

Bylaws of Prime Timers Worldwide, Inc. Amended October 2009

Article I. Name

This organization is an international society, and shall be named The Original Prime Timers Worldwide, Inc. doing business as Prime Timers. In these bylaws it will be referred to as "the Society."

Article II. Purpose

Section 2.01 "Prime Timers" is a worldwide Society of mature gay and bisexual men and younger men over 21 who prefer the company of older men coming together in a supportive atmosphere to promote educational, cultural, and social activities for mature and bisexual men.

Section 2.02 The Society will plan, promote, support, and carry through such activities as these Bylaws shall require in support of its purpose.

Section 2.03 The Society will pursue this aim by establishing chapters, including an Independent Chapter, to plan, promote and carry through activities in support of the Society's purpose in their local geographic area.

Article III. Structure and Membership

Section 3.01 Structure

- (a) This worldwide Society is organized as a federation of autonomous chapters
- (b) The Society will also maintain an Independent Chapter primarily to serve those men who do not live within commuting distance of a regular chapter.
- (c) Authority and legitimacy within the Society are derived from the chapters.
- (d) The chapters elect a Board of Directors of the Society to carry out those tasks beyond the scope or capacity of individual chapters and to provide continuity and leadership for the Society as a whole.

Section 3.02 Membership

- (a) Membership in the Society shall be comprised of autonomous chapters registered on the Society's Roll of Chapters.
- (b) Groups wishing to enroll as local chapters shall submit their application to the Vice-President of Chapters. The minimum criteria for application are:
 - 1) That the Chapter has 15 or more members (approximately).
 - 2) That membership is restricted to men 21 years of age or older.
 - 3) That the Chapter supports the purposes of the Society.
 - 4) That the Chapter will conform to Article IV of these Bylaws.
 - 5) That the Chapter will conduct itself in such a way that it will contribute to the good name of the Society.
 - 6) That the Chapter will identify itself as a "Chapter of Prime Timers Worldwide" if the words "Prime Timers" are not contained in the Chapter's name. This allows an existing organization that wishes to become a chapter to retain its existing familiar name.
 - 7) That it is not in another chapter's previously approved geographic area, or that it has reached an agreement with existing chapters regarding geographic area and cooperation.
 - 8) The chapter's name will include the geographic area's name in which it resides.
 - 9) The chapter will include and use some form of the 'handshake logo'.

- (c) A prospective chapter may not be enrolled if its intended geographic area overlaps that of an existing chapter or chapters already enrolled, unless the existing chapter(s) agree to a revision of geographic boundaries to accommodate the applicant chapter.
- (d) On the Board's approval of an application, the Secretary of the Board shall enter the chapter's name and contact information on the Roll of Chapters, and inform existing Chapters of the new chapter's name, contact information and geographic area.

Section 3.03 **Geographic Area**

- (a) The geographic area of a chapter will generally be the Metropolitan Area as defined by the US Census. Where two or more large cities are located within regular commuting distance of each other (for example, Dallas and Fort Worth, Washington DC and Arlington VA, Los Angeles and Long Beach), the geographic area of two chapters will be considered to be a line roughly drawn equidistant between the two city's centers.
- (b) Chapters located near each other may mutually agree on their geographic areas.

Section 3.04 **Independent Chapter.** One Independent Chapter shall be formed to serve primarily those men who do not live within commuting distance of an existing chapter.

(a) Eligibility for membership in the Independent Chapter

- 1) All members of the Independent Chapter must be twenty-one (21) years of age or older.
- 2) Persons who live in an existing Chapter's geographic area are not excluded from membership in the Independent Chapter.

(b) Organization of the Independent Chapter:

- 1) The Vice President of Independent Members elected by the Society shall be the Chairman of the Independent Chapter.
- 2) The Independent Chapter has the same rights and responsibilities as any other chapter as outlined in these Bylaws.

Section 3.05 A person may belong to more than one chapter.

Section 3.06 The Secretary shall maintain the Roll of Chapters, and shall provide copies to chapters in good standing.

Section 3.07 Problems of distance and communication shall not become the excuse for an individual chapter or regional group of chapters to usurp authority properly belonging to the Society as a whole.

Article IV. **Chapters**

Section 4.01 **Chapter Rights.** Each chapter has the following rights:

- (a) Each chapter in good standing shall have one vote on all Society matters for which a vote of the membership is called. This vote shall be exercised by the chapter president or by his proxy.
- (b) Each chapter has input to policies and activities intended for the Society as a whole, and for the election of the Society's officers.
- (c) Each chapter shall have the right to set a minimum age for its membership so long as that age is 21 years of age or higher.
- (d) Each chapter shall have the right to set and collect dues for its own purposes.
- (e) Each chapter shall have the right to conduct its own business, host local or regional events, and conduct fund-raising events.
- (f) Each chapter shall have the right to establish its own governing structure.
- (g) Each chapter shall have the right to define its membership in accordance with local laws and customs.
- (h) Each chapter shall have the right to define its geographical area in accordance with Section 3.03.
- (i) Each chapter shall have the right to join with other chapters in a regional agreement to enhance opportunities for their respective members.
- (j) Each chapter shall have the right to withdraw from the Society, provided it ceases to use the name "Prime Timers", and ceases to represent itself as a Chapter of the Society.
- (k) Each chapter shall have the right to dissolve itself and distribute its assets and property as it sees fit.

Section 4.02 **Chapter Responsibilities.** Each chapter has the following responsibilities:

- (a) To ensure that its general purposes are consistent with those of the Society, and that its membership is at the required level.
- (b) To submit a biennial report to the Board showing that its general purposes are consistent with those of the Society, and that its membership is at the required level
- (c) To use the words "Prime Timers" as part of its name, or to use the words "A Chapter Of Prime Timers Worldwide" if Prime Timers is not a part of the name.
- (d) To maintain its membership at the required level of 15 or more members
- (e) To pay annual dues to the Society, these dues to be determined by the Board and chapters in accordance with the practice of approving all policies. If the dues are based on chapter membership, the amount shall be based on the chapter membership as of December 31st.
- (f) To pay special assessments passed by vote of the Society in accordance with these Bylaws in a timely manner.
- (g) To include the name of the geographic area in its name.
- (h) To include some form of the 'handshake logo' in its logo.

Section 4.03 Maintenance of good-standing.

- (a) A chapter shall be in good standing if it is no more that three (3) months overdue on annual dues.
- (b) A chapter shall be in good standing if it is no more that three (3) months overdue on special assessments properly levied by a vote of the Society.

Section 4.04 Chapter Deletions:

- (a) A chapter may be deleted from the Roll of Chapters on the two-thirds (2/3) vote of the Board of Directors, for being more than three (3) months overdue in payment of annual dues or special assessments. The Society will set the due date for dues collection.
- (b) A chapter may be deleted from the Roll of Chapters on the two-thirds (2/3) vote of the Board of Directors, for
 - 1) Failing to satisfy the Board with respect to its purposes or membership.
 - 2) Activities contrary to the good reputation of the Society.
- (c) When the Board intends to pass a motion of deletion, the chapter concerned must be given two (2) months notice of the intended motion and the charges on which the motion is based
- (d) Within the required two month period, the chapter has the right to submit answers to said charges and reasons why the motion should not pass for the Board's consideration.
- (e) When a motion of deletion is passed by the Board, the chapter concerned has the right to appeal the action to the Board.
 - 1) The appeal must be received by the Board within sixty (60) calendar days of the mailing of notice of deletion to the chapter.
 - 2) The Board shall vote to affirm the Board's action by a unanimous vote, or to re-instate the Chapter by a unanimous vote.
 - 3) The vote on the appeal shall be conducted according to the voting procedures outlined in these Bylaws, and will be held within three (3) months following the deletion vote by the board.
 - 4) If the vote of the Board is to affirm the deletion, the deleted chapter will be removed from the Roll of Chapters immediately after the vote of the Board.
 - 5) If no appeal is made the Board's resolution to delete shall take effect sixty (60) days after its vote, and the Secretary shall enter the deletion to the Roll of Chapters and inform all chapters accordingly.
 - 6) A chapter's right to vote on Society matters is revoked upon the Board's decision to revoke membership.

Article V. **Board of Directors**

Section 5.01 The Board of Directors shall be composed of a

- (a) President,
- (b) Vice-President of Chapters,
- (c) Vice President of Independent Members,
- (d) Secretary,
- (e) Treasurer,
- (f) Two (2) Members-at-Large, and
- (g) Emeritus Board members as established by these Bylaws. Emeritus Board members serve without voting privileges.
- (h) The Board will appoint non-voting members of the Board as necessary.

Section 5.02 The Board of Directors shall hold at least one meeting in person each year

Section 5.03 Membership on the Board assumes that members can attend in person at his own expense at least one meeting a year.

Section 5.04 Members of the Board must be a member in good standing of an existing chapter.

Section 5.05 Voting board members must be from different chapters (Independent members are exempt from this rule).

Section 5.06 The Board of Directors shall have the responsibility and the authority to:

- (a) Approve the enrollment of member chapters, and maintain qualification and conduct for member chapters.
- (b) Promote the Society through appropriate methods.
- (c) Organize General Conventions of the Society in cooperation with a host chapter selected by the Board.
- (d) Assist chapters in their organization of regional gatherings and other joint activities, where such coordination or assistance is requested by one or more chapters concerned.
- (e) Organize general votes of the Society.
- (f) Develop policies and plan activities which advance the Society's purposes, but are outside the scope or resources of an individual chapter.
- (g) Through the President, or other designated Board member, represent the Society to other organizations.
- (h) Prepare budgets and recommend dues and assessments necessary to support the work of the Board and the approved activities of the Society.
- (i) Authorize financial transactions and expenditures in accordance with fiscal procedures that the Board may from time to time approve.
- (j) Hold, administer and dispose of general property of the Society.

Section 5.07 Subject only to requirements set out in these Bylaws for minimum number of meetings a year, and for specific duties to be carried out by particular Directors, the Board shall determine the times of its meetings, the rules of conduct for its meetings, the duties for Directors, and appoint or dissolve committees of the Board as shall from time to time seem suitable to the Board.

Section 5.08 Directors shall be members in good standing of a chapter, and shall be elected to their positions by a vote of the Society for a term of two (2) years. No voting Director shall serve for more than two (2) full consecutive terms in the same position.

Section 5.09 The Board of Directors shall have the power to grant the title of Director Emeritus, to be held for life, the title to be held by no more than two (2) persons at a time. A Director Emeritus shall have the right to attend and to speak at Board meetings, and shall be eligible to stand for election to any Board Position. A Director Emeritus may vote on motions before the Board only by right of a position to which he has been elected.

Section 5.10 The Society honors the founder of Prime Timers, Woody Baldwin, with the title "Founder Emeritus."

Section 5.11 The Board may declare the position of a Director vacant if:

- (a) The incumbent resigns; the resignation is effective on written receipt;
- (b) The incumbent dies, or is incapacitated by illness;
- (c) The incumbent fails to attend two successive meetings without good cause; or
- (d) The incumbent is subject to a vote of removal by no less than five (5) Directors, or by two-thirds (2/3) of a general vote of the Society, voting on a Special Resolution of Removal. An incumbent so removed shall be eligible to stand for re-election to his former position.

Section 5.12 In the event of the resignation, death, incapacity, or removal of a Director, the Board may appoint a person to a vacant position to exercise the responsibilities of that position until the next regularly scheduled biennial Convention.

Section 5.13 **Duties of Directors**

- (a) All Board members have the responsibility of participating in all Board actions in addition to the specific duties outlined below.
- (b) **The President:** The President has the primary responsibility for protecting and enforcing the Constitution and Bylaws of the Society. He shall preside at the meetings of the Board of Directors, and at general meetings of the Society. He shall appoint a newsletter editor, upon approval of the Board of Directors. He shall represent the Society when necessary, in his capacity as President of the Board. He bears the ultimate responsibility for seeing that all functions and duties of the Society are carried out.
- (c) **Vice-President for Chapters:** The Vice-President for Chapters shall act for the President in the latter's absence or incapacity. He is responsible for the promoting, establishing, and assisting of chapters, for facilitating communications between chapters and the Board, and for facilitating communications between chapters.
- (d) **Vice-President of Independent Members:** The Vice-President of Independent Members shall serve as Chairman of the Independent Chapter and shall represent that chapter to the Board. In the absence or incapacity of both the President and the Vice-President for Chapters, he shall act for them.
- (e) **Treasurer:** The Treasurer shall receive all monies due to the Society, and deposit them at a bank as approved by the Board of Directors. He shall keep the Society's accounts and financial records, prepare all financial reports of the Society, and arrange for the annual audit of accounts. He shall also prepare such further reports and audits of the Society's accounts as the Board may require. He shall provide such information on the Society's accounts as may be required by government agencies.
- (f) **Secretary:** The Secretary shall maintain the Society's files and other records. In particular, the Secretary shall maintain and update the Society's Roll of Chapters. The Secretary shall also act as clerk to the Board, preparing and keeping minutes of the Board's meetings, and perform other duties as the Board shall from time to time determine. He may delegate specific duties to other persons.
- (g) **Directors-at-Large:** The Directors-at-Large shall assume such specific duties as the Board shall from time to time determine.
- (h) **Founder and Director(s) Emeritus:** The Founder and Director(s) Emeritus shall assume such specific duties as the Board shall from time to time determine.

Section 5.14 Voting at a Board meeting shall be in accordance with such procedures as the Board may determine from time to time, subject only to the presence of a quorum.

Section 5.15 A director may designate another director (voting or non-voting) to serve as his proxy in the event he is unable to attend a meeting of the Board of Directors.

Section 5.16 Fifty percent of the members of the Board present in person shall constitute a quorum for the conduct of the business of the Society. Board members who are unable to attend a meeting may participate electronically so long as a quorum is physically present.

Article VI. **Meetings**

Section 6.01 Meetings of the Society shall include:

- (a) The biennial General Convention, which shall include a regular business meeting as part of its agenda;
- (b) Meetings of the Board of Directors;
- (c) Specially called business meetings
 - 1) Called by the Board of Directors, or
 - 2) Called as a result of a petition from 20% of chapter presidents
- (d) Other meetings may be organized from time to time by the Board, or a by a group of chapters, but votes of the Society may not be conducted at these meetings.
- (e) A quorum to conduct business of the Society at a business meeting shall be 40% of the presidents of chapters in good standing or their duly appointed proxies.

Section 6.02 Business meetings of the Society are open to all members. All chapter members present at the Convention may attend such business meetings, and have the right to speak in discussions of Society affairs, and to request the inclusion of new business. Only chapter presidents or their proxies may vote on motions moved at such meetings.

Section 6.03 A business meeting of the Society shall be conducted in accordance with an agenda which shall be mailed to all chapters no less that four (4) weeks before the date of the meeting. Additional items may be added to the agenda at the business meeting subject to the approval of 60 percent of the chapter presidents or their appointed proxies who are physically present.

Section 6.04 Any procedural issues that are not addressed in this Constitution and Bylaws shall be handled according to Robert's Rules of Order.

Article VII. **Voting**

Section 7.01 A vote of the membership shall be required:

- (a) To elect members of the Board of Directors of the Society.
- (b) To amend the Constitution and Bylaws of the Society.
- (c) For dissolution of the Society.
- (d) For special assessments by the Society
- (e) For the purchase of property or raising of loans by the Society
 - 1) Notwithstanding a vote of approval, there shall be no liability devolved onto individual chapters or their members, or members of the Independent Chapter, arising from such transactions.
- (f) For approval or reversing Board resolutions which have been appealed to the general vote of the membership.
- (g) For the approval of the Society's budget, and establishing appropriate dues to support the budget.
- (h) On such other matters as the Board may see fit from time to time to refer to general vote of the membership.

Section 7.02 Votes of the Society may take place

- (a) In person as part of the agenda of a business meeting, or
- (b) Electronically or by mail, in response to a call for a general vote of the Society by the Board

Section 7.03 A general vote of the Society shall be organized by the Board. Notice of the vote shall be mailed to each chapter no less than two (2) calendar months before the scheduled vote, and shall include the motion(s) to be voted on, background material and explanation as necessary. The date, place, deadline for voting, and the manner of recording votes will be included in the Notice of the vote.

Section 7.04 A chapter president may vote if he is present in person at a business meeting, or electronically or by mail when a general vote of the Society has been called to take place outside of a business meeting.

- (a) The president of each chapter may vote as he pleases; he shall not necessarily be bound by any previous ruling of his chapter.
- (b) A chapter president may be considered present in person at a business meeting if the meeting is being conducted through some form of electronic conferencing, which permits him to hear all discussion, and permits all others present to hear him. In such a case, the chapter president may vote electronically, provided his vote can be recorded for any required replay.
- (c) A chapter president may provide for a proxy if he cannot attend a business meeting. Such proxy must be in writing. Proxies shall be certified by the chair of a meeting as the first item of business, and the holders of proxies noted for the record.
- (d) For a vote that takes place outside of a business meeting, at least 50 percent of the presidents of chapters in good standing must participate in the vote for the action taken to be valid.

Article VIII. **Elections**

Section 8.01 Elections for Directors shall take place at the biennial Convention.

Section 8.02 Nominations for the Board of Directors:

- (a) The Society President shall appoint a Nominating Committee no less than four (4) calendar months before the date set for an election. The committee shall be composed of no fewer than three (3) persons, all from different chapters.
- (b) The Chairman of the Nominating Committee shall announce the date and place of the election; the Directors' position(s) to be filled; and shall request nominations for each particular position from each chapter no less than three (3) months before the date of the election,
- (c) It shall be the responsibility of the chapter president to ensure that persons nominated by his chapter are members in good standing of his chapter.
- (d) Nominations must reach the Chairman of the Nominating Committee not less than two (2) months before the date of the election.
- (e) Nominations shall be considered and approved by at least two-thirds of the members of the Nominating Committee. The Committee may approve all, some, or none of the nominations for each position.
- (f) The Nominating Committee Chairman shall compile a list of nominations received and approved for each position, and report this to the Society President.
- (g) In the event that there is only one (1) nomination received for a position, the Board may:
 - 1) Declare that person elected by acclamation to the position, or
 - 2) Reject the nomination, and declare the position vacant.
- (h) In the event that no nominations are received for a position, the Board shall make a nomination, and declare that person elected by acclamation to the position.
- (i) The Board shall confirm the date, place and time of the election, and the Chairman of the Nominating Committee shall send the list of nominations (including nominations already elected by acclamation) to all chapters, no later than six (6) weeks before the date of the vote.

Section 8.03 Persons nominated may circulate to all chapters a "platform" on which they base their request for support, and may require the facilities of the Board to ensure such statements are circulated fully and promptly.

Section 8.04 Should there be two or more candidates for a position, that person who receives the most votes shall be declared elected to that position. In the event of a tie vote, the Board of Directors shall vote on the two candidates.

Section 8.05 No later than two (2) weeks after the date of any vote, the Secretary shall inform all chapters of the result of the vote.

Section 8.06 Newly elected directors shall succeed their predecessors in the duties and powers of their position immediately upon announcement by the President of the Society of the election results.

Article IX. Amendments to Constitution and Bylaws

Section 9.01 Amendments to the Constitution and Bylaws may be proposed by the Board or by a petition of no less than ten percent (10%) of chapter presidents.

Section 9.02 The Society President shall appoint a drafting committee or person to prepare draft amendment(s) in accordance with the recommendation of the Board or the petition of the chapter presidents.

Section 9.03 The draft amendment(s) shall be presented for discussion at a business meeting of the Society.

Section 9.04 Following this discussion, the drafting committee shall prepare a final draft, which shall be referred to a general vote of the Society.

Section 9.05 The Secretary shall notify all chapters of the call for a vote in accordance with the provisions on voting above. The notice shall contain the final draft of the proposed amendment(s), and the vote shall be "Support" or "Not Support" for each amendment. The voting shall be in accordance with the provisions for voting set out above in Section VII

Section 9.06 The by-laws may be amended in total by the presentation of a revised set of by-laws. In this case, the vote shall be "Support" or "Not Support" the revised by-laws in total.

Section 9.07 A proposed amendment shall pass if it receives "Support" votes from at least two-thirds (2/3) of the presidents of chapters in good standing.

Article X. Assets and Property

Section 10.01 The title to ownership of all property, effects, and assets of the Society as a whole, shall be in the name of the Society, held in trust by the Board of Directors for the benefit and enjoyment of the chapters, and for individual members of their chapters.

Section 10.02 If a chapter is dissolved, or is deleted from the Roll of Chapters, this shall be considered as assignment and release by the chapter to the Board of Directors as trustee for the Society, of all rights, titles, and interests of the chapter and its members in and to the property and assets of the Society.

Section 10.03 The property, effects, and assets of each individual chapter shall be held in the name of the chapter, in accordance with the constitution of that chapter. Neither the Society as a whole, nor any other chapter, shall have rights, title, or interest to the property, effects, or assets of an individual chapter.