. ELECTIONS

**Section 1. General Elections.** Board members and Officers of PTCV shall be elected in one election. The election shall take place every two (2) years at the November General Meeting, with the exception of Special Elections.

**Section 2. Nominations.** The Board of Directors shall appoint a Nominating Committee at least six (6) months before the elections of not less than three (3) members. The Nominating Committee will select at least one (1) nominee for each position to be filled. The Nominating Committee will make it known to the General Membership that it is actively seeking and recruiting members to serve on the Board. Three months (3) prior to the General Election, the Nominating Committee shall submit a list of proposed nominations to the Board. Additional nominations may be made by any member in good standing from the floor anytime before voting begins provided that written consent from the nominee has been submitted to the President.

**Section 3. Notice.** The Board of Directors shall announce a list of proposed nominees at the October General Meeting and in the October newsletter.

**Section 4. Election.** Votes shall be cast by ballot unless there is only one candidate for the position. A majority of votes of members present shall be required to be elected. In the event no candidate receives a majority, a run-off election between the two candidates receiving the most votes shall be held immediately.

**Section 5. Special Elections.** A Special Election may be held to fill a vacancy with sufficient notification given to the membership in the newsletter and website. The Board of Directors shall select at least one (1) nominee for each position vacant and shall present these at the next General Meeting. Elections for the position shall be held at the subsequent General Meeting. Additional nominations may be made by any member in good standing from the floor anytime before voting begins, provided that written consent from the nominee has been submitted to the President.

## ARTICLE IX. RISK OF LOSS

**Section 1. Liability.** Each member agrees to assume the risk of loss or harm to his property or person.

**Section 2. Indemnification.** Each member agrees to make indemnification for any loss or harm he causes.

**Section 3. Insurance.** The Board of Directors may purchase insurance as necessary to protect the interests of PTCV.

## **ARTICLE X. PROPERTY**

The title of all property, effects, assets, and inventories purchased with PTCV funds or donated to PTCV shall be held in the name of Prime Timers-Central Virginia.

## **ARTICLE XI. GRIEVANCES**

**Section 1. Filing.** Any member may file a grievance. All grievances shall be submitted in writing to a member of the Board of Directors who shall submit it to the next Board meeting. The Board member will present the grievance in an anonymous fashion.

**Section 2. Findings.** A Grievance Committee shall be convened to investigate the allegations within two weeks. The Grievance Committee will have thirty (30) days to investigate the allegations and at that time shall submit written findings to the Board of Directors.

**Section 3. Decision.** The Board of Directors shall act on all grievances in a timely manner and may vote to take no action or to issue a warning, a suspension, an order of expulsion, or to take such other action it deems appropriate.

## **ARTICLE XII. RECORDS**

**Section 1. Preservation.** All records shall be preserved as directed by the Board of Directors.

**Section 2. Inspection.** The Board of Directors shall establish reasonable procedures to allow members to inspect all records that are not classified as confidential by the Board.

## **ARTICLE XIII. AMENDMENTS**

**Section 1. Proposal.** Amendments to these Bylaws may be proposed by a member of the Board of Directors or by a petition signed by at least ten per cent (10%) of the general membership and submitted to the Board of Directors.

**Section 2. Notice.** The Board of Directors shall review the proposed amendment at the next Board of Directors meeting and shall submit the proposed amendment to the membership for approval at the following General Meeting. A notice of the proposed amendment shall be announced in the monthly newsletter and on the Website. The notice shall include the text of the proposed amendment and may include comments or recommendations from the Board.

**Section 3. Approval.** A two-thirds (2/3) majority of the membership present, provided there is a quorum, shall be needed to approve any amendments to the By Laws. An approved amendment shall take effect immediate unless the amendment specifies a later time.

#### **ARTICLE XIV. DISSOLUTION**

Dissolution of Prime Timers-Central Virginia shall comply with the procedure for amendment to these Bylaws. Upon approval of dissolution, the Board of Directors shall immediately take all necessary steps to complete a final accounting and legal dissolution of PTCV.

#### **ARTICLE XV. PARLIAMENTARY AUTHORITY**

The most recent edition of Robert's Rules of Order, Revised shall govern all questions of parliamentary procedure and govern all issues when not in conflict with the Articles of Incorporation and the Bylaws of Prime Timers Central-Virginia.