

PTKC Comments and Recommendations to Proposed PTWW Bylaws 16.2

Dated 7-23-2025

Comprehensive

1. First, we are glad to see that the word “**older**” has been restored in Version 16.2 of the proposed Bylaws. At the end, it is an important aspect of our identity.
2. **Rewrite Article II, Section 2.01** as follow: PrimeTimers® Worldwide is a nonprofit 501(c)(3) Charitable Society serving older, mature gay, bisexual men, 21+, who identify and present themselves as men. Its mission is to enrich the lives of its members by providing educational, social, and cultural activities and events in a safe and supportive environment through its worldwide network of independent Chapters, with the purpose of building healthy social connections, reducing isolation, and promoting personal growth and well-being. **Rational: We believe this mission statement should be clearly reflected on the PTWW website, providing visitors with a full and accurate understanding of who we are and who we serve.**
3. Regarding the inclusion of the term “**transgender**” in the final draft:
This comment is not intended to exclude or discriminate, but rather to clarify the intended mission and focus of our organization. Please note that we currently have a transgender man as a member of PTKC, so our position is not about exclusion. But including the word “transgender” is unnecessary—particularly in today’s political climate, where the use of Diversity, Equity, and Inclusion (DEI) terminology such as “transgender” or “diversity” could pose significant risks to PTWW’s 501(c)(3) status, as well as that of its affiliated chapters. In addition, the statistics cited by the Bylaws Committee in support of this inclusion were both misleading and inaccurate. Based on the same KFF/Washington Post transgender survey (Figures 1, 3, and 4) referenced by the Board, transgender men account for only 12% of the broader transgender population and not 70%—and only 40% of those identify as gay or bi. **Given the high risk of losing the PTWW 501(C)(3), we respectfully recommend that both “transgender” and “diversity” be removed from all sections of the draft Bylaws. Additionally, to ensure that transgender men are not excluded, we propose adopting the inclusive language suggested by Mr. Charles Koehler himself: “older, mature gay and bisexual men, 21+ who identify and present themselves as men.”**
4. Finally, the inclusion of the age “21”. While we recognize that the legal age of adulthood may vary in other countries, we believe this distinction should be clearly addressed in the Bylaws. For events held in the United States—such as the Biennial Convention—allowing members under this age could expose the organization and our members to significant legal and liability risks, and maybe to black mailing; After

all, we are a US based organization and incorporated in the state of Oklahoma. Also, this is a matter that likely warrants legal review. **We strongly recommend that the minimum age requirement of 21 be clearly stated in the mission statement and prominently displayed on the PTWW website, rather than being tucked away in a lesser-known hidden clause of these Bylaws.**

5. **Added:** Article II, Section 2.01: Why was the phrase “**(see Section 3.06)**” added it his location? **Recommend deletion of the phrase.** Rational: The addition of this phrase is unnecessary and causes a circular reference. Section 2.01 should stand on its own.

6. **Same/Changed:** The excessive reliance on “Policies and Procedures” in the proposed Bylaws—used **43 times, 2 more** than the previous draft “14.2”. (Please Note that P&P was used **only 1 time** in the current Bylaws) — It appears in **Article II: Section 2.04** (1 time); **Article III: Section 3.03** (2 times), **Section 3.05** (2 times), **Section 3.06** (1 time); **Article IV: Section 4.01** (8 times), **Section 4.02** (8 times), **Section 4.03** (1 time), **Section 4.04** (1 time); **Article V: Section 5.07** (7 times), **Section 5.08** (1 time), **Section 5.09** (1 time), **Section 5.15** (4 times); **Article VI: Section 6.04** (1 time); **Article XII: Entire section** (3 times); **Article XIII: Section 13.03** (2 times).

This sets a dangerous precedent by allowing the Board to make significant structural and governance changes without any input or vote from the membership. This effectively bypasses the democratic process and opens the door for potential abuse now and in the future. Policies and Procedures should be limited to clarifying administrative details—not used as a backdoor to alter the intent or meaning of the Bylaws. This concentration of power is unacceptable and fundamentally undermines the principles of transparency, accountability, and member-driven governance that PTWW should stand for. **We recommend removing the words Policies and Procedures throughout the entire draft Bylaws, with the exception of Article XII. See the recommended change to Article XII, below.**

7. **This section presents a serious and Critical governance issue. Same/Changed** Previously listed as Article III, Section 3.01(E), and now renumbered as Section 3.01(D), **this provision should be deleted in its entirety.** As currently written, it grants the Board broad, Carte Blanche, unchecked authority to reorganize and restructure the Society and its chapters without accountability or member oversight. Such sweeping power undermines the integrity of the Bylaws and circumvents the democratic process established in Article XI. No part of the Society’s structure should be altered without a formal amendment properly proposed and approved by 2/3 of the membership. While Version 16.2 adds vague language about using this authority only under “unanticipated events” this caveat is insufficient and does not safeguard against misuse. Granting the Board this level of control sets a dangerous precedent, weakens chapter autonomy. **Delete it in its entirety.**

8. **Same.** Article III, Section 3.06 A: This paragraph must be rewritten based on the rewrite of Article II, Section 2.01. **We also recommend removing the word “queer”, since it includes lesbians and others outside gay and Bi men.**
9. **Added.** Article III, Section 3.06 B: **Delete the words “providing that they also comply with Section 5.03.”** Rationale: Not needed. Section 5.03 refers to Chapter Membership of Board Members only and not general membership.
10. **Added.** Article IV, Section 4.01 L: We applaud the addition of the new paragraph; it moves the PTWW in the right direction of transparency and oversight.
11. **This section presents a serious and Critical governance issue.** Article IV, Sections 4.01 L & M: The proposed changes strip local Chapters of their autonomy by removing their right to independently withdraw from the Society or dissolve themselves. Instead, PTWW asserts control over all local Chapter assets, including funds. This is fundamentally inappropriate. Chapters should retain the right to manage and distribute their own assets—especially those they have raised and maintained—according to their own governance, not under the authority of the PTWW Board. **The current Bylaws language is fair and should remain unchanged.** Specifically: Section 4.02 L states, *“Each chapter shall have the right to withdraw from the Society, provided it ceases to use the name ‘Prime Timers’ and ceases to represent itself as a Chapter of the Society,”* and Section 4.02 M affirms, *“Each chapter shall have the right to dissolve itself and distribute its assets and property as it sees fit.”* **These protections must be preserved. Delete Article IV, Sections 4.01 L & M.**
12. **Same.** Article IV, Section 4.02 E: This paragraph must be rewritten based on the rewrite of Article II, Section 2.01.
13. **Added.** Article IV, Section 4.03 B: **We propose amending the language to replace “and/or as determined by a majority vote of the PTWW Board” with “and/or as determined by a unanimous vote of the PTWW Board.”** Rationale: Stripping a Chapter of its “Good Standing” is a severe action with significant consequences. Such a critical decision must reflect an undeniable and universally recognized justification among all Board members. Unanimous consent ensures the reason for this action is unequivocally clear and agreed upon by every member of the Board.
14. **Same.** Article IV, Section 4.04 G (Suggested Revision): Replace “a 2/3 vote” with “a **unanimous vote**” and **remove the word “immediately.”** Add: “A Chapter removed under this provision shall retain the right to contest the decision, as outlined in Sections 4.04 D, E, and F.” **Rationale:** The term “**immediately**” enables rushed, unilateral action without due process. It allows for a Chapter to be deleted from the Society, based solely on the Board’s perception of reputational harm—without warning, dialogue, or opportunity for defense. Paired with Section 4.04 H and **Article XIII**, which allows PTWW to seize a Chapter’s assets and funds, this becomes unacceptable. Chapters must retain autonomy over their assets, and any forced transfer of funds should be removed from the Bylaws

entirely. Serious actions like Chapter deletion must require full Board consensus and preserve the right to appeal.

15. **Same.** Article IV, the last paragraph states that “Because the Society is committed to ensuring that the privacy of its Chapters and their members is protected, PTWW has established a Privacy Policy to comply with the laws and regulations of Canada, the US, various US States, and additional countries.” **Question: Where is this policy written and why don’t the Local Chapters have a copy of it? This policy should be written directly into these Bylaws.**
16. **Same.** Article V, Section 5.07: Add a paragraph Q that substantially reads as follows; “Q. Provide, on an ongoing and up-to-date basis, copies of the following Society documents to all Local Chapters either directly or via the PTWW website: 1. Articles of Incorporation. 2. These Bylaws. 3. Current up-to-date Policies and Procedures. 4. Minutes of all Board proceedings. 5. Monthly financial reports. 6. Budgets. 7. Annual Statements of Affairs. 8. Annual financial audit results from the outside audit organization. 9. Copies of the annual reports to the IRS and Oklahoma, and 10. Other documents pursuant to these Bylaws.” **Rational: The Board should not be allowed to operate in a vacuum. As a 501 (C)(3) non-profit organization, the Board should operate in an open manner, thus helping to maintain the trust of the Local Chapters. This would also act as a check and balance for actions of the Board.**
17. **Same but modified:** Article V, Section 5.08. Add a paragraph G, which substantially states “**The Board shall provide Liability insurance for all Board members and members of all assigned committees.**” **Rational:** This is normally a normally required insurance.
18. **Same.** Article V, Section 5.10 C (Suggested Addition):
Remove the words in the same position, and add the following to the end of the sentence: “...and no voting Director may serve more than three (3) consecutive terms. After completing 3 terms, an individual must wait at least two (2) years before becoming eligible to serve on the Board again.” **Rational:** Regular turnover on the Board is essential to bring in fresh perspectives, avoid stagnation, and ensure the organization continues to grow and evolve.
19. **Same. Section 5.14 – Suggested Revision:**
In the event of the resignation, death, significant incapacity, or removal of a Director, the Board **shall appoint** by majority vote any current PTWW Board Member....
“Rationale”: **Replacing “may” with “shall”** ensures that vacancies are not left unfilled indefinitely and that the Board maintains its full capacity to function effectively and represent its membership. This change is critical to prevent the kind of governance we have seen recently, how the current board was operating without a Vice-President for the past two years.
20. **Added.** Article V, Section 5.15 F – **Add the following sentence: “The Treasurer shall ensure that monthly financial reconciliations are performed, that an internal audit of all financial records is conducted at least once annually, and that an external audit is completed prior to each Biennial Convention and**

before a newly elected Treasurer takes office.” Rationale: These are standard financial accountability practices that promote transparency and ensure a smooth transition of fiscal responsibilities for a 501(C)(3) organization.

21. Same but modified. Article V, Section 5.15 G: Add the following: “The Secretary shall provide, on an ongoing and up-to-date basis, copies of the following Society documents to all Local Chapters either directly or via the PTWW website:
1. Articles of Incorporation. 2. These Bylaws. 3. Current up-to-date Policies and Procedures. 4. Minutes of all Board proceedings. 5. Monthly financial reports. 6. Budgets. 7. Annual Statements of Affairs. 8. Annual financial audit results from the outside audit organization. 9. Copies of the annual reports to the IRS and Oklahoma, and 10. Other documents pursuant to these Bylaws.” **Rational: The Board must not operate in a vacuum. The Presidents of each chapter must be kept informed of all Board actions and the financial status of the Society, in an up-to-date manner.**
22. **Same.** Article VI, Section 6.01 A – Suggested Revision:
The second sentence should be revised to read: “A quorum to conduct official business at a Society meeting shall consist of 40% of the Presidents of Chapters in Good Standing or their duly appointed proxies. **Rationale:** A quorum is the minimum number of eligible voting representatives required to validate decisions made at a meeting. If there are 70 Chapters in Good Standing, a minimum of 28 Chapter Presidents or their official proxies must be present for any votes to be valid. Without this quorum, the meeting may proceed for discussion, but **no formal actions or votes may take place.** This revision properly defines and clarifies quorum requirements for legitimacy in Society decision-making.
23. **Same.** Article VI, Section 6.06: Add another Section that indicates how the proxy for a President of a Chapter in Good Standing is to be handled, what form it must take. Rationale: Completeness of the section.
24. **Article VIII, Section 8.04 D – Suggested Addition:**
Add the following to the end of the sentence: “...except in the case of a proposed amendment to these Bylaws, in which case at least 63% of the Presidents of Chapters in Good Standing must participate in the vote for the result to be valid. ”
Rationale: As stated in Article IX, Section 9.07, a proposed amendment requires a two-thirds (2/3) approval from Chapter Presidents. To ensure that threshold is meaningful and representative, a minimum participation level of 63% is necessary (assuming all vote for the Bylaws change). This ensures legitimacy and fairness in altering the organization’s governing document.
25. Article VIII, Section 9.02 G: Change the sentence to read “In the event that there is only one (1) nomination received for a position, that nomination shall be placed on the ballot at the General Meeting.” **Rational:** A nomination was received for the position, the Chapter Presidents or their proxies, should be able to vote on this person.

26. Article VIII, Section 9.02 H: Change the sentence to read : In the event that no nominations are received for a position, the Board shall make a nomination and that nomination shall be placed on the ballot at the General Meeting. **“Rational:** The Chapter Presidents or their proxies, should be able to vote on this person.
27. Article IX, Section 9.02 I: Delete the words “...(including nomination already elected by acclamation)...” **Rational:** These words are no longer necessary.
28. **Added.** Article IX: Add a Section 9.02 J: **Even if the nominating committee or the President has put forth nominations, the person leading the Biennial Meeting shall call for additional nominations from the floor three separate times.**
If someone from the floor is nominated and that nomination is seconded, and the nominated individual is otherwise qualified, their name will be added to the ballot or the Board of Directors election. This procedure is based on Robert’s Rules of Order and it will ensure a proper, open and democratic voting process.
29. **Added.** Article XI, Section 11.03: Change the sentence to read “A copy of the draft amendment(s) **and the rational for the amendment(s)**, shall be emailed by the Bylaws Drafting Committee to all Board Members and Presidents of Chapters in Good Standing at least sixty (60) days before the expected vote, for their comments and recommendations.” **Rational:** It is imperative that the reason for the amendment(s) be properly and completely explained.
30. **Added.** Article XI, Section 11.05: Change the second sentence to read “The notice shall contain the final draft of the proposed amendment(s), **and the rational for the proposed amendments**, and the vote shall be “Support” or “Not Support” for each amendment.” **Rational:** It is imperative that the reason for the amendment(s) be properly and completely explained.
31. **Added.** Article XI, Section 11.07: Change the sentence to read “The proposed amendment(s) shall pass if it receives “Support” votes from at least two-thirds (2/3) of the votes received from **all** Presidents or Chairman of Chapters in Good Standing or their officially designated proxy.” **Rational:** Amendments to these Bylaws are too important to leave to just a few people. **The two-thirds rule must be applied to all eligible voting entities, not just a quorum (40 %) at a Business Meeting.**
32. **Same.** Article XII. Change the next to the last sentence to read “The PTWW Board may make any additions, amendments, or deletions to its contents as needed as long such changes are not in conflict with **or change the meaning of or the wording of** the PTWW Bylaws.” **Rational:** Currently, and in the past, the Board has tried to change the meaning of the Bylaws by using the Policies and Procedures document. It must be made crystal clear to the current and future Boards that the Policies and Procedures document is for clarification, where needed, and operating details only, and changes to the meaning of the Bylaws are NOT allowed or authorized and that the meaning or wording of these Bylaws are not to be changed without amendment to these Bylaws. The wording, as it is proposed in the draft Bylaws, gives the Board Card Blanc authority to change things as they wish. Again,

this type of change should be a change to the Bylaws, not, as in the past, at the whim of the Board.

33. **Same.** Article XIII – Suggested Action: **Delete Entire Article****This article should be removed in its entirety.**

(a) It directly contradicts the foundational principle stated in Article III, Section 3.01, which affirms that “The Society is organized as a Federation of Autonomous Chapters. Each Chapter is legally independent from PTWW and responsible for its own legal compliance, tax status, and liabilities.” It also states that “The authority and legitimacy of the Society are derived from its Chapters.” Allowing PTWW to seize the assets—primarily funds—of a dissolved or removed Chapter is a clear violation of this principle. Any assets acquired by a Local Chapter are the result of its own initiative, activity, and community support. These funds belong solely to the Chapter that raised them—not to PTWW—and only that Chapter should determine their final disposition, in accordance with its own Bylaws.

(b) Article XIII, Section 13.02 includes the clause: “If a Chapter is dissolved, or is deleted from the Roll of Chapters, this action shall be considered as assignment and release by that Chapter to the PTWW Board of Directors as Trustee for the Society, of all rights, titles, association, identity and interests of that Chapter and its members in and to the property and assets of the Society...” This language must be deleted. It falsely assumes ownership of Chapter property by PTWW, despite the Chapters’ autonomous status.

(c) Section 13.03 should also be deleted. The requirement that “*a roster of all current Chapter members and their email addresses shall promptly transfer to the PTWW Treasurer*” violates the privacy protections outlined elsewhere in these Bylaws. Member data must remain confidential. Only those members who choose to do so should share their contact information with PTWW voluntarily and individually. Forcing this disclosure breaches trust and disregards personal privacy. In short, Article XIII is inconsistent with both the spirit and structure of PTWW as a federation of autonomous Chapters. It must be removed to preserve Chapter independence, respect privacy, and ensure ethical governance.