

**CODE OF REGULATIONS
And BYLAWS of
Miami Valley Ohio Prime Timers, Inc.**

ARTICLE I

NAME

This chapter shall be known as Miami Valley Ohio Prime Timers, hereafter know as the Chapter, Council of Officers is hereafter known as the Council.

AFFILIATIONS

This Chapter shall be an affiliate of Prime Timers Worldwide.

ARTICLE II

PURPOSE

Miami Valley Ohio Prime Timers is a social group for mature gay and bisexual men and their male admirers.

Its Objectives Are:

1. To implement educational, cultural and social activities for its members.
2. To offer support and encouragement to those members experiencing a time of crisis and/or joy in their lives.

ARTICLE III

MEMBERSHIP

Membership is open to any gay or bisexual make twenty-one (21) years of age or older without regards to race, religion, national origin, physical appearance, or HIV status, who subscribes to the objectives of the Chapter and pays appropriate dues as prescribed by the Bylaws. Upon the termination of membership, all right of the member shall cease.

PRIVACY

A member's personal information shall not be published without his written and signed permission. The exception to this will be for official needs within the Council to conduct the business of the Chapter.

GENERAL MEMBERSHIP MEETING

1. The General Membership Meeting is held monthly to discuss business of the organization, conduct planning and coordinate interest groups and provide a social gathering for members.
2. Special General Membership Meeting may be called by the council to address specific issue and must be called if requested by a petition of at least 15% of the members. Eligible members are those in good standing and whose dues are current.
3. Twenty-five (25) percent of those members of the Chapter in good standing, including two officers, shall constitute a quorum to transact business of the Chapter. Each member shall be entitled to one vote.
4. General meetings are open to member, visitors from other chapters and guests or any prospective members who subscribe to the objectives of the Chapter.

CONDITONS FOR MEMBER REMOVAL

A member may be expelled from the chapter for conduct injurious to the character and/or welfare of the Chapter by a simple majority vote of the Council.

ARTICLE IV

CHAPTER FUNDS

Funds of the chapter shall be used solely to advance its objectives and purposes. No Part of said funds shall benefit, directly or indirectly, any individual. The Chapter shall have authority to set and receive dues and fee from its members. The Chapter shall have authority to receive donations from any source, in cash or other property acceptable to the Chapter.

ARTICLE V

COUNCIL OF OFFICERS

The officers of the council shall be the following:

1. President (elected)
2. Vice President (elected)
3. Secretary (elected)

4. Treasurer (elected)
5. Two Members at Large (elected)

6. Immediate Past President (by virtue of the office) – non voting

Committees of the Council are nonvoting chairmen appointed by the President with Council approval:

7. Membership Chairman
8. Publicity Chairman
9. Newsletter Editor
10. Activities/Special Events Chairman
11. Hospitality Chairman
12. Goodwill Chairman
13. Webmaster

RESIGNATION, REMOVAL, AND VACANCIES

An officer may resign at any time by notifying the Council in writing and filing the notice with the President. An Officer may be removed with just cause by the affirmative vote of two-thirds of the person then serving as officers at a regular or special meeting of the Council.

TERMS OF COUNCIL OR OFFICERS AND COMMITTEE CHAIRMAN

All officers shall be elected for a one-year term.

All Committee Chairman shall be appointed for a one-year term.

COUNCIL OF OFFICERS MEETINGS

1. Council meeting are called by the president and are held as often as necessary to Ensure the smooth running of the Chapter but shall be held at least quarterly. Officers of the Council will notify the President if they are unable to attend a meeting at least 48 hours before the day of the meeting. Any member in good standing may attend Council meetings.

2. Meeting times and dates are scheduled with the approval of the members of the Council and will be announced at the general membership meetings and on the Chapter's website.

3. At the discretion of the Council, matters of importance to the general membership may be brought before the membership for a vote.

QUORUM

To have a regularly scheduled Council meeting there must be a quorum of at least four officers present. Of the four present, one must be either the president or the vice president, one must be either the secretary or the treasurer, and two must be any other elected or appointed officers.

All matters voted on by the Council other than the removal of an officer only requires a simple majority vote of the quorum of officers present at any regularly scheduled meeting. An officer may be removed with just cause by the affirmative vote of two-thirds of the persons then serving as officers.

ARTICLE VI

COMMITTEES

Ad Hoc Committees shall be formed by the Council as needed and dissolved after their task is complete. The President will appoint the chairman of Ad Hoc Committees with the approval of the Council.

ARTICLE VII

INTEREST GROUPS

Any Interest Group may be formed with the approval of the Council and shall be considered active:

1. If they include at least four persons who are members of the Chapter.
2. If they meet regularly to discuss their interests or participate as a group on a regular basis in activities related to their interests.
3. The Council may disband any group that it deems injurious to the character and/or welfare of the Chapter by a simple majority vote at a regular or special meeting.

ARTICLE VIII

PROPERTY TITLE

Ownership of all physical property, effects, and assets of the Chapter shall be in the name of Miami Valley Ohio Prime Timers, held in trust for the benefit and enjoyment of the General Membership. Ownership of all intellectual property created for the benefit and enjoyment of the General Membership (which includes but is not limited to website design, newsletter design and format, and all Miami Valley Ohio Prime Timers logos) shall be in the name of the creator of the property, unless the creator was compensated for the creation of the property, in which case the ownership shall be in the name of the Chapter.

A resignation, death, or forfeiture of membership for any cause requires that any property held in trust by that member shall be returned immediately. A resignation, death, or forfeiture of membership for any cause requires that ownership of any intellectual property created for the benefit and enjoyment of the General Membership by that member be transferred to the Chapter immediately.

Should the Chapter ever be disbanded and cease to exist, the remaining officers of the Council shall give the physical property, effects, and assets of the Chapter to either Prime Timers Worldwide or to one or more Prime Timers Chapters in Ohio. Should the Chapter ever be disbanded and cease to exist, ownership of all intellectual property created for the benefit and enjoyment of the General Membership shall remain with the creator of the intellectual property.

ARTICLE IX

LIMITATION OF LIABILITY

Each member of the Chapter further agrees to indemnify and hold harmless the Chapter and members for any injury that said member sustains at Chapter functions except that an injured member shall have specific recourse against other individual members who negligently, recklessly, or intentionally cause harm or injury.

In the performance of his duties an officer is entitled to rely on information or statements including fiscal and written reports prepared by those officers whose function it is to author such documents.

The Chapter may retain legal counsel, public accountants, or other persons to conduct chapter business at the discretion of the council.

ARTICLE X

DISSOLUTION

The Chapter may be dissolved upon the affirmative vote of at least two-thirds (2/3) of the active membership of the Chapter. Upon such dissolution, after paying or making provisions for payment of the liabilities of the Chapter, the Council shall dispose of its remaining assets as set forth in Article VIII.

ARTICLE XI

AMENDMENTS

Amendments to the Code of Regulations and Bylaws of the Chapter may be proposed by Council or by a petition from 15% of the general membership to the Council. Before an amendment is to be voted on, it must be published and sent to the membership at least 30 days prior to the vote. Amendments require a 2/3 vote of the general membership present at any general membership or special general membership meeting of the Chapter at which a Council quorum is present.

BYLAWS Of Miami Valley Ohio Prime Timers, Inc.

SECTION 1

RULES AND ADOPTION

The Code of Regulations governs the actions of the Miami Valley Prime Timers, Inc. The Bylaws determine how the Code of Regulations is applied.

SECTION 2

DUES

Members annual dues paid to the Chapter are set by the Council and due by December 31 of each year. The Membership Chairman shall send dues notices to the General Membership on or before December 1 of each year.

A second notice shall be sent on February 1 to those members of the General Membership who have not paid their dues. Dues not paid by March 1, will result in a membership suspension.

Chapter Dues pair to the Prime Timers Worldwide are due by January 31 each year. Worldwide's current assessment is based on the number of members registered in our Chapter on December 31 of the previous year.

SECTION 3

COUNCIL OF OFFICERS

The Council shall take a leadership role in recommending and planning dynamic, entertaining or informative programming and:

1. Conduct the operations of the Chapter and perform executive and leadership duties of the Chapter in accordance with the Code of Regulations. All members shall report to the President and Council matters of interest or concern to the Chapter.
2. Approve all matters related to the property, finance, and affairs of the Chapter.
3. Introduce, discuss, amend, prepare, and approve all amendments to the Code of Regulations and Bylaws of the Chapter.
4. Advise and approve all appointments made by the President.
5. Determine, in the event of an incapacitating illness or malfeasance by an officer of the Council or committee chairman, the appropriate course of action up to and including the removal of that officer or chairman from the Council. The president will appoint a member of the Chapter to fill this position with a simple majority vote of the Council. The term of the replacement should end at the same time as the term of the original officer or chairman.
6. Each officer shall have one vote at all Council meetings.

Robert's Rules of Order are to be used to conduct all meeting of the Chapter.

DUTIES OF THE OFFICERS

President:

The President shall:

1. Preside over meetings of the general membership and the Council.
2. Appoint, with the approval of the Council, a member of the Chapter as a representative to the Prime Timers Worldwide and to other Chapters, if he deems this desirable.
3. Appoint, with the approval of the Council, all chairmen of ad hoc committees.
4. Appoint, with the approval of the Council, an interim replacement of an elected officer or chairman when a vacancy occurs.
5. Remove, with the approval of the Council, any officer or ad hoc committee chairman that is not performing his duties as set forth in the Code or Regulations and Bylaws.
6. Communicate dates, times, locations, and agendas of all meetings to the officers of the Council and the membership.
7. Ensure the Code of Regulations and Bylaws of the Chapter are followed.
8. Appoint Council members to staff the phone line, post office box, web-site, and e-mail address.

Vice President:**The Vice President shall:**

1. Assume all duties of the president during his absence, resignation or removal.
2. Serve or chair, when requested by the president, on an ad hoc committee other than the Nominating Committee.
3. Have signature authority with the treasurer over all financial accounts.
4. Be responsible for establishing, guiding and reporting on all Interest Groups.

Secretary:**The Secretary shall:**

1. Record minutes of Council and general membership meetings.
2. Provide the minutes of the previous meetings to Council members.
3. Archive all official papers and conduct all official correspondence of the Chapter.

Treasurer**The Treasurer shall:**

1. Act as custodian of all financial documents.
2. Have signature authority with the Vice President over all financial accounts.
3. Receive all moneys of the Chapter and deposit these funds in the name of the Chapter in a financial institution approved by the Council.
4. Pay all bills of the chapter approved by Council.
7. Interact with other officers, to maintain an up to date membership roster.
8. Submit a written, up-to-date report of the financial condition of the corporation (Chapter) at each general membership meeting.
9. Submit to the Council by the first scheduled meeting of each year, an annual report of revenues, expenses, and net worth of the Chapter, including the most recent bank statement.

Members at Large**Members at Large shall:**

1. Act as liaison between members and the Council.
2. Interact with members and bring before the Council any of their concerns and/or questions.
3. Perform such duties as may be requested by the president and approved by the Council.

Immediate Past President**The Immediate Past President shall:**

1. Function as liaison between the past and present Council.
2. Perform such special duties as may be requested by the president and approved by the Council.
3. Shall have a voice but no vote on the Council.

Duties of the Chairmen

Membership Chairman:

The Membership Chairman shall:

1. Maintain database from which all membership rosters and data are derived.
2. Keep on file for one year, the applications filled out by prospective members.
3. Using the current membership roster as of March 1st, distribute copies of the Code or Regulation and Bylaws to new members by the May general membership meeting. Update will be distributed as necessary.
4. Send out dues notices.
5. Prepare new membership and recruiting activities and coordinate with the publicity Chairman, Newsletter Editor and the Activities/Special Events Chairman.

Publicity Chairman

The Publicity Chairman shall:

1. Prepare news releases for external publicity.
2. Submit new releases and announcements to other gay-friendly organizations.
3. Submit information for local, regional and national web-sites.
4. Provide brochures and fliers at gay-oriented establishments and events
5. Develop a speaker bureau to "tell the Prime Timers story" to GLBT organizations or other regional social, cultural or educational organizations.

Newsletter Editor

The Newsletter Editor shall:

1. Collect reports, story leads and photos from Chapter activities, Council meeting, Interest Groups and general membership to publish and distribute a monthly newsletter.
2. Send the current Newsletter to guests and potential new members. Prime Timers Worldwide and other Chapter and approved affiliated organization.

Activities/Special Events Chairman

The activities/special events chairman shall:

1. Oversee and coordinate the planning and execution of all general membership social activities and special events.
2. Provide an announcement/flyer with activity and meeting information including directions.
3. Send the monthly meeting announcement/flyer to all guests for one subsequent monthly meeting.
4. Suggest events that might appeal to the general membership to the Council for approval.
5. Maintain records of non-continuous past events (i.e., not general meetings, Council Meetings, or interest group events) for planning future events.

Hospitality Chairman

The Hospitality chairman shall:

1. Coordinate locations and host the general membership and Council of Officers meetings.
2. Be available to meet new guests at our meeting and to introduce them to the members and provide names and address to the membership, newsletter editor and activity/special events chairmen.
3. Be responsible for maintaining, handing out and collecting name tags.
4. Maintain the inventory of non perishable supplies for the monthly social meetings, and insure their transfer to each meeting.

Goodwill Chairman

The Goodwill Chairman shall:

1. Provide birthday, anniversary and sympathy cards, and physical or emotional support when warranted.
2. Be sensitive to member's confidentiality, concerns, current situations, and respond appropriately on behalf of the Chapter.

Webmaster (duties may be combined with any other position above)

The Webmaster Shall:

1. Maintain the Chapter's web site.
2. Update the calendar, newsletter and special interest group events monthly or as needed.

SECTION 4

NOMINATIONG COMMITTEE (an Ad Hoc Committee)

The nominating committee shall:

1. Be appointed at the August general membership meeting. It will not include any current elected officer whose term of office is not complete, or their partner.
2. The committee shall attempt to have a minimum of one candidate for each office, preferably more than one.
3. They shall obtain permission from those candidates to be nominated. Any write-in candidates must indicate their approval in advance of the election.
- 4 They shall present the slate of nominees at October general membership meeting.
5. The president entertains nominations from the floor for any office, at the October general membership meeting.
6. The election will be held at the November general membership meeting.
7. The nominating committee chairman will generate and distribute the proposed ballot to the general membership at the November general membership meeting.
8. After the voting is complete the nominating committee will count the ballots and announce the results. Voting will be by secret ballot, supplied by the nominating committee, including approved write-in candidates.
9. Only members of the nominating committee may attend committee meetings.
10. Absentee ballots will not be permitted
11. A simple majority vote of a quorum (at least 25% of the membership) of the

members present will constitute a valid election.

12. The newly elected officers shall attend the December Council meeting and assume their newly elected duties on January 1.

SECTION 5

Interest Groups:

Members of the Chapter who share a common interest or activity will be designated as an Interest Group.

The leader for each Interest Group will coordinate the following:

1. Provide information to the Vice President and Newsletter Editor concerning dates, times, locations, and activities.
2. Send official notification related to their group to the activities chairman.
3. Petition the Council for any special funds for their interest group.

SECTION 6

FEES CHARGED

The Council sets fees for all events where a fee is appropriate.

SECTION 7

REIMBURSEMENTS

1. The Council must approve ALL monies spent.
2. Whenever any member shall incur a financial expense on behalf of the organization, he shall be responsible for obtaining a receipt or other proof of the expense, and submit it to the Treasurer.
3. The Treasurer will receive a receipt for any expense incurred on behalf of the organization or interest group which has been approved by the Council, and make payment.

DATE ADOPTED: June 21, 2009