

TRI-STATE PRME TIMERS CONSTITUTION AND BYLAWS Approved January 8, 2012

ARTICLE I *NAME*

This organization shall be known as Tri-State Prime Timers.

ARTICLE II *OBJECTIVES*

Tri-State Prime Timers is a social organization for mature gay and bisexual men and their male friends and supporters. Its objectives are two-fold:

- A. To promote educational, cultural, and social activities for its members regardless of race, color, creed, national origin or HIV status.
- B. To offer support and encouragement to those members experiencing a time of crisis in their lives.

ARTICLE III *OFFICERS*

A. **Composition.** The officers of the organization shall be the following

- 1. President
- 2. Vice-President
- 3. Treasurer
- 4. Secretary

B. **Election and Term of Office.** Any member in good standing may run for any Board position for which he is eligible. After election at the Annual Membership Meeting, normally held in November, each officer will serve a one-year term, to begin in January and to conclude the following December.

- 1. **President.** The President shall be eligible to run for, and serve, two consecutive one-year terms. Once he has served two terms, he shall be required to take a sabbatical before running again for the office of President.
- 2. **Vice President.** The Vice-President shall be eligible to run for, and serve, two consecutive one-year terms after which he must take a sabbatical before running again for the same office.
- 3. **Treasurer.** The Treasurer shall be eligible to run for, and serve, five consecutive terms,

after which he must take a sabbatical before running again for the same office.

4. **Secretary.** The Secretary shall be eligible to run for, and serve, five consecutive terms, after which he must take a sabbatical before running again for the same office.

C. Duties in General. The officers shall carry out the necessary executive and leadership responsibilities of the organization in accordance with the specific mandates outlined under their respective offices.

ARTICLE IV BOARD OF DIRECTORS

A. Composition. The Board of Directors shall consist of the following members:

1. President
2. Vice-President
3. Treasurer
4. Secretary
5. Hospitality Committee Chairman
6. Membership Chairman
7. Program/Events Chairman
8. Publicity/Newsletter Chairman
9. Special Events Chairman
10. Technology Committee Chairman
11. Members at Large (two in number)
12. Past President (By virtue of office)

All of the above except the Past President will be elected annually.

B. Chairman. The President of the organization shall be the Chairman of the Board of Directors.

C. Election and Term of Office:

1. Members of the Board of Directors shall be either elected or appointed for one year, with the exception of the immediate Past President, who shall automatically become an ex-officio member of the Board of Directors for one year.
2. Terms of office for Members of the Board of Directors shall begin in January after election at the Annual Membership meeting, normally held in November, and conclude the following December.
3. Members of the Board who are not officers may run for, and serve, or be appointed for, and serve, unlimited consecutive terms.

D. Duties in General. The Board of Directors shall function as the trustee of the Tri-State Prime Timers organization. The Board of Directors shall have the management and general control of the organization's property, finances, and affairs.

- E. Notification of Absence.** Except in emergencies, Board members shall notify the Secretary if they will be unable to attend a Board meeting at least 48 hours before the scheduled time of the meeting.
- F. Voting Eligibility.** Each member of the Board of Directors shall have one vote at meetings of the Board of Directors, with the exception of the President, who shall vote only when a tie occurs, and the immediate Past President, who is ex-officio.
- G. Signature Authority.** Signature authority over financial accounts shall be vested in the Treasurer and a maximum of two other members of the Board of Directors, as recommended by the President and approved by the Board.

ARTICLE V COMMITTEES

A. Standing Committees

- 1. Standing Committees are as follows:
 - a. Hospitality
 - b. Membership
 - c. Program/Events
 - d. Publicity/Newsletter
 - e. Special Events
 - f. Technology
- 2. The Chairman of a Standing Committee shall appoint other members of his committee, as necessary.
- 3. If a new standing committee is deemed necessary, the President, with approval by the Board of Directors, shall appoint the chairman, who will function as such until elections are held.

B. Ad Hoc Committees

- 1. The Chairman of an Ad Hoc Committee shall be appointed, as necessary, by the President, with Board of Directors approval.
- 2. The Chairman of an Ad Hoc committee shall appoint the members of his committee.

ARTICLE VI INTEREST GROUPS

- A.** The President shall appoint and/or acknowledge the chairman of a newly formed and active interest group.
- B.** An interest group shall be considered active if it includes several members who meet regularly to discuss their interest or who participate, as a group on a regular basis, in activities connected with their interest.

ARTICLE VII

DUTIES

A. President. The President shall have the following duties:

1. Enforce the Constitution and Bylaws of the organization.
2. Preside over meetings of the general membership and the Board of Directors.
3. Report periodically to the general membership and to the Board of Directors on matters of interest and/or concern to the organization.
4. Represent, or with approval by the Board of Directors, choose a designee to represent, the organization as necessary.
5. The President is requested to represent, or with the approval by the Board of Directors, choose a designee to represent, the organization at the biennial Prime Timers World Wide Convention. After attending, he shall formally report to the Board on the workshops and business meetings he attended.
6. Direct the Secretary in a timely manner to issue notices of meetings.
7. Appoint with Board approval, by August of any given year, the Chairman of the Nominating Committee.
8. Appoint, as necessary, and with Board approval, ad hoc committee chairmen.
9. Appoint and/or acknowledge a chairman for any newly formed interest group.
10. Appoint with Board approval an interim replacement when a vacancy occurs on the Board.
11. Appoint with Board approval a maximum of two members of the Board (in addition to the Treasurer) to have signature authority over financial accounts of the organization.
12. Serve as ex-officio member on all committees except the Nominating Committee.
13. Be responsible for any official notification related to his office.
14. Appoint a Historian and Goodwill Ambassador.

B. Vice-President. The Vice-President shall have the following duties:

1. Act in the same capacity as the President during the President's absence.
2. Serve, when requested, on a given committee or chair a given committee temporarily.
3. Maintain oversight and report on activities of the Interest Groups.
4. Be responsible for any official notification related to his office.

C. Treasurer. The Treasurer shall have the following duties:

1. Act as custodian of all financial documents.
2. Receive all moneys of the organization and deposit these in the name of Tri-State Prime Timers in a bank or other financial institution approved by the Board of Directors.
3. Pay all bills of the organization approved by the Board of Directors, including financial obligations to Prime Timers Worldwide.
4. Keep a book belonging to the organization showing all monthly receipts and disbursements.
5. Submit at each regular meeting of the Board of Directors a written, up-to-date report of the financial condition of the organization.

6. Submit to the Board of Directors in December an annual report of revenues, expenses, and net worth of the organization.
7. Ensure that all bank accounts have a minimum of two signatures: that of the Treasurer and one of the two other Members of the Board who have signature authority.
8. Maintain a up-to-date membership roster, as provided by the Membership Chairman, suitable to the purposes of the Treasurer.
9. Report to the Membership Chairman any changes concerning dues impacting the Membership Database.
10. Be responsible for any official notification related to his office.

D. Secretary. The Secretary shall have the following duties:

1. Issue notices in timely fashion of meetings of the Board of Directors.
2. Duplicate and distribute the agenda for Board of Directors meetings, as received from the President.
3. Record, duplicate, and distribute minutes of the Board of Directors meetings.
4. Maintain the hotline phone, post office box, and email address.
5. Maintain an up-to-date membership roster, as provided by the Membership Chairman, for mailing purposes
6. Report to the Membership Chairman any changes impacting the Membership Database.
7. Take notes at membership meetings of items requiring action and send to the President as necessary.
8. Conduct official correspondence as necessary.
9. Keep a book of records of all official papers emanating from the office of the Secretary.
10. Refer requests from the membership, as necessary, to the appropriate officer or Board member for disposition.
11. Be responsible for any official notification related to his office.
12. Inform the President when he knows that a quorum will not be met and verify at the meeting that a quorum is present. If the Secretary is not present at the meeting, the President shall appoint an acting Secretary to fulfill his duties.
13. Interpret and rule on questions concerning Robert's Rules of Order, or designate a Board member to fulfill this duty.

E. Board of Directors. The Board of Directors shall have the following duties:

1. Approve, as necessary, all matters related to the property, finances, and affairs of the organization.
2. Establish policies of the organization and update these as necessary.
3. Discuss and confirm, as necessary, all appointments made by the President.
4. Determine a proper course of action to remove any Board member for just cause, such action to be subject to a vote of two-thirds of the entire Board.

F. Historian. The Historian is appointed by the President with approval of the Board. The Historian shall have the following duties:

1. Obtain originals or copies of all official documents, past and current, relating to the organization and maintain these in a book.

2. Maintain an album of photographs identified as to function, location, and date, taken at meetings or other activities of the organization.
3. Arrange, from time to time, a selection of photographs or documents of interest to members and display these at social functions of the organization.

G. Standing Committees

1. **Hospitality.** The Chairman of the Hospitality Committee shall be responsible for ensuring that the following Committee functions are fulfilled:
 - a. Assist in collecting donations, as approved by the Board of Directors, from the membership at meetings or other functions where donations are necessary to offset costs.
 - b. Bring to General Membership meetings identification tags; ascertain that members receive and wear their tags and return them at the conclusion of the meeting.
 - c. Oversee the work of the clean-up crew.
 - d. Assist in any way necessary that will help ensure that meetings run smoothly.
2. **Membership.** The Chairman of the Membership Committee shall be responsible for ensuring that the following Committee functions are fulfilled:
 - a. Maintain and keep up-to-date the master membership data base from which all membership rosters in use by the organization are derived.
 - b. Provide the Secretary, Treasurer, Goodwill Ambassador, and any other appropriate members membership rosters appropriate to their responsibilities.
 - c. Provide the President, Secretary, Treasurer, Goodwill Ambassador, and any other appropriate members labels for mailing purposes.
 - d. Greet new members at each General Membership meeting, answer questions, and have candidates fill out application forms. Receive completed application forms, and when necessary information for the database has been recorded, turn in applications to the Secretary; turn in dues to the Treasurer.
 - e. Send a written warning to each member who has failed to pay dues in January that he shall be dropped from the membership roster of the organization if dues are not paid by March 1.
 - f. Undertake, on an ongoing basis, to increase membership in the organization.
3. **Program/Events.** The Chairman of the Program/Events Committee shall be responsible for ensuring that the following Committee functions are fulfilled:
 - a. Determine, with the approval of the Board of Directors, the location, time, costs, and dollar amounts of donations from the membership for General, Annual, and Special meetings of the organization.
 - b. Recommend to the Board of Directors possible speakers, programs, and activities, along with costs, for future General Membership meetings.
4. **Publicity/Newsletter.** The Chairman of the Publicity/Newsletter Committee shall be responsible for ensuring that the following Committee functions are fulfilled:
 - a. Publish a monthly newsletter containing information about meetings, events, and other matters of interest to the membership.

- b. Work closely with the Board of Directors and the membership to obtain material that should be publicized.
- 5. Special Events.** The Chairman of the Special Events Committee shall be responsible for ensuring that the following Committee functions are fulfilled:
- a. Receive and verify information from individual members or other organizations about events of special interest to the membership; activities of special interest are those beyond the customary activities associated with official meetings of the organization.
 - b. Oversee the planning of events proposed by individual members or other organizations.
 - c. Make available to the membership, through the Newsletter or other appropriate means, information about events in which members may want to participate.
- 6. Technology.** The Chairman of the Technology Committee shall be responsible for ensuring that the following functions are fulfilled:
- a. Act as or appoint a Webmaster to oversee the maintenance of the Website.
 - b. Advise the Board on technology issues.
 - c. Perform technological activities as requested by the Board.

H. Interest Groups

1. An interest group that is active shall be represented by its Chairman.
2. The Chairman of an interest group shall have the following overall duty: to plan for and publicize on a regular basis meetings and activities of the group.
3. Interest group chairmen will report to the Vice-President in advance of each bi-monthly Board meeting.

- I. Goodwill Ambassador.** The Goodwill Ambassador is appointed by the President with approval of the Board. The Goodwill Ambassador shall have the following duties:
1. Send get well and sympathy cards at the appropriate times to members.
 2. Keep in contact with members at times of crisis in their lives and notify the President if special assistance is needed for these members.
 3. Communicate to the membership, with the help of the Board, all goodwill related matters whenever appropriate.

- J. Immediate Past President.** The Immediate Past President shall have the following duties:
1. Function as liaison between the past and present Boards of Directors.
 2. Perform such special duties as may be requested by the President

- K. Members at Large.** Members at large may be asked by the President to accept special responsibilities.

L. Ad Hoc Committees

1. **Ad Hoc Committees** shall be formed and receive their charge from the Board as needed for specified duties and shall be dissolved after their task is complete.

- 2. Nominating Committee.** The Nominating Committee shall consist of the Chairman plus at least two general members. The Nominating Committee shall have the following special duties:
- a. Present a slate of officers and non-appointed members of the Board of Directors to the membership for an election to be held in November.
 - b. Prepare a slate with more than one candidate for each office, if possible.
 - c. Prepare ballots for the election.
 - d. Conduct elections then tabulate and announce the results. The Nominating Committee members present at an election shall recruit at least two general members to assist in the count, and persons on the ballot shall not participate in the tabulation.
 - e. Note the following rules:
 - i. Nominations may be received from the floor for any elected position.
 - ii. Nominations from the floor require that the candidate be present to give his consent or have supplied a written consent ahead of time.
 - iii. Write-in nominations are permitted.
 - iv. Only current members shall be eligible to participate in the nomination and election process.
 - v. A simple majority of votes cast shall determine the winning candidates.

ARTICLE VIII

MEETINGS

- A. The General Membership meeting** is a social and informational gathering, which is normally held every month.
- B. An Annual Membership meeting** shall normally be held each November, as part of the regular General Membership meeting, to elect the officers and other members of the Board of Directors.
- C. Unscheduled General Membership meetings** for a specific purpose other than amending the Constitution may be called if members are notified at least 30 days in advance. (See Article XI for Amendments to the Constitution.) No business may be transacted at the special meeting other than that stated as the purpose of the meeting. Such meetings shall be called by:
1. The President with the approval of a simple majority of the Board of Directors.
 2. The President at the written request of five per cent of the current membership.
 3. The President upon the written request of five members of the Board of Directors.
- D. Board of Directors meetings** are held on a regular basis in order to address business matters of concern to the organization.
- E. Quorum.** A simple majority of voting Board members must be present in order for the Board to conduct business.

- F. Robert's Rules.** At any meeting, the current edition of Robert's Rules of Order shall be consulted and serve as a guide when procedural issues are called into question.
- G.** Board meetings are open to all members in good standing, but the Board may call an Executive Session to deal with confidential or personal issues.

ARTICLE IX MEMBERSHIP

- A.** Requests for membership information shall be directed to the Membership Chairman. The applicant shall return the application with dues to the Membership Chairman, who shall add the information to the database, send the application to the Secretary and send the dues to the Treasurer. (See also Article VII, Section G-2-c.)
- B.** All applicants and attendees must be at least 21 years of age.
- C.** A member may be expelled for conduct injurious to the character and welfare of the organization by a simple majority vote of the total membership of the Board of Directors.

ARTICLE X PROPERTY TITLE

The title to ownership of all property, effects, and assets of the organization shall be in the name of Tri-State Prime Timers in trust for the benefit and enjoyment of the members. A resignation, death, or forfeiture of membership for any cause shall be considered an assignment and release to the Board of Directors as trustee of the organization of all rights, titles, and interests of such members in and to the property and assets of the organization. Should Tri-State Prime Timers withdraw from Prime Timers Worldwide, all financial assets shall remain with Tri-State Prime Timers. Should Tri-State Prime Timers disband, the Board shall recommend a method of disposing of the assets, such method being subject to approval of a simple majority of the general membership present at a special meeting called for this purpose.

ARTICLE XI AMENDMENTS

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by a petition of ten per cent of the general membership to the Board of Directors. Before the amendment is to be voted upon, it must be published and sent to the membership 30 days prior to the vote being taken. Amendments to the Constitution and Bylaws require a simple majority vote of the membership present at the Annual Membership meeting or at any General Membership meeting approved by the Board of Directors with notice sent to the membership 30 days prior to the meeting.

ARTICLE XII ADOPTION

This Constitution and Bylaws shall take effect when accepted by a majority of the ad hoc Constitution and Bylaws Revision Committee and by a majority of the Board of Directors until presentation for adoption by the membership.

BYLAWS TO THE CONSTITUTION OF TRI-STATE PRIME TIMERS

Section 1. Affiliations

This organization shall be a chapter of Prime Timers Worldwide.

Section 2. Membership dues

- A. All memberships shall be due for renewal each year in January. Any member who does not pay his dues by March 1 after the renewal date in January and after a written warning from the Membership Committee shall be dropped from the roster of members in good standing.
- B. New members joining after July 1 shall pay dues at one-half the normal rate for that year, but full dues must be paid in January for the new year.

Section 3. Member reimbursements

- A. 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. Any estimated member expense of more than \$200 must be approved by the Board before that expense is incurred and before payment will be made.
- B. When a member hosting a function of the organization incurs expenses which he does not wish to be paid for with general funds, payment may be made from donations given by members who participate in the event. If payment of a donation will be a prerequisite for participation in any event, the membership must be informed of this fact in any announcements related to the event.
- C. With approval of the Board of Directors, the Program Committee may solicit donations from the membership to offset the cost of refreshments, decorations, and supplies at functions of the organization if they deem it to be necessary.

Section 4. Limitation of liability

- A. Each member shall be responsible for his conduct at all functions of the chapter and shall

reimburse and absolve the chapter, any and all other members, and any member host against any injury, damages, or loss suffered as a result or arising from said member's conduct and behavior.

- B.** Each member of the chapter further agrees to reimburse and absolve the chapter and its officers 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 them harm or injury.
- C.** The chapter may retain legal counsel, public accountants, or other persons at the discretion of the Board of Directors.