



Prime Timers St. Louis

A chapter of Prime Timers World Wide



CONSTITUTION AND BY-LAWS

ARTICLE I.

Name:

This Organization shall be known as Prime Timers St. Louis.

ARTICLE II.

Purpose / Objective:

Prime Timers St. Louis (hereafter PTSL) is a not-for-profit, noncommercial, nonsectarian and nonpartisan social organization open to all mature gay and bisexual men -- singles and couples -- and their friends who subscribe to our purposes of socialization and fellowship in a safe and supportive environment. As such, PTSL sponsors educational and cultural activities, and promotes social welfare among gay and bisexual men.

ARTICLE III.

Participation:

To promote the growth of PTSL, members are encouraged to participate by serving as an Officer or a member of the Board of Directors, serving as a Committee Chair, or becoming an active member of a PTSL committee. Because the group is wholly dependent upon members for its activities, it is suggested that each member also take his turn in hosting an event or activity, sponsor and promote a group event, and/or assist in planning or hosting an event or activity.

ARTICLE IV.

Governance:

Governance of PTSL shall be under a Board of Directors composed of a total of seven members: the President, Vice President, Secretary, Treasurer and three additional members. Each year, nominees shall be elected to the Board of Directors for a one-year term by a majority of PTSL members at the January Monthly Membership Meeting. This Board of Directors shall then elect their President, Vice President, Secretary and Treasurer for a one year term at a special meeting immediately following the January Monthly Membership Meeting or shortly thereafter. The President shall be the Chairman of the Board of Directors. The Board of Directors shall have the right to fill interim vacancies. Each Board member has one (1) vote on any issue, and a vote of the majority of the Board of Directors will enact the issue.

ARTICLE V.

Election of Board of Directors:

1. Nominations for candidates for the Board of Directors will be solicited from members beginning in November at the Monthly Membership Meeting. Nominations will be accepted from the floor and by mail as long as they are received in time to be recorded at the December Board of Directors meeting. The names of the nominees will appear in the subsequent PTSL newsletter, which may be in either electronic / web or print format.

2. An election of the Board of Directors by PTSL members in good standing shall take place by paper ballot, signed faxes or by proxy vote at the January Monthly Membership Meeting. Election results will be announced at this meeting.
3. Each PTSTL member in good standing may vote for up to seven Board members. The Board of Directors shall consist of the seven candidates receiving the highest number of votes.

ARTICLE VI.

Duties of Officers:

1. **President:** The President shall preside at general Monthly Membership Meetings of the Organization and the Board of Directors and enforce the By-Laws, Policies & Procedures. The President or his designee shall represent the Organization as necessary. The President shall be responsible for all valuable documents and archives of the Organization.
2. **Vice President:** The Vice President shall serve as President in that officer's absence or disability.
3. **Treasurer:** It shall be the duty of the Treasurer to receive all monies of the organization and deposit same in the name of Prime Timers St. Louis, in a bank or trust company approved by the Board of Directors. He shall act as custodian of all financial documents and shall pay all bills of the organization approved by the Board of Directors. He shall keep a book belonging to the organization showing all monthly receipts and disbursements. At the meeting of the Board of Directors he shall submit a detailed report showing a summary of receipts and disbursements and the financial condition of the organization. All checks shall be signed by the Treasurer. Checks will be countersigned by a designee appointed by the Board of Directors when they exceed a dollar limit set annually by the Board of Directors. He shall also receive all membership forms and maintain a list of members and their addresses and perform other related duties as requested by the Board of Directors. Updates to this membership list shall be forwarded to the Secretary on a regular basis to be kept with other organizational documents. He shall also preside at general Monthly Membership Meetings in the absence of both the President and Vice President.
4. **Secretary:** The Secretary shall keep records of all meetings, minutes of general membership meetings, and meetings of the Board of Directors, reports, correspondence, current membership lists, official documents of the Organization, and shall conduct correspondence.
5. **Board of Directors:** The Board of Directors shall be responsible for the management and general control of the organization's property, finances and affairs. The Board of Directors cannot contract for the spending of more than the amount of uncommitted funds budgeted for, from the treasury.
 - a) A quorum of the Board of Directors shall be met if 4 of 7 members are in attendance. When physical presence is not possible, members will be considered as present and in attendance if they participate via electronic means (such as a conference call over a speakerphone, or by videoconference, etc.)
 - b) The Board of Directors shall have the power to warn and/or suspend a member for violation of the by-laws, rules, regulations, and Policies and Procedures in accordance with Article X.
 - c) Vacancies on the Board of Directors, except for term expiration, will exist only when one of the following conditions apply:
 - i) A Board member is absent without reasonable excuse for three Board meetings. Any member of the Board of Directors having been absent for two meetings without reasonable excuse shall be notified by the Secretary that upon the third such absence the office will be declared vacant by the Board of Directors, who shall fill such vacancy.
 - ii) A Board member dies.
 - iii) A Board member tenders his resignation in writing.
 - iv) A Board member is expelled by a two-thirds or more vote of the remaining Board.

- d) If a vacancy occurs on the Board of Directors, the Board shall name a member to serve until the next annual election by the general membership. If a vacancy occurs among the officers, the Board of Directors will fill the vacancy by offering it to a Board member to fill.

ARTICLE VII.

Meetings:

1. Meetings of the Board of Directors shall be held regularly on a date set by the Board.
2. The regular meetings of the general membership (Monthly Membership Meetings) shall be held at a time and location established by the Board of Directors.
3. The President shall call a special meeting at the written request of ten members or of a majority of the Board of Directors. No regular business shall be transacted at the special meeting, only that stated as the purpose of the meeting.
4. Upon request, members in good standing may request published meeting(s) minutes.

ARTICLE VIII.

Order of Business:

The order of business at Monthly Membership Meetings (except the January nomination/election meeting) of the general membership shall be as follows:

1. Introduction of new members.
2. Communications and announcements.
3. Old Business: Reading and discussion of upcoming activities/events by the president.
4. New Business: Questions/comments from the floor.
5. Keynote speaker and/or special program.
6. Adjournment.
7. Fellowship and registration for upcoming activities/events.

ARTICLE IX.

Membership Dues, etc.:

1. Prospective members shall submit to the Treasurer a completed membership form with his dues.
2. Each applicant must be a gay or bisexual male over the age of 21 years. His anonymity shall be maintained, if requested, by not including his name on the PTSL membership roster.
3. Dues and fees shall be set annually by the Board of Directors. Individuals must have paid their annual membership dues in order to be considered current PTSL members in good standing.
4. No other assessments shall be levied on the general membership except by a two-thirds vote of the members present at any monthly meeting.
5. An annual report shall be made available to all members indicating the assets, liabilities, revenues and disbursements of the organization along with a list of current members (except those members requesting anonymity.)

ARTICLE X.

Discipline:

1. Investigation into allegations of misconduct shall be conducted by the Board of Directors upon written complaint of one or more members.
2. To maintain the privacy of all members, the membership roster must not be shared with any non-members. Violators will be subject to disciplinary action by the Board of Directors.
3. PTSL does not tolerate discrimination based on race, color, belief or non-belief, national origin or disability. Members who speak or act in a manner contrary to this policy may be subject to disciplinary action by the Board of Directors.
4. In addition, a member may be censured, suspended or expelled for conduct injurious to the character and welfare of the organization by a majority vote of the Board of Directors.

ARTICLE XI.

Property Title:

The title to and ownership of all property, effects and assets of the organization shall be in the name of Prime Timers St. Louis, in trust for the benefit and enjoyment of the members. A resignation, death or forfeiture of membership, for any cause, shall be considered as an assignment and release to the Board of Directors, as trustees of the organization, of all rights, title and interest of such members in and to the property and assets of the organization.

ARTICLE XI.

Private Property:

The organization shall not be held responsible for the loss of or damage to property belonging to members.

ARTICLE XII.

Amendments:

Amendments to these by-laws may be proposed by the Board of Directors or by a petition to the Board of Directors by ten PTSL members in good standing. Before an amendment is accepted as valid, it must be accepted by a majority vote of those members in good standing who cast their votes in favor of the amendment.

Article XIII

Adoption:

This Constitution and by-laws shall take effect when accepted by the majority of the members in good standing. A copy shall be distributed to all current PTSL members. A copy shall be given to all subsequent PTSL members upon request.

Article XIV.

Policies and Procedures Document:

A separate Policies and Procedures Document shall exist as a supplement and a less formal addendum to these by-laws. That document may be changed, amended, altered and rewritten as needed by a majority vote of the Board of Directors.

- End -

November 10, 2007