

Bylaws of Prime Timers Chattanooga

Article I. Name

This organization is a social society and shall be named Prime Timers Chattanooga, doing business as Prime Timers Chattanooga. In these bylaws it will be referred to as “the Chapter.”

Article II. Purpose

Section 2.01. “Prime Timers Chattanooga” is a chapter of Prime Timers Worldwide composed of mature gay and bisexual men over 40, with a minimum age of 21, who prefer the company of older men coming together in a respectful supportive atmosphere to promote educational, cultural, and social activities for mature gay and bisexual men. Candidates are considered active members upon Board acceptance of a completed application and an annual membership fee. Guests are welcome and members are encouraged to bring guests.

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

Section 2.03. The Chapter will pursue this aim to plan, promote, and carry through activities in support of Prime Timers Worldwide purposes in its local geographic area.

Article III. Structure and Membership

Section 3.01. Structure

- (a) The Chapter is an organized federation of Prime Timers Worldwide.
- (b) Authority and legitimacy with the Chapter are derived from Prime Timers Worldwide.
- (c) The Chapter will elect a Board of Directors to carry out those tasks beyond the scope or capacity of Prime Timers Worldwide to promote continuity and leadership for the Chapter as a whole.

Section 3.02. Membership

- (a) The Chapter will be registered on the Prime Timers Worldwide Roll of Chapters.
- (b) The Chapter shall submit its application for membership to the Prime Timers Worldwide Vice President. The minimum criteria for application are:
 - 1) The Chapter has 15 or more members (approximately).
 - 2) The membership is restricted to men 21 years of age or older.
 - 3) The Chapter supports the purposes of the Prime Timers Worldwide.

- 4) The Chapter will conform to Article IV of these Bylaws.
 - 5) The Chapter will conduct itself in such a way that it will contribute to the good name of Prime Timers Worldwide.
 - 6) 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.
 - 7) The Chapter is not in another chapter’s previously approved geographical area or 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 pick a logo that is either some form of the “handshake logo” or the Prime Timers World Wide “rainbow logo”.
- (c) The Chapter may not be enrolled if its intended geographical area overlaps that of an existing chapter or chapters already enrolled unless the existing chapter(s) agree to a revision of geographical boundaries to accommodate the applicant chapter.
- (d) On the Prime Timers Worldwide Board approval, 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 and 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 examples, 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. Large metropolitan areas may form additional chapters to attract potential members who do not wish to travel across town for the chapter events.
- (b) Chapters located near each other may mutually agree on their geographic areas.

Section 3.04 A person may belong to more than one chapter.

Section 3.05 Problems of distance and communication shall not become the excuse for an individual chapter or regional group of chapters to usurp the authority properly belonging to the Prime Timers Worldwide as a whole.

Article IV. Chapters

Section 4.01. **Chapter Rights.** The Chapter has the following rights.

- (a) The Chapter (in good standing) shall have one vote on all Prime Timers Worldwide matters for which a vote of the membership is called. This vote shall be exercised by the chapter president or by their proxy.
- (b) The Chapter has input to policies and activities intended for the Prime Timers Worldwide as a whole, and for the election of its officers.
- (c) The Chapter has the right to set the minimum age for its membership so long as that age is 21 years of age or higher.
- (d) The Chapter has the right to reject any application for membership or to revoke membership to existing members if there is a conflict that may prohibit contribution to the good name of Prime Timers Worldwide.
- (e) The Chapter shall have the right to set and collect dues for its own purposes. Membership fees/dues will be determined by the Board members. There is a set membership to all individuals. An individual's membership will continue and be available, unless otherwise revoked, for the current calendar from the date of acceptance and payment of dues. New memberships accepted in October, November or December will automatically carry forward into the next calendar year.
- (f) The Chapter shall have the right to conduct its own business, host local or regional events, and conduct fund-raising events.
- (g) The Chapter shall have the right to establish its own governing structure.
- (h) The Chapter shall have the right to define its membership in accordance with local laws and customs.
- (I) The Chapter shall have the right to define its geographical area in accordance with Section 3.03.
- (j) The Chapter shall have the right to join with other chapters in a regional agreement to enhance opportunities for their respective members.
- (k) The Chapter has the right to withdraw from Prime Timer Worldwide, provided it ceases to use the name "Prime Timers", and ceases to represent itself as a Chapter of Prime Timers Worldwide.
- (l) The Chapter shall have the right to dissolve itself and distribute its assets and property to Prime Timers Worldwide.
- (m) The Chapter is part of the Prime Timers Worldwide organization regardless of the Internal Revenue Service 501(c) status.

Section 4.02. **Chapter Responsibilities.** The Chapter has the following responsibilities.

- (a) To ensure that its general purposes are consistent with those of Prime Timers Worldwide, and that its membership is at the required level.
- (b) To submit a biennial report to the Prime Timers Worldwide Board showing its general purposes are consistent with those of Prime Timers Worldwide, 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 approximately 15 or more members. To pay annual dues to Prime Timers Worldwide, these dues to be determined by the Prime Timers Worldwide Board and chapters in accordance with the practice of approving all policies. Dues are payable no later than January 31 based on membership as of December 31. Late charges will apply if not paid on time.

The current dues payment (established at October 2009-Worldwide Toronto Convention) are \$1.00 per member as of December 31 members roll and payable by January 31.

Dues are waived for the first year chapters are established.

Late fees are applied as follows:

February 10 - If not received by this date, a \$25 late fee will be assessed.

February 28 - If not received by this date, a \$40 late fee will be assessed.

March 31 - If not received by this date, the Chapter will be considered “Not in Good Standing”.

- (e) To pay special assessments passed by vote of Prime Timers Worldwide.
- (f) To include the name of the geographic area in its name.
- (g) To include some form of the ‘handshake logo’ or the Prime Timers World Wide ‘rainbow logo’ in its logo.

Section 4.03. **Maintenance of good standing.**

- (a) The Chapter shall be in good standing if it is no more than three (3) months overdue on annual dues.
- (b) The Chapter shall be in good standing if it is no more than three (3) months overdue on special assessments. Prime Timers Worldwide will set the due date for special assessments.

Section 4.04. Chapter deletion.

- (a) The Chapter may be deleted from the Prime Timers Worldwide Roll of Chapters on the (2/3) vote of the Board of Directors, for being more than three (3) months overdue in payment of annual dues or special assessments. Prime Timers Worldwide will set the dues date for dues collection.
- (b) The Chapter may be deleted from the Prime Timers Worldwide Roll of Chapters on the (2/3) vote of the Board of Directors, for
 - 1) Failing to satisfy Prime Timers Worldwide with respect to its purpose or membership.
 - 2) Activities contrary to the good reputation of Prime Timers Worldwide
- (c) If the Prime Timer Worldwide Board intends to pass a motion of deletion, the Chapter 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 Prime Timers Worldwide consideration.
- (e) When a motion of deletion is passed by the Prime Timers Worldwide Board, the Chapter has the right to appeal the action of the Board.
 - 1) The appeal must be received by the Prime Timers Worldwide Board within sixty (60) days of the mailing of the notice of deletion to the Chapter.
 - 2) The Prime Timers Worldwide Board shall vote to affirm its 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 deletion vote by the Prime Timers Worldwide Board.
 - 4) If the vote of the Prime Timers Worldwide Board is to affirm the deletion, the Chapter will be removed from the Roll of Chapters immediately after the vote of the Board.
 - 5) If no appeal is made the Prime Timers Worldwide Board resolution to delete the Chapter 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) The Chapter's right to vote on Prime Timers Worldwide matters is revoked upon the Board's decision to revoke its membership.

Article V. Chapter Board of Directors

Section 5.01. The Chapter Board of Directors shall be composed of a

- (a) President.
- (b) Vice President
- (c) Secretary (may be combined with Treasurer position)
- (d) Treasurer (may be combined with Secretary position)
- (e) At least two (2) but no more than four (4) Members-at-Large as approved by the Chapter Board of Directors
- (f) Non-voting members as necessary

Section 5.02. The Chapter Board of Directors shall consist of an odd number of members.

Section 5.03. The Chapter Board of Directors members shall hold at least one quarterly meeting at their own expense.

Section 5.04. Members of the Chapter Board of Directors must be a member in good standing (dues paid, has been a member for a minimum of 12 consecutive months, and has attended a minimum 70% of the previous years scheduled meetings).

Section 5.05. No two members 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. An exception can be made when there are no other qualifying candidates available.

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

- a) Approve the enrollment of members and maintain qualification and conduct for membership retention.
- b) Promote the Chapter through appropriate methods.
- c) Assist chapters in their organization of regional gatherings and other joint activities, where such coordination or assistance is requested by one or more of the chapters concerned.
- d) Organize general votes of the Chapter.
- e) Develop policies and plan activities which advance the Chapter's purposes.
- f) Through the President, or other designated Board member, represent the Chapter to other organizations.
- g) Recommend dues necessary to support the work and activities of the Chapter.
- h) Authorize financial transactions and expenditures in accordance with fiscal procedures.
- I) Hold, administer, and dispose of general property of the Chapter.

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 the Chapter's meetings, the rules of conduct for its meetings, the duties of 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 and shall be elected to their positions by a vote of the Chapter 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. In the event of the resignation, death, incapacity, or removal of a Director, the Board may appoint someone of the general membership in good standing to a vacant position to exercise the responsibilities of that position until a Chapter election is held.

Section 5.10. **Duties of Chapter 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 Bylaws of the Chapter and Prime Timers Worldwide. He shall preside at the meetings of the Chapter and any special meetings. He shall appoint a webmaster and newsletter editor (if applicable) upon approval of the Board of Directors. He shall represent the Chapter when necessary, in his capacity as President of the Board. He bears the ultimate responsibility to see that all functions and duties of the Chapter are carried out.
- (c) **Vice-President:** The Vice-President shall act for the President in the latter's absence or incapacity. He is responsible for the promoting, establishing, and assisting the Chapter, for facilitating communications between the Chapter and the Board, and for facilitating communications between chapters. He will also serve as the point of contact for all Chapter events.
- (d) **Secretary:** The Secretary shall maintain the Chapter's files and other records. In particular, the Secretary shall maintain and update the Chapter's membership roll. 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. He shall also work with the Treasurer to ensure end-of-year reports are filed (if required).
- (e) **Treasurer:** The Treasurer shall receive all monies due to the Chapter, and deposit them at a bank as approved by the Board. He shall keep the Chapter's accounts and financial records, prepare the financial reports of the Chapter. He shall also prepare such further reports of the Chapter's accounts as the Board may require.
- (f) **Members-at-Large:** The members-at-large shall assume such specific duties as the Board shall from time to time determine.

Section 5.11. 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 5.12. 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 5.13. Fifty (50) percent of the members of the Board present in person shall constitute a quorum for the conduct of the business of the Chapter. 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. Meeting of the Chapter shall include:

- (a) Monthly meetings on the 1st Saturday of each month that include minutes from the previous meeting, financial reports, and other business as indicated by the Board and other members. These meetings shall be published with the day and the time at least two weeks in advance in the calendar, in the newsletter, through email on the website.
- (b) Monthly Board of Director meetings. A simple majority of voting Board members must be present for the Board to conduct business.
- (c) Specialty meetings called by the Board of Directors.
- (d) Called meetings as a result of a petition from twenty (20) percent of Chapter members.

Section 6.02. Business meetings of the Board of Directors are open to all members of the Chapter. Members have the right to speak in discussions of Chapter affairs, and to request the inclusion of items to be added to the meeting agenda for new business. Only Board members can vote in Board meetings.

Section 6.03. Monthly meetings shall be conducted in accordance with an agenda. Additional items may be added to the agenda during the meeting.

Section 6.04. The Order of Business shall follow Robert's Rules of Order. Any procedural issues not addressed in the Bylaws shall be handled according to Robert's Rules of Order. The Order of Business at General Member Meetings shall follow this sequence: introduction of new members and guests, review and acceptance of minutes from the previous meetings, old business – review by the President for the previous months' activities, give the President's report, give the treasurer report, announcements and discussion of previous and upcoming activities and new business, followed by questions, comments, and socializing.

Section 6.05. Information contained in Chapter documents is confidential, privileged, and only for the information of intended recipients. It may not be used, published, or redistributed without the prior consent of the Chapter.

Section 6.06. Investigations into allegations of misconduct will be conducted by the Board upon receiving a written complaint by one of more members of the chapter. If a standing grievance committee exists, complaints may be initiated through its chairman. An investigation must be done, and hearing by the grievance committee held, and a recommendation to the Board by the committee made. By majority vote the Board may censure, suspend, or expel a member for conduct injurious to the character and welfare of the chapter. A member whose membership is revoked or suspended for any reason shall forfeit any dues or special assessments paid during membership.

Article VII. Voting

Section 7.01. A vote of the membership shall be required:

- (a) To elect members of the Chapter Board of Directors.
 - (b) To amend the Bylaws of the Chapters.
 - (c) For dissolution of the Chapter.
 - (d) For special assessments by the Chapter.
 - (e) For the purchase of property or raising of loans by the Chapter.
- 1) Notwithstanding a vote of approval, there shall be no liability devolved onto individual members 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 Chapter establishing appropriate dues.
 - (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 Chapter 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 Chapter by the Board.

Article VIII. Elections

Section 8.01. Elections for the Chapter Board of Directors shall take place at the end of their respective two (2) year terms. Elections will be by electronic or paper ballot at the end of the current Board members two-year terms at the January meeting.

Section 8.02. Nominations for the Board of Directors.

- (a) The Chapter Board shall appoint a nominating committee of no fewer than three (3) members.
- (b) The Chairman of the Nominating Committee shall announce the date and place of the election, the Director's position(s) to be filled, and shall request nominations for each position.
- (c) It shall be the responsibility of the Chairman of the Nominating Committee to ensure that persons nominated are Chapter members in good standing.

- (d) Nominations must reach the Chairman of the Nominating Committee not less than two (2) weeks before the date of the election.
- (e) Nominations shall be considered and approved by at least two-thirds (2/3) of the members of the nominating committee. The committee may approve all, some, or none of the nominations for each position. Directors holding current Board positions are not exempt from being nominated for another Board position they are eligible for. If elected, they would have to vacate their current position and an election will have to be held for the vacated position at another election.
- (f) The Nominating Committee Chairman shall compile a list of nominations received and approved for each position, and report this to the Chapter President.
- (g) In the event there is only one (1) nomination received for a position, the Board may
 - 1) Declare the person elected by acclamation to the position, or
 - 2) Reject the nomination and declare the position vacant.
- (h) In the event no nominations are received for a position, the Board shall make a nomination and declare the person elected by acclamation to the position.

Section 8.03. Persons nominated may circulate to all Chapter members 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. These statements cannot be sent out until the nominations have been announced. The “platform” can only discuss the accomplishments and merits of the nominee. Any negative or derogatory statements about competing nominees will result in the removal of the offending nominee from this election. Should the nominee remove himself from the process he may not be re-enter for this election.

Section 8.04. Should there be two (2) or more candidates for a position, the person that 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 will inform Prime Timers Worldwide 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 of the election results by the President.

Article IX. Amendments to Bylaws

Section 9.01. Amendments to the Bylaws may be proposed by the Board or by a petition of no less than ten (10) percent of chapter members, or by five members, whichever number is greater.

Section 9.02. The Chapter President shall direct the Secretary to prepare a draft amendment(s) in accordance with the recommendation of the Board or petition.

Section 9.03 The draft amendment(s) shall be presented for discussion at a Chapter meeting.

Section 9.04. Following the discussion, the Secretary shall prepare a final draft, which shall be referred to a general vote by the Chapter.

Section 9.05. The Secretary shall notify the Chapter on a vote of the amendment, and the vote shall be “Support” or “Not Support” the revised Bylaws. Amendments to the Bylaws require a simple majority vote of membership present at any general membership meeting.

Section 9.06. The Bylaws will be presented in a revised set of Bylaws.

Section 9.07. Either the President or the Board may create ad hoc committees, appoint committee chairmen, and create other management positions such as web page designer and newsletter editor. The appointed chairman of any committee may ask for volunteers and appoint members to his committee when help is needed. There shall also be an Audit committee for at least an annual audit of financial records.

Article X. Assets and Property

Section 10.01. The title to ownership of all property, effects, and assets of the Chapter as a whole, shall be in the name of the Chapter, held in trust by the Board of Directors for the benefit and enjoyment of the Chapter, and for individual members. A resignation, death, or forfeiture of membership for any cause will be considered as assignment and release to the Board, as trustees of the organization, of all rights, title, and interest of that member in and to the property and assets of the organization.

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

Section 10.03. The property, effects, and assets of the Chapter shall be held in the name of the Chapter, in accordance with the constitution of the Chapter. Neither Prime Timers Worldwide as a whole, nor any other chapter, shall have rights, title, or interest to the property, effects, or assets of the Chapter.

Section 10.04. If Prime Timers Worldwide is dissolved, the monies and other assets will be distributed to the remaining chapter organizations in a manner determined by the Prime Timers Worldwide Board of Directors.

Section 10.05. The Prime Timers Chattanooga chapter is not responsible for the loss or damage to property belonging to individual members. Any claim for property damaged during a Prime Timers Chattanooga event will be assessed on an individual basis by the Board. Compensation is not to be construed to be promised.