

**BY-LAWS**  
**PrimeTimers of Kansas City, Inc.**

**ARTICLE I - Name**

The name of this organization shall be "PrimeTimers of Kansas City, Inc.", acceptably referred to as "PrimeTimers of Kansas City" or "PTKC" and is an autonomous registered chapter of Prime Timers Worldwide, Inc.

**ARTICLE II - Purpose**

Section (1): In furtherance of the Articles of Incorporation, the purpose of this organization shall be:

- (a) To provide a not-for-profit social club for older gay / bisexual men and younger adult men (21+ years old) who admire mature men, who identify themselves as men and present themselves as men, regardless of ethnic origin, race, political or religious values.
- (b) To provide activities through which members may meet in an atmosphere of mutual respect and support.
- (c) To foster camaraderie and interaction among the members through social, recreational, educational, and cultural activities.
- (d) To act as a forum for the exchange of ideas and information on subjects or issues of concern to the members; and,
- (e) To support humanitarian, social, non-political, non-sectarian goals, and not-for-profit organizations and projects.

Section (2): The organization SHALL NOT ENGAGE IN ANY POLITICAL OR SECTARIAN ACTIVITIES.

Section (3): PTKC shall be organized as a social club, exclusively for recreation and other similar non-profit purposes within the meaning of Section 501(c)7 of the Internal Revenue Code and in accordance with all local, state, and federal laws.

**ARTICLE III - Membership and Dues**

Section (1): Membership shall be open to all persons twenty-one years of age or older, who, in the opinion of the Board of Directors (AKA the Board), are likely to conduct themselves in a manner consistent with the purposes of PTKC and in accordance with these By-Laws.

Section (2): All applicants shall submit to the Board such application and information as the Board may deem necessary for the purpose of determining qualification for membership. The Board shall establish policies and procedures to ensure confidentiality of the membership list, if requested. PTKC reserves the right to deny or revoke membership for cause.

Section (3): Annual membership shall be valid from the fiscal date established by the Board. Dues, the amount of which shall be set by the Board of Directors, shall ordinarily be payable annually. These dues shall be the same for each member. The Board of Directors may authorize a grace period, not to exceed three months, for the late payment of dues; during the grace period, all membership rights and privileges continue just as if dues were paid on time. After the end of the grace period, the Board has the right to remove any unpaid members from the roster and mailing list.

Section (4): No applicant shall be refused membership because of race, color, national origin, religious affiliation, marital status, sexual orientation, or handicapped status.

Section (5): The Board may suspend or terminate membership for:

- (a) Non-payment of dues; or,
- (b) Behavior deemed detrimental to the organization or its members. Individuals facing suspension or revocation of membership shall be notified in writing by the Board of the specific charges against them. They shall be offered a closed hearing by the Board within a reasonable time and can present evidence and witnesses to explain or refute the charges. The Board's decision shall be reported to the membership.

## **ARTICLE IV- Meetings**

Section (1): The Board shall call general meetings of the membership at least annually in October. This meeting shall be announced at least sixty (60) days in advance of the scheduled date. The agenda of the meeting shall be included in an announcement prior to the meeting.

Section (2): Agenda of the annual meeting will, as a minimum, include the president's report and reports by various committee chairs and other officers as appropriate. Such reports shall summarize organizational activities and pertinent developments affecting the organization since the previous annual meeting. Any member in good standing may request to be put on the agenda for an annual meeting provided that such a request is made in writing to the Board and received not later than thirty (30) days prior to the scheduled meeting date.

Section (3): A majority vote of those members, in good standing, present, and voting shall be required for all decisions at the annual meeting except amendments to the By-Laws.

Section (4): All meetings shall be conducted according to Robert's RULES OF ORDER except where such rules may conflict with these By-Laws.

## **ARTICLE V - Board of Directors**

Section (1): The governing body of this organization shall be a five-member Board of Directors. These members shall serve as the four officers (President, Vice-President, Secretary, Treasurer) of the Board and one member-at-large.

Section (2): The Board shall supervise all activities and business matters and shall set policies and direction for the organization. No activity shall be sponsored or publicized as an official activity of the organization without the prior approval of the Board.

Section (3): The Board shall meet at least every other month, but preferably monthly. Regular meetings shall be scheduled in advance and the time, date, and place of each meeting shall be announced to the general membership in advance. Any Board member may call a special meeting of the Board, provided that all Board members are notified at least forty-eight hours prior to the time of the proposed meeting and provided a quorum of three Board members is available.

Section (4): Board meetings shall be open to all members in good standing, except that the board may, at its discretion, close all or part of a meeting for consideration of confidential personal matters related to membership, a disciplinary action, or the filling of a vacancy on the Board. Any member may request to meet with the Board or request the Board to place a specific issue on its agenda. Such requests must be made in writing at least one week prior to the scheduled meeting.

Section (5): All decisions of the Board shall require a majority vote. The presiding officer shall vote only in case of a tie.

Section (6): Minutes of the Board meetings shall be made available to all members.

Section (7): Members of the Board shall receive no compensation for the execution of their duties. They may be reimbursed for personal expenses incurred during the execution of their responsibilities.

Section (8): The Board, annually, shall appoint an Audit Committee consisting of at least two members not currently serving on the Board. The Audit Committee shall conduct an audit of all financial records and financial activities and shall prepare a written report for presentation at the annual meeting.

Section (9): The Board shall ensure that PTKC complies with the By-Laws of the Prime Timers Worldwide, Inc.

## **ARTICLE VI – Election to and Removal from Office**

Section (1): Annual election to the Board of Directors shall be conducted in October. All Board members shall be elected by a majority vote of those members completing a ballot. The Nominating Committee shall serve as the Election Committee.

Section (2): When at all possible, the tenure of the board members shall be staggered to ensure continuity of operations.

Section (3): Any person who is a member in good standing shall be eligible for election to the Board.

Section (4): Nomination of candidates for the Board shall be made by a Nominating Committee consisting of no less than two members in good standing, appointed by the Board. No member of the Board or any person seeking nomination may serve on the Nominating Committee.

- (a) The Nominating Committee shall endeavor to recommend a slate of nominees greater than or equal to the number of vacancies to be filled.
- (b) Other nominations received from the membership shall be submitted with the slate. Nominations from the membership, presented to the Committee, must be seconded by a member in good standing and be accepted by the nominee.

Section (5): The Nominating Committee shall submit the list of nominees to the membership at the annual meeting, receive the ballots, tally the vote, and report the results to the membership at that meeting.

Section (6): A member may cast no more than one vote for any nominee. Only a member in good standing may vote.

Section (7): Candidates elected to the Board shall begin their duties at the first regularly scheduled meeting of the Board following the election.

Section (8): The term of office for Board members shall be two years. No member shall serve more than two (2) consecutive terms, except a member appointed to fill an unexpired term shall be eligible for election to two consecutive two-year terms.

Section (9): If a vacancy occurs on the Board, other than by expiration of a term, that position shall be filled by appointment by the Board. No person may be appointed who is not a member in good standing or who is not otherwise eligible for election to the Board. A member appointed by the Board to fill a vacancy shall serve in that position until the end of the term vacated.

Section (10): Board members shall cease to be Board members if they are no longer in good standing or miss three consecutive regularly scheduled meetings or five scheduled meetings within a twelve-month period. Board members may be removed from office because of malfeasance or dereliction of duty upon a two-thirds (2/3) majority vote of the members present and voting.

## **ARTICLE VII - Officers**

Section (1): The officers of this organization shall consist of a President, a Vice-president, a Secretary, and a Treasurer.

Section (2): The Board shall elect these officers from its own membership at the first regularly scheduled Board meeting following the election.

Section (3): President shall have the following duties:

- (a) The primary responsibility for protecting and enforcing the By-Laws of PTKC.
- (b) Chair Board meetings, call them, and prepare agendas;
- (c) Provide leadership and guidance to the PTKC;
- (d) Appoint committees in accordance with Article VIII;
- (e) Will appoint the chairs and members of all committees with the approval of the Board;
- (f) May attend the meetings of all committees as an ex officio (non-voting) member of those committees;
- (g) Call non-scheduled meetings;
- (h) Ensure that PTKC complies with the By-Laws of the Prime Timers Worldwide, Inc.
- (i) Perform other duties as requested by the Board.

Section (4): The Vice-president shall have the following duties:

- (a) Chair Board meetings in the absence of the President;
- (b) Assist the President in carrying out his duties;
- (c) Perform other duties delegated by the President or the Board;
- (d) Assume the duties of the President if the President is unable to carry them out.

Section (5): The Secretary shall have the following duties:

- (a) Record all minutes of the Board and general membership meetings and distribute them as necessary;
- (b) Obtain notes/minutes of committee meetings and distribute them as necessary;
- (c) Assist the President in handling correspondence;
- (d) Prepare various materials requested by the Board;

- (e) Process proposed amendments to these by-laws in accordance with Article XI of these By-Laws;
- (f) Perform other tasks as identified by the President of the Board.

Section (6): The Treasurer shall have the following duties:

- (a) Receive and distribute funds;
- (b) Maintain all organizational financial records and statements, including bank accounts;
- (c) Compile accounts of monies spent on various projects and insure valid, dated receipts are maintained for the audit committee;
- (d) Prepare regular financial statements for presentation to the Board or for distribution;
- (e) Prepare necessary annual filings as required by local, state, and federal governments;
- (f) Perform other tasks as identified by the President of the Board.

Section (7): The member-at-large shall have the following duties:

- (a) Represent the general membership as an advocate to the board on any item submitted for board action;
- (b) Assist in carrying out the duties of the VP, Secretary, or Treasurer as necessary or as requested by the President;
- (c) Perform other tasks as identified by the President of the Board.

## **ARTICLE VIII - Committees**

Section (1) For the purpose of these By-Laws, a standing committee shall be defined as one which performs or carries out a responsibility which is of a recurring or continuous nature. An Ad Hoc Committee shall be defined as one assigned to carry out a specific task, which, once completed, obviates the need for the committee.

Section (2): There shall be four (4) standing committees, each consisting of no less than two members; the Audit Committee, the Nominating Committee, the Care Committee, and the Events Committee. To provide for orderly transition, the members of the Care and Events committees shall serve from November to November.

- (a) Audit Committee: The Audit Committee shall be appointed by the President and approved by Board and have the responsibilities as stated in Article V, Section (8), above.
- (b) Nominating Committee: The Nominating Committee shall be appointed by the President and approved by Board and have the responsibilities as stated in Article VI, Section (4), above.
- (c) Care Committee: The Care Committee shall be appointed by the President and approved by Board and shall support our members in good standing, to stay engaged in the PTKC social events, and provide community resources to members who might experience a milestone event or life crisis.

- (d) Events Committee: The Events Committee shall be appointed by the President and approved by Board and provide a social environment for all members by creating inclusive, evolving, and enjoyable events that foster camaraderie between all members. The committee shall strive to involve all members with a variety of social, educational, and cultural activities in an atmosphere of mutual respect and support.

Section (3): AD HOC COMMITTEES may be created and dissolved by majority vote of the Board but shall be considered dissolved without Board action upon completion of their tasks or projects.

Section (4): Committee members shall be appointed for a term of one year by the President subject to the approval of the Board and acceptance by the appointee.

Section (5): Except when otherwise indicated in these By-Laws, the chairmen of all committees shall be appointed by the President, subject to the approval of the Board. Chairmen of committees shall call meetings of their committees and shall communicate the deliberations and actions of their committees to the Board directly. The President is an ex officio member of all committees.

Section (6): Removing any member from a committee can be done by a majority vote of the Board.

Section (7): The minutes of all committee meetings shall be provided to the Board prior to the Board's next scheduled meeting.

## **ARTICLE IX – Voting**

Section (1): Acceptable voting methods shall be: Voice vote in a properly called meeting, by a show of hands in a properly called meeting, by secret ballot in a properly called meeting, all by voting in person, and by electronic voting.

Section (2): Electronic Voting:

- (a) Definition. For purposes of these By-Laws, “electronic voting” means casting a vote using electronic means, including but not limited to, email, website, or other internet-based methods.
- (b) Eligibility. All members in good standing, as defined in these By-Laws, are eligible to vote electronically.
- (c) Procedures. The Board shall provide members with instructions and access to electronic voting, including the procedures for verifying their identity and the authenticity of their vote. The Board may also establish additional requirements for electronic voting, so long as such requirements are reasonable and do not materially impair the ability of members to vote electronically.

- (d) Counting of Votes. All electronically cast votes shall be counted in the same manner as votes cast in person or by paper ballot. The results of the electronic vote shall be reported and made available to the members in the same manner as the results of any other vote of the members.
- (e) Validity of Electronic Votes. Electronic votes shall have the same force and effect as a vote cast in person or by paper ballot.

### **ARTICLE X – Indemnification**

The Corporation shall indemnify each officer and trustee, including former officers and trustees. The total sum of all such indemnification shall not exceed the current assets of the organization.

### **ARTICLE XI – Dissolution**

Section (1): With prior written notice to the members at least thirty (30) days in advance, the Organization may be dissolved at any time by a three-quarters (3/4) majority vote of the members responding by ballot.

Section (2): In the event of such dissolution, the Board shall dispose of any and all assets and resolve any and all questions or problems related thereto. All liquid assets (after approved debts are paid) shall be distributed to authentic charities or educational organizations as determined by a majority vote of the Board.

### **ARTICLE XII — Amendments**

Section (1): Any member in good standing may propose amendments to these by-laws for consideration at the annual meeting.

Section (2): Such proposed amendments shall be submitted in writing, no less than 60 days prior to the meeting, to the Secretary, who shall notify the Board and all other members by mail or e-mail not less than forty-five (45) days prior to the next annual meeting.

Section (3): If approved by two-thirds (2/3) of the members present and voting at that meeting the amendment shall be adopted.

These By-Laws were approved by a vote of the membership on August 8, 2023.