

Huntsville Prime Timers Constitution and Bylaws

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SECTION I. NAME OF ORGANIZATION:

The name of the Organization is **Huntsville Prime Timers**.
(Also referred to in this document as **HPT**)

SECTION II. MISSION STATEMENT:

Our Mission as a chapter of "Prime Timers Worldwide"- (a worldwide Society) is to provide a platform for mature gay and bisexual men who prefer the company of older men coming together in a supportive atmosphere to promote educational, cultural, and social activities for mature gay and bisexual men with similar interest.

SECTION III. MEMBERSHIP:

ARTICLE III.01 = Eligibility. Membership is granted to any gay or bisexual male 40 years of age or older who supports the purpose and mission of Huntsville Prime Timers and pays his annual membership dues.

ARTICLE III.02 = Attendance. All members are encouraged to attend monthly meetings and social activities.

ARTICLE III.03 = Dues. Annual dues for membership shall be considered and recommended by the President and Treasurer and voted on by the officers of Huntsville Prime Timers.

ARTICLE III.04 = Rights of Members. Each member shall be eligible to cast one vote per voting issue in chapter elections for HPT.

ARTICLE III.05 = Non-voting Membership. The board shall have the authority to establish and define non-voting membership defined as **Associate Members** between the ages of 30 and 40 years old. Dues shall be the same as the voting membership.

SECTION IV. BOARD OF DIRECTORS:

ARTICLE IV.01 = General Powers. The affairs of the **Huntsville Prime Timers** shall be managed by the officers and known as its **Board of Directors**. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the chapter.

ARTICLE IV.02 = Number, Tenure, Requirements, and Qualifications. The number of officers shall be fixed at no less than three (3) and no more than nine (9) including the following positions: The President, The Vice President, The Secretary, The Treasurer, and a Member At Large.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in the office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. There shall be no vote on the status of new members of the Board of Directors unless a quorum of the Board of Directors is present.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member whose membership dues are current. Newly elected members of the Board of Directors who have not served before shall serve an initial two year terms. At the conclusion of the initial two year term, members of the Board of Directors may serve additional term. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. Each member of the Board of Directors shall attend at least nine (9) monthly meetings per year.

ARTICLE IV.03 = Board Election. Position elections will occur no sooner than March of an even numbered calendar year.

IV.03a. Membership will be informed of acceptance of nominations and the date of election electronically or, if a member does not have electronic means, by mail postmarked or time stamped no less than 60 days before the election.

- IV.03b. It shall be the responsibility of the chapter president to ensure that persons nominated by this chapter are members in good standing of this chapter.
- IV.03c. Nominations may be declared by any member, including himself, and will be accepted as early as two months before the election. Nominations must reach the **Board of Directors** not less than three (3) weeks before the date of the election. Anyone accepting or declining their nomination must advise the board not less than two (2) weeks before the date of election.
- IV.03d. Membership will be informed of the nominations electronically or, if a member does not have electronic means, by mail postmarked or time stamped no less than 7 days before the election.
- IV.03e. Voting will be done by the membership in attendance at the designated meeting. All members voting will be in attendance at the time and place of the vote. There will be no proxy voting.
- IV.03f. 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.
- IV.03g. In the event that no nominations are received for a position or that the position is declared vacant, the Board shall make a nomination, and declare that person elected by acclamation to the position.
- IV.03h. 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 tied candidates.
- IV.03i. Newly elected directors shall succeed their predecessors in the duties and powers of their position immediately upon announcement by the President of the election results.

ARTICLE IV.04 = Regular and Quarterly Meetings. A quarterly meeting of the Board of Directors shall be held in the months of January, April, July, and October of each calendar year. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

ARTICLE IV.05 = Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may choose any location, as the place for holding any special meeting of the Board called by them.

ARTICLE IV.06 = Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone or electronic methods or by written notice.

ARTICLE IV.07 = Quorum. The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without

notice. The act of a majority of the Members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

ARTICLE IV.08 = Forfeiture. Any member of the Board of Directors who fails to fulfill any of his requirements as set forth in this Article shall automatically forfeit his seat on the Board. The Secretary shall notify the President in writing that his seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed due to failure to meet any or all of the duties of their position are not entitled to vote at the meeting.

ARTICLE IV.09 = Vacancies. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors. The member in the appointed position may remain as appointed in that position until the regularly scheduled election for that position by the membership. Members filling appointed positions may be nominated for any position when there is an election for that position. Vacancies may be created and filled according to the guidelines approved by the Board of Directors.

ARTICLE IV.10 = Compensation. Members of the Board of Directors shall not receive any compensation for their services as Directors.

ARTICLE IV.11 = Informal Action by Directors. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

ARTICLE IV.12 = Confidentiality. Each Director shall execute a confidentiality agreement consistent with that of the chapter in respect to privacy of its members, chapter financial disbursements, holdings and obligations.

ARTICLE IV.13 = Parliamentary Procedure. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE IV.14 = Removal. Any member of the Board of Directors may be removed with cause, at any time, by vote of two thirds (2/3) of the members of the Board of Directors if in their judgment the best interest of the Chapter would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office. Members of the Board of Directors who are removed for failure to meet the minimum requirements in these bylaws automatically forfeit their positions on the Board are not entitled to the removal procedure.

SECTION V. OFFICERS and POSITIONS:

The positions of this Board shall be no less than the President, Vice-President, Secretary, Treasurer, and Member At Large. All officers must have the status of active members in the chapter and of the board.

ARTICLE V.01 = President. The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He shall preside at all meetings of the membership.
- b. He shall preside at all meetings of the Board of Directors.
- c. He shall have general superintendence and direction of all other officers of this Chapter and see that their duties are properly performed.
- d. He shall report to the Board all matters that may affect this chapter.
- e. He shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
- f. His signature must be on file at the bank.

ARTICLE V.02 = Vice-President. The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

- a. His signature must be on file at the bank.

ARTICLE V.03 = Secretary. The Secretary shall attend all meetings of the Board of Directors and most monthly membership meetings. The Secretary's duties shall consist of:

- a. He shall record all votes and minutes of all meetings and proceedings in a book to be kept for the purpose of documentation.
- b. He, in concert with the President, shall make the arrangements for all meetings of the Board of Directors.

ARTICLE V.04 = Treasurer. The Treasures duties shall be:

- a. Serves as custodian for money collected from dues and other sources.
- b. He functions as the administrator of the bank account. He pays all Huntsville Prime Timers bills and other disbursements authorized by his office or the BOARD. He will present a financial report at every membership and board meeting.
- c. At the end of each fiscal year he will present records to the board and Prime Times audit committee for review.
- d. The TREASURER is required to obtain a receipt for all disbursements from the Huntsville Prime Timers bank or credit union account.
- e. His signature must be on file at the bank. Because checks arrive at the Huntsville Prime Timers mail box, the TREASURER will be responsible for picking up the mail at that post office box, or he may designate another officer or chapter member to perform this task.

ARTICLE V.05 = Member At Large. A Member At Large serves as a Board of Directors member and liaison to the general membership. He will also help to fill in, when needed, for any of the other Officer Positions.

SECTION VI. COMMITTEES:

ARTICLE VI.01 = Committee Formation. The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board chair appoints all committee chairs.

SECTION VII. BOOKS AND RECORDS:

ARTICLE VII.01 = Huntsville Prime Timers shall keep complete books and records of account and minutes of the proceedings of the Board of Directors, and monthly meetings.

SECTION VIII. AMENDMENTS:

ARTICLE VIII.01 = The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Officer within the time and the manner provided for the giving of notice of meetings of directors.

SECTION IX. GRIEVANCES & DISCIPLINE:

ARTICLE IX.01 = Investigation into allegations of misconduct will be conducted by the Board of Directors upon receiving a written complaint by one or more members of the chapter. If a standing grievance committee exists, complaints may be initiated through its chairman. An investigation must be done, a hearing by the grievance committee held, and a recommendation to the Board of Directors by the committee made. By majority vote the Board of Directors may censure, suspend, or expel a member for conduct injurious to the character and welfare of the chapter.

SECTION X. PROPERTY TITLE:

ARTICLE X.01 = The title to and ownership of all property, effects and assets of the chapter will be in the name of **Huntsville Prime Timers**, in trust for the benefit and enjoyment of members. A resignation, death or forfeiture of membership for any cause will be considered as assignment and release to the Board of Directors, as trustees of the chapter, of all rights, title and interest of that member in and to the property and assets of the chapter. In the event of dissolution of Huntsville Prime Timers, such assets and property shall be distributed by donation to a local charity or charities chosen by the Board of Directors, unless other binding agreements have been made.

SECTION XI. PRIVATE PROPERTY.

ARTICLE XI.01 = Huntsville Prime Timers is not responsible for the loss or damage to property belonging to individual members. Any claim for property damaged during a HPT event will be assessed on an individual basis by the Board of Directors. Compensation is not to be construed to be promise.