

PROPOSED Updated Bylaws for PrimeTimers® Worldwide

THIS DRAFT COPY (V 16.2 as of 7-20-2025) IS TO BE USED BY CHAPTER LEADERS FOR THEIR REVIEW AND COMMENTS. It contains proposed updates recommended by the PTWW Bylaws Committee & Board Members, a Certified Parliamentarian and an Attorney. It Requires YOUR Prompt Review and Comments Before We Update and Finalize it for Your Approval by Chapter Vote.

Article I. Name and Location

This organization shall be named The Original Prime Timers World Wide, Inc. ("the Society" or "PTWW"), doing business as PrimeTimers® Worldwide (PTWW). It is a Domestic Not for Profit Corporation registered with and located within the State of Oklahoma.

Article II. Purpose and Mission

Section 2.01

As a nonprofit 501(c)(3) Charitable Society, PrimeTimers® Worldwide's mission is to enrich the lives of mature and older gay, bisexual and transgender men by providing educational, social, and cultural activities and events in a safe and supportive environment through its worldwide network of Chapters, with the purpose of building healthy social connections, reducing isolation, and promoting personal growth and well-being. (See Section 3.06)

Section 2.02

The Society shall plan, promote, support and carry through such activities, events and actions as these Bylaws shall require in fulfillment of its purpose and mission.

Section 2.03

The Society will pursue this aim by establishing a network of Local Chapters, in addition to one Independent Chapter, to plan, promote, support, and carry through activities, events and actions within their defined Geographic Service Areas and in support of the Society's purpose and mission.

Section 2.04 Acknowledging the Diversity of our Chapters and Their Members

As a worldwide organization, PTWW respects the sovereignty, independence, laws, regulations and customs of the nations and jurisdictions in which Local Chapters and their members are located, provided that doing so does not jeopardize the 501(c)(3) status of the Society (or as determined by the US Internal Revenue Service), is not contrary to these Bylaws or Society Policies and Procedures, and is not in violation of any national, state, territory or local laws or regulations to which this Society is bound.

Section 2.05 Nondiscrimination Policy

PTWW and its Chapters are strengthened by the diversity of their members, who are mature adults who self-identify as gay, bisexual and/or transgender men as further defined in Section 3.06. Those specific restrictions notwithstanding, the Board Members, Committee Members, and other qualified persons served by this Society shall otherwise be selected without regard to their race, ethnicity, nationality, national origin, ancestry, creed, disability, size, military, marital or social status, political affiliation, age, and/or HIV status.

Article III. Structure and Membership

Section 3.01 Structure of PTWW

- A. This 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. PTWW does not provide "umbrella" 501(c)(3) coverage or status for individual Chapters.
- B. In addition, the Society will also maintain an Independent Chapter primarily to serve members who do not live within easy commuting distance of a Local Chapter.

- C. The authority and legitimacy of the Society are derived from its Chapters. The Chapters elect a Board of Directors of the Society in order to carry out those tasks beyond the scope or capacity of individual Chapters and to provide continuity, leadership, opportunities, and support for the Society as a whole.
- D. The Board may adopt an alternate membership structure for Local Chapters and/or the Independent Chapter other than that of the current Federation of Autonomous Chapters, solely in response to unanticipated events in order to protect and preserve the mission and continued operation of the Society and its Members, pending a 2/3 majority vote by the Society's Board, and also provided that the proposed membership structure be of significant benefit to both the Society and its current Chapters, comply with all otherwise-related PTWW Bylaws and regulations, and that it will not jeopardize the Society's or any Chapter's nonprofit tax-exempt status.

Section 3.02 Membership in PTWW

Membership in the Society shall be comprised of Autonomous Local Chapters and a single Independent Chapter as registered on the Society's Roll of Chapters.

Section 3.03 Requirements for Establishing Local Chapters

Groups wishing to be considered for membership as a Local Chapter shall submit an application to the PTWW Vice-President for review and consideration. The minimum criteria for application, as specified here and in Policies and Procedures, requires that the proposed Chapter:

- A. Has approximately 15 or more potentially qualifying members intending to join.
- B. Restrict membership to mature adults who self-identify as gay, bisexual and/or transgender men who meet the age and other requirements specified in Section 3.06.
- C. Will support and adhere to the purposes and mission of the Society.
- D. Will conform to and fully comply with all PTWW Bylaws and Policies and Procedures applying to Chapters, including holding official elections at least once every three years for their Chapter Board consisting at a minimum of at least three membership-elected or appointed governing officers acting in an official capacity.
- E. Will conduct itself in such a way that it will contribute to the good name and reputation of the Society.
- F. Will define and publicly identify itself as "A Chapter of PrimeTimers® Worldwide" if the words "Prime Timers" are not contained in the Chapter's name. This clarification allows an existing organization that wishes to become a Chapter to retain its existing familiar name.
- G. Will include, whenever possible, the name of the unambiguously defined geographical area or major city (and state, province, or territory, if necessary) where it is located.
- H. Will establish a clearly defined written description of its Geographic Service Area as provided in Section 3.04 that is not in conflict with any other previously approved Chapter Service Area, unless it has reached a cooperative agreement with those existing Local Chapters regarding their Geographic Service Areas, and that it will provide PTWW with a written description of their Chapter's Geographic Service Area, including any subsequent modifications that may be made to it.
- I. Will establish and follow written Chapter Bylaws that comply with all applicable PTWW Bylaws and Policies and Procedures, and the laws and regulations governing applicable nonprofit organizations registered in their jurisdiction.

Upon the PTWW Board's majority vote of approval of a proposed Chapter's application, the Secretary of the Board shall enter the newly approved Chapter's name and related contact information on the official Roster of Chapters and will inform all current Chapters of the new Chapter's name, basic contact information and defined Geographic Service Area.

Section 3.04 Designation of Geographic Service Area for Local Chapters

- A. Unless otherwise unambiguously delineated by a Local Chapter in writing and with good cause, the Geographic Service Area of a Local Chapter shall be considered as that Chapter's Metropolitan Statistical Area (MSA) or Micropolitan Area (MA) as defined by the US Census Bureau, or a similar designated area such as the Community Service Area (CSA) or Geographic Service Area (GSA) as defined by that Chapter's national, regional, territorial or provincial equivalent.
- B. Where two or more large cities are located in close proximity to each other (for example, Canton and Cleveland, Washington DC and Arlington VA, Toronto and Hamilton), the geographic area of each Chapter will be

considered to be a line roughly drawn equidistant between the city's centers, unless the Chapters mutually agree on and clearly define in writing other agreed-upon Geographic Chapter Service Area boundaries. Large metropolitan areas may also form additional Chapters to attract potential members who do not live within easy commuting distance to an existing Local Chapter's events or activities.

Section 3.05 Independent Chapter

- A. In addition to Local Chapters, one Independent Chapter, coordinated by the Society-elected Chairman of the Independent Chapter, shall be formed to primarily serve any persons who do not live within easy commuting distance to an existing Local Chapter. Where applicable, this Independent Chapter shall have the same rights and responsibilities as any other Local Chapter as outlined in these Bylaws and PTWW Policies and Procedures.
- B. Members of this Independent Chapter must be at least 21 years old and self-identify as gay, bisexual and/or transgender men as specified in Section 3.06, and comply with additional requirements for Independent Chapter Membership and PTWW Policies and Procedures.

Section 3.06 Membership Requirements Within PTWW Chapters

- A. Membership within any Local Chapter or the Independent Chapter is limited to mature and older adults who self-identify and present themselves as gay, bisexual and/or transgender men who are at least 21 years of age unless otherwise legally mandated by the jurisdiction in which that member's Chapter resides. Similarly, culturally equivalent mature and older adult men (such as those men who self-identify as two-spirit or queer) are also eligible to become members. Chapter membership does not include persons who self-identify or generally present themselves as female or women or self-identify as heterosexual men.
- B. Current and potential members who live within an existing Local Chapter's Geographic Service Area as defined in Section 3.04 are also eligible to become members of the Independent Chapter providing that they also comply with Section 5.03.
- C. Members may belong to more than one Local Chapter providing that they also comply with Section 5.03.
- D. Any Chapter may deny membership to or remove any person for good cause, whose behavior, actions or history has been shown to be detrimental to the purpose, mission, reputation, and/or good name of PTWW, any Chapter, and/or its membership, as determined by that Chapter's governing body in accordance with its Bylaws, Policies and Procedures, providing that applicable legal statutes, legally protective recommendations and best practices are followed.

Article IV. Chapters

Section 4.01 Local Chapter Rights

Each Local and Independent Chapter in Good Standing will be granted the following rights by the Society provided that they also comply with all applicable PTWW Bylaws and Policies and Procedures:

- A. One vote on all Society matters for which a vote of the membership is required. This vote shall be exercised by the Chapter President or by his officially designated proxy.
- B. Access to input on policies, activities, events, and actions intended for the Society as a whole, and for the election of the Society's officers.
- C. The right to establish and follow its own written Chapter Bylaws, provided that they comply with the laws and regulations governing applicable nonprofit organizations registered in their jurisdiction, and also that they comply with PTWW Bylaws and its Policies and Procedures.
- D. The right to set a minimum age for its membership so long as that age is at least 21 years of age or as legally mandated by the jurisdiction in which that member's Local Chapter resides.
- E. The right to set and collect dues from its members for its own legally sanctioned purposes.
- F. The right to conduct its own nonprofit-based Chapter operations, host local or collaborate on regional events, and conduct legally sanctioned fundraising events and activities, provided that they are not detrimental to the good name, reputation, or operation of PTWW and its Chapters.

- G. The right to establish its own governing structure, provided the Chapter also holds official elections of its Chapter's governing officers by Chapter members at least once every three years, and maintains a minimum of three elected or appointed governing officers acting in an official capacity.
- H. The right to define its Geographical Service Area in accordance with Section 3.04.
- I. The right to hold activities and events with other Chapters in a joint agreement to enhance opportunities for their respective members, provided that they do not conflict with PTWW Bylaws and/or Policies and Procedures or applicable laws and/or regulations.
- J. The right to define its Chapter's membership requirements in accordance with local laws and customs, provided that they do not conflict with Section 3.06 or any other PTWW Bylaws and Policies and Procedures.
- K. The right to be considered a part of the PTWW organization regardless of the Chapter's nonprofit and/or IRS 501(c) status or lack thereof.
- L. The right for Chapter Leaders to be provided timely access to a current electronic copy of PTWW's Bylaws, Policies and Procedures, Board Meeting Minutes and current PTWW Financial Reports
- M. The right to withdraw from the Society, provided it fully complies with all related requirements as specified in PTWW Bylaws and Policies and Procedures and as required by law.
- N. The right to dissolve itself and distribute its assets and property, provided that it fully complies with all requirements specified in PTWW Bylaws and Policies and Procedures and as required by law.
- O. In the event of a conflict between these PTWW Bylaws and Local Chapter Bylaws, those Bylaws of PTWW shall apply.
- P. Any additional Chapter-related Chapter rights as specified by PTWW Bylaws and/or Policies and Procedures.

Section 4.02 Local Chapter Responsibilities

Each Local Chapter agrees to all of the following:

- A. Support and adhere to the purposes of the Society by conforming to all PTWW Bylaws and Policies and Procedures, thereby ensuring that its activities, events, and actions are consistent with those of the Society.
- B. Adhere to ethical and legal conduct and standards, and not engage or participate in any activities, events, or actions that could jeopardize PTWW's 501(c)(3) status, or be detrimental or harmful to the purpose, operation, mission, reputation, and/or good name of PTWW, their Chapter, and/or other Chapters and/or their members.
- C. Establish a clearly defined written description of its geographic Service Area as defined in Section 3.04 that is not in conflict with any other Chapter Service Area, unless it has reached a cooperative agreement with those existing Chapters regarding their geographic Service Areas, and that it will provide PTWW with a written description of its Geographic Service Area, including any subsequent modifications that may be made to it.
- D. Actively recruit and maintain a Chapter consisting of no less than approximately 15 members.
- E. Restrict Chapter membership to mature adults who self-identify as gay, bisexual and/or transgender men and as further specified in Section 3.06.
- F. Establish, maintain, and adhere to its own written set of Member-approved Chapter Bylaws and Policies and Procedures provided that they comply with the laws and regulations governing applicable nonprofit organizations registered in their state, province, territory, and/or locality and that they also comply with applicable PTWW Bylaws and Policies and Procedures.
- G. Hold official elections of their Chapter's governing officers by Chapter Members at least once every three years, and maintain a minimum of at least three elected or appointed governing officers acting in an official capacity.
- H. Hold, if possible, a minimum of at least two formally scheduled activities and/or events each month for Chapter members, provided that the activities and events comply with the Bylaws, Policies and Procedures of PTWW, and are not detrimental or harmful to the purpose, operation, mission and/or reputation, credibility and/or good name of PTWW, their Chapter, and/or other Chapters and/or their members.
- I. Establish and actively maintain an official and updated Chapter website containing at a minimum: the Chapter's official name and its association with PTWW, a description of the Chapter's purpose, general and/or typical activities offered, membership requirements, how to join, and ways to contact both the Chapter and PTWW via

email, phone, texts and/or postal mail (if available). Upon request, PTWW may provide assistance with this requirement.

- J. Maintain at all times at least two (2) trusted Chapter leaders with access to current and updated Chapter-related files, records, passwords, passkeys and backups of (where appropriate) these five key functional areas: banking transactions, membership roster information, website administration and social media accounts, and all other important Chapter-related computer files in order to maintain uninterrupted Chapter operations in the event of an unexpected absence, data breach or loss of one or more key Chapter leaders.
- K. Maintain ongoing contact with the PTWW Board and all Chapter Members, and reply to Chapter-related requests from the PTWW Board, Chapter Members and others in a timely manner.
- L. Promptly notify the Society of any changes in Chapter Leadership, related contact information, and any other significant changes or issues that the PTWW Board should be made aware of.
- M. Submit an official Annual Report to the PTWW Board using the required standard PTWW-provided reporting form showing that the Chapter's general purposes, activities, events and actions conducted during that year are consistent with these expectations of the Society.
- N. Promptly pay annual Chapter dues and associated fees and/or any associated outstanding debts and/or special assessments to the Society as determined by the Society, in accordance with these Bylaws and PTWW Policies and Procedures. Payments may be made in either US currency or by using the currency of the Chapter's Nation, adjusted for currency exchanges and associated fees.
- O. Include reference to the name of the Chapter's city, state, province, or unambiguous Geographic Service Area or Region as part of its official Chapter name, providing that it is not confusing, ambiguous, or that it does not conflict with that of another Chapter or organization.
- P. Use the words "Prime Timers" or "PrimeTimers®" as part of its Chapter's name, and/or clearly and publicly identify itself as "A Chapter of PrimeTimers® Worldwide" if the words "Prime Timers" or "PrimeTimers" are not contained in the Chapter's name.
- Q. Develop and use an official Chapter logo in accordance with current PTWW Policies and Procedures.
- R. Recognize that issues relating to distance or communication shall not be reason for a Local Chapter or group of Chapters or their Chapter Leaders to usurp authority properly belonging to the Society as a whole.
- S. Fully comply with all other Chapter-related responsibilities as specified by current and future PTWW Bylaws and/or Policies and Procedures.

Section 4.03 Maintenance of Good Standing for Local Chapters

A Chapter shall be in Good Standing if it is both:

- A. Less than three (3) months overdue on annual Chapter dues, special assessments levied by a vote of the Society and/or any other outstanding debits payable to PTWW.
- B. Not in serious violations of any Chapter responsibility as specified in these Bylaws, Policies and Procedures and/or as determined by a majority vote of the PTWW Board.

Section 4.04 Local Chapter Deletions

At the discretion of the PTWW Board, Chapters may be deleted from the Roll of Chapters for one or more of the following reasons:

- A. Being more than three (3) months overdue in payment of annual Chapter dues, special assessments, fees, and/or other outstanding debts payable to PTWW.
- B. Failing to fulfill Board expectations with respect to its purposes, activities, events, actions or Chapter membership levels.
- C. Engaging or participating in any activities, events, or actions that could jeopardize PTWW's 501(c)(3) status, and/or be detrimental or harmful to the purpose, operation, credibility, reputation and/or good name of PTWW, any Chapter, their members or any other entities.
- D. If the PTWW Board passes by a 2/3 vote to a motion of potential deletion, the Chapter concerned shall be provided with written and/or emailed notice by the PTWW Board at least sixty (60) calendar days before the intended motion is acted upon. The charges upon which the motion are based shall be included in the written notice.

- E. Within that required sixty (60) calendar day period, the Chapter has the right to submit a written and/or emailed appeal to the PTWW Board President to said charges and including specific reasons why the Motion of Deletion should not stand.
- F. If the PTWW Board subsequently passes a Motion of Deletion, the Chapter concerned has the right to appeal that action to the PTWW Board as follows:
 - a. A written or emailed appeal must be received by the PTWW Board President within thirty (30) calendar days of the PTWW Board's passage of the Motion of Deletion of the Chapter.
 - b. The PTWW Board shall then vote within thirty (30) days of receipt of the appeal to either affirm the Board's action by a unanimous vote, or to reinstate the Chapter.
 - c. If the vote of the Board is to affirm the Motion of Deletion, then the Secretary shall enter that deletion in the Roll of Chapters immediately following the vote by the Board, and inform the Chapter concerned and all other Chapters of the deletion accordingly.
 - d. If a written or emailed appeal from the Chapter concerning their pending deletion of membership is not received by the PTWW President within those thirty (30) calendars days, then the Board's resolution to delete shall automatically take effect thirty (30) calendar days after its vote, and the Secretary shall enter the deletion to the Roll of Chapters and inform all Chapters of the deletion accordingly.
 - e. A Chapter's right to vote on or have standing on any subsequent Society matters is revoked upon the Board's decision to revoke its membership.
- G. A Chapter may be immediately deleted from the Roll of Chapters by a 2/3 majority vote of the PTWW Board only if that Board has credible reason to believe that delaying deletion of the Chapter's membership would be detrimental or harmful to the purpose, operation, reputation, credibility, and/or good name of the Society and/or other Chapters.
- H. Upon the Deletion of a Chapter, the revoked Chapter is required to fully comply with all provisions of Article XIII and as provided by applicable PTWW Policies and Procedures.

Section 4.05 Privacy

- A The Society respects the confidentiality of information related to PTWW Chapters and their members, including, but not limited to names and contact information. This information is closely held and is made available only on a need-to-know basis to PTWW Board Members and authorized Committee members to be used solely to carry out the stated mission of the Society for the benefit of PTWW Chapters and their members.
- B This information shall not be sold, traded, used for commercial purposes, or disclosed to any third parties unless
 - (a) as required by applicable laws and regulations;
 - (b) in response to a valid subpoena, search warrant, or other lawful requests for information;
 - (c) as necessary to protect the legal rights and interests of the Society; or
 - (d) with the express written consent of the affected member(s).

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.

Article V. The PTWW Board of Directors

Section 5.01 All PTWW Board Members are unpaid volunteers, and they shall receive no compensation for carrying out their duties. However, they may receive reasonable reimbursement and/or compensation for pre-authorized expenses incurred as part of completing their assigned responsibilities.

Section 5.02 Designated Directors

The PTWW Board of Directors shall be composed of a:

- A.** President,
- B.** Vice-President,
- C.** Chairman of The Independent Chapter,
- D.** Secretary,
- E.** Treasurer,
- F.** At least Two (2) but no more than Four (4) Directors-At-Large as approved by the Board, and

- G.** Additional Non-Voting Members. This includes Directors Emeritus, and others appointed by the Board, if and as needed.

Section 5.03 Chapter Membership of Board Members

- A. No two or more currently serving PTWW Board Members can be current members of the same Local or Independent Chapter.
- B. For purposes of defining current Local or Independent Chapter Membership for PTWW Board Members, any person having current membership in more than one Local Chapter shall be considered to be a member of only the Chapter located nearest to their primary place of residence (i.e. their Primary Chapter).
- C. If a person's primary place of residence is not located within the Geographic Service Area of any Local Chapter (see Section 3.04), and they also do not belong to any Local Chapter, but are instead a current Independent Chapter Member, then they are eligible to be considered to serve on the PTWW Board.
- D. In all cases, a recommendation for nomination of any elected Board position must come from the Local Chapter closest to the person's primary place of residence or, if they are not a Local Chapter Member, then from the Chairman of the Independent Chapter.

Section 5.04 The Board of Directors shall hold at least one in-person meeting each year, whenever possible.

Section 5.05 Members of the Board are expected to attend at least one in-person meeting each year, whenever possible and at their own expense.

Section 5.06 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 and locations of its meetings, the rules of conduct for its meetings, the duties of Directors, and appoint or dissolve any Committees of the Board, as determined by the Board.

Section 5.07 Board Authority and Responsibilities

The Board of Directors shall have the responsibility and the authority to:

- A. Provide ongoing Chapter-focused guidance, assistance, advice, communications, resources, and actions as requested or as needed in order to support and benefit Local Chapters and the Independent Chapter and their members, and to establish new Local Chapters.
- B. Develop and approve the enrollment of new Chapters and establish and maintain required qualifications and conduct standards for all Chapters.
- C. Actively promote the Society to the public in order to increase the visibility and awareness of PTWW, its Chapters and their membership.
- D. Organize General Conventions of the Society in cooperation with Local host Chapters that have been selected by the Board.
- E. Assist Chapters in their organization of Local Area Gatherings and other joint activities when such coordination or assistance is requested by one or more of the Chapters involved.
- F. Conduct all General Votes of the Society.
- G. Develop and update Policies and Procedures, and recommend updates of Bylaws for the Society.
- H. Establish recommendations, Best Practices, and guidelines that advance the Society's purposes, but may be outside the scope or resources of one or more individual Chapter.
- I. Through the President or other designated Board members, represent the Society in interactions with Chapters and other organizations or entities.
- J. Prepare budgets and recommend Chapter dues and fees necessary to support the work of the Board and approved activities of benefit to the Society.
- K. Authorize financial transactions and expenditures in accordance with these Bylaws, PTWW Policies and Procedures, and fiscally sound procedures that the Board may approve from time to time.
- L. Plan and conduct activities, events, or actions of benefit to PTWW, its Chapters, and their Members which would not jeopardize PTWW's 501(c)(3) status, as provided by these Bylaws and/or Policies and Procedures.
- M. Be provided with copies of the following Society documents upon written request to the PTWW Secretary:

1. Articles of Incorporation;
 2. These Bylaws, Policies and Procedures;
 3. Minutes of Board proceedings;
 4. Annual Statements of Affairs: and
 5. Other documents pursuant to these Bylaws or Policies and Procedures.
- N. The Society acknowledges and agrees that any obligation to produce these documents shall be the duty of the Secretary.
- O. Hold, administer, and dispose of general property of the Society and former Chapters in a manner keeping with IRS and/or other applicable legal requirements and as provided by these Bylaws and/or Policies and Procedures.
- P. Any additional responsibilities as specified in PTWW Policies and Procedures.

Section 5.08 Indemnification, D&O Insurance and Surety Bond

- A. **Mandatory Indemnification.** The Society shall indemnify a Board Member or former Board Member who was wholly successful on the merits or otherwise, in the defense of any proceeding to which he was a party because he is or was a Board Member of the Society against reasonable expenses incurred by him in connection with the proceedings, provided that doing so does not significantly jeopardize the Society or its Chapters.
- B. **Permissible Indemnification.** If the determination to indemnify him has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law, then The Society shall indemnify a Board Member or former Board Member made a party to a proceeding against liability incurred in the proceeding because he is or was a Board Member of the Society, provided that doing so does not significantly jeopardize the Society or its Chapters.
- C. **Advance for Related Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may, at the discretion of the PTWW Board, be paid in part or in full by the Society in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in the specific case. Upon receipt of (1) a written affirmation from the Board Member, officer, employee or agent of his their good faith belief that they are entitled to indemnification as authorized in this article, and (2) an undertaking by or on behalf of the Board Member, officer employee or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Society in these Bylaws, provided that doing so does not significantly jeopardize the Society or its Chapters.
- D. **Indemnification of Officers, Agents, and Employees.** An officer of the Society who is not a Board Member is entitled to mandatory indemnification under this article to the same extent as a Board Member. The corporation may also indemnify and advance expenses to an employee or agent of the Society who is not a Board Member consistent with Oklahoma State Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract, and that doing so does not significantly jeopardize the Society or its Chapters.
- E. **Directors and Officers Insurance.** The Society will provide Directors and Officers liability insurance for all current Board Members.
- F. **Surety Bond:** The Board will provide a Surety Bond in the amount of at least \$50,000 USD for the Treasurer, President, and other Officers authorized as signatories of accounts of the Society. No wire transfers shall be used to transfer funds unless approved in advance by the Board. No payment of more than \$500.00 USD of a non-budgeted item shall be made without the approval of at least two Board Members, documented in the corporate records.

Section 5.09 Board Member Liability

- A. Each Board Member shall act in good faith, with due care, loyalty, and diligence, exercising their duties in accordance with the business judgment rule and in the best interest of the Society (defined as "The Original Prime Timers World Wide, Inc."), its Chapters, and their Members. Board Members shall discharge their duties in compliance with all applicable federal and Oklahoma state laws, the Society's bylaws, and its written Policies and Procedures with due care, loyalty, and diligence.
- B. A Board Member shall not be personally liable to the Society or its members for monetary damages for breach of fiduciary duty as a Director to the fullest extent permitted under Oklahoma law, including without limitation Title 18,

Section 1031 of the Oklahoma Statutes. In performing their duties, a Board Member shall be entitled to rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by (a) one or more officers or employees of the Society whom the Board Member reasonably believes to be reliable and competent in the matters presented, or (b) legal counsel, public accountants or other persons as to matters which the Board Member reasonably believes to be within such person's professional or expert competence.

- C. Board Members who fail to comply with this section of these Bylaws or make any transaction from which he or any other Board Member derived an improper personal benefit shall be personally liable to the Society for any improper acts, damages, and losses resulting therefrom, as further described in these Bylaws.

Section 5.10 Requirements for Directors

- A. All Directors shall be current members in Good Standing of a PTWW Chapter in Good Standing.
- B. All Directors shall be elected to their positions by a majority vote of the Chapters in Good Standing for a term of two (2) years or until his successor is elected. Terms of office shall begin at the close of the General Business Meeting at which they are elected. The Board may also appoint a qualified replacement Member in Good Standing of a Chapter in Good Standing to fill any vacant positions for the remainder of the term.
- C. No voting Director shall serve in the same position for more than two (2) full consecutive terms.

Section 5.11 Director Emeritus

- A. The Board of Directors shall have the power to grant the title of Director Emeritus to be held for life providing that he continues to be a Member in Good Standing with a current PTWW Chapter. This position is to be held by no more than two (2) persons at a time.
- B. Those granted the title of Director Emeritus are to serve as an advisory, consultative resource, and may attend and speak on specific topics, past actions, and general history at Board Meetings if and when invited by the President or Board. Once an individual accepts the title of Director Emeritus, he agrees to permanently retire from active leadership in PTWW.
- C. A Director Emeritus shall not be a current PTWW Board member and shall not have voting privileges, unless formally designated to act as a proxy for a Director who is not able to attend a regularly scheduled Board meeting.
- D. If a Director Emeritus desires to run for a Worldwide Board office, he must be duly nominated and elected by the General Membership as would any individual desiring any Board position. If a Director Emeritus is again elected to a PTWW Board Leadership position, he would relinquish his Emeritus position for life.
- E. Nominations for Director Emeritus positions are to be made by a Nominating Committee comprised of PTWW Board Members.

Section 5.12 Founder Emeritus

The Society honors Woody Baldwin, the founder of Prime Timers, with the title "Founder Emeritus." This position is permanent.

Section 5.13 Board Vacancies

A vacancy occurs if:

- A. An incumbent resigns, then the resignation becomes effective upon receipt by the PTWW Board of a written or emailed resignation notice from the incumbent;
- B. An incumbent dies, or is significantly incapacitated, or is otherwise unable or unwilling to fulfill his elected duties as determined by a majority vote of the PTWW Board;
- C. An incumbent fails to attend two or more successive meetings without good cause; or
- D. An incumbent is removed by a vote of removal by no less than five (5) Directors (or a majority of remaining Board Members if there are fewer than 5), or by two-thirds (2/3) of a general vote of the Society, voting on a Special Resolution of Removal. However, an incumbent so removed shall be eligible to stand for re-election to his former or other Board positions in the future.
- E. A Board position is unfilled due to lack of a qualified Board Candidate applying to fill an unfilled Board position.

Section 5.14 Filling Vacant PTWW Board Positions

In the event of the resignation, death, significant incapacity, or removal of a Director, the Board may appoint by majority vote any current PTWW Board Member or any suitable current Chapter Member in Good Standing of their Chapter in Good Standing subject to requirements of Section 5.03 to fill a vacant PTWW Board position in order to exercise the responsibilities of that position until the next regularly scheduled General Election for Board Members.

Section 5.15 Duties of Directors

A. All Board Members are required to act in the best interests of the Society, its Chapters and its members, comply with these Bylaws and PTWW Policies and Procedures, and adhere to ethical standards of conduct.

B. All Board Members are expected to actively participate in all PTWW Board Meetings, Biennial Conventions, and other major Board-related events, and to work cooperatively to fulfill PTWW's mission and purpose, in addition to fulfilling their specific and assigned duties as outlined below:

C. President: The President has the primary responsibility for protecting and enforcing the Bylaws, Policies and Procedures and associated governing instruments of the Society. He shall preside at the meetings of the Board of Directors, and at General Meetings of the Society. He shall appoint a Newsletter Editor and a Web Director, upon approval of the Board of Directors. He shall represent the Society, when necessary, in his capacity as President of the Board. He bears the ultimate responsibility for seeing that all functions and duties of the Society are carried out. He may also delegate specific duties related to this position to other qualified persons as needed.

D. Vice-President: The Vice-President shall act for the President in the latter's absence or incapacity. He is responsible for promoting, establishing, and assisting Chapters, for facilitating communications between Chapters and the Board, and for facilitating communications between Chapters. He shall perform other duties as determined by the Board from time to time, and may delegate specific duties related to this position to other qualified persons as needed.

E. Chairman of the Independent Chapter: The Chairman of the Independent Chapter shall serve the Independent Chapter and represent that Chapter to the Board. In the absence or incapacity of both the President and the Vice-President of the Society, he shall act for them. He shall perform other duties as determined by the Board from time to time, and may also delegate specific duties related to this position to other qualified persons as needed.

F. Treasurer: The Treasurer shall receive all monies due to the Society, and deposit them at a financial institution as approved by the Board of Directors and in compliance with PTWW Policies and Procedures. He shall keep the Society's accounts and financial records, prepare all Financial Reports and Budgets of the Society, Contracts and Similar Legal Documents and arrange for periodical audit of accounts as recommended. He shall also accept all payments, disburse all funds and reimbursements, and prepare such reports and audits of the Society's accounts in compliance with PTWW Policies and Procedures. He shall provide financial information about the Society's accounts to all Chapter Presidents and Board Members as requested and as required by governmental agencies. He shall file end-of-year IRS reports and other required governmental paperwork in accord with established requirements and due dates. He shall perform other duties as determined by the Board from time to time, and may also delegate specific duties related to this position to other qualified persons as needed.

G. Secretary: The Secretary shall maintain and update the Society's Roll of Chapters and the names and contact information for all members of the Board and other Leadership Team members. The Secretary shall also act as clerk to the Board, preparing and keeping minutes of the Board's meetings. He shall also keep correct and complete books and records of account and shall keep a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by Committees of the Society. In addition, the Secretary shall keep a primary and backup copy of the Society's Articles of Incorporation, Bylaws, Policies and Procedures as amended to date, and all other documents and files of importance to The Society, and shall make those documents available to any Board Member upon request. He shall also work with the Treasurer to ensure end-of-year reports are filed. He shall perform other duties as determined by the Board from time to time and may also delegate specific duties related to this position to other qualified persons as needed.

H. Directors-At-Large: The Directors-At-Large shall assume such specific duties as the Board shall determine from time to time.

I. Director(s) Emeritus: The Director(s) Emeritus may assume such specific duties as the Board shall determine from time to time

Section 5.16 Conflicts of Interest

All PTWW Board Members, officers, employees, affiliates, or members of a Committee with Board-delegated powers, shall periodically review and annually submit to the Secretary a signed Conflict-of-Interest Form, as required and as further described in the Society's Policies and Procedures in order to protect the Society's interest when it is contemplating any transaction or arrangement which may benefit any Board Member, officers, employees, affiliates, or members of a Committee with Board-delegated powers.

Article VI. Meetings

Section 6.01 Types of Meetings

The Four Types of Meetings of the Society shall include:

- A. The **Biennial Convention Business Meeting**, which shall also include the election of Board Members by Chapters as part of its agenda. A quorum to conduct business of the Society at this Meeting shall be 40% of the Presidents of all Chapters in Good Standing or their officially designated proxy who are present at that meeting.
- B. **A Board of Directors Meeting** of the Society
- C. **A Specially Called Meeting** that is either:
 - 1. Called by the Board of Directors, or is
 - 2. Called as a result of a formal petition from no less than 20% of the Presidents of Chapters in Good Standing.
- D. **Other Meetings**, including Committee Meetings, and Meetings involving one or more Chapters

Section 6.02 The Biennial Convention Business Meeting of the Society is open to all Chapter Members in Good Standing. They may attend such Business Meetings and also have the right to request the inclusion of new business in the Business Meeting Agenda prior to the start of the Meeting in order to speak in discussions related to Society affairs. However, only Presidents of Chapters in Good Standing or their officially designated proxy who is physically present may vote on motions moved at such meetings.

Section 6.03 A Biennial Convention Business Meeting of the Society shall be conducted in accordance with an agenda, which shall be provided to all Chapters no less than 30 days before the date of the meeting. Additional items may be added to the agenda at the Business Meeting, subject to the approval of 60 percent of the Presidents of Chapters in Good Standing or their officially designated proxy who is physically present at that meeting.

Section 6.04 Meetings of the PTWW Board of Directors

- A. **Quorum.** A majority of the total number of currently serving Board Members shall constitute a quorum for the transaction of business at any meeting. No business shall be considered by the Board at any meeting at which a quorum is not present.
- B. **Majority Vote** Except as otherwise required by law or by these Bylaws or Policies and Procedures, the act of the majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board.
- C. **Participation.** Except as required otherwise by law or these Bylaws, Board Members may participate in a regular or special meeting through the use of any means of communication as specified in Section 6.05

Section 6.05 Manner of Board Meetings A majority of the members of the Board present in-person, virtually, or by other suitable means of simultaneous communication, shall constitute a quorum for the conduct of the business of the Society. Electronic participation must comply with Oklahoma statute requirements for virtual meeting participation including that all persons participating in the meeting can hear or otherwise communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting.

Section 6.06 Proxy for Board Members A Director may designate in writing (including by email) another voting Director to serve as his proxy if they are unable to attend a meeting of the Board of Directors. Such proxy designation must be received by the Secretary of the Board at least 24 hours prior to the meeting, unless otherwise specified in the Society's Bylaws. The proxy designation shall specify the meeting date and any voting instructions, if applicable, and shall be recorded as such in the Board Meeting's minutes.

Section 6.07 Action Outside of a Board Meeting Any action required or permitted to be taken by the Board may be taken without a meeting if all Board Members consent in writing to the action. Such consent shall have the same force and effect as a unanimous vote at a meeting. For the purposes of this section, an email from an address on record shall constitute a valid written consent. A record affirming that emailed decision by the Board shall be placed in the minutes of the next Board Meeting.

Section 6.08 Notice of Regularly Scheduled Meetings of the Board may be communicated to Chapters by email, virtually, and/or in the official Society Newsletter.

Article VII. Committees of the PTWW Board

Section 7.01 The PTWW Board may create Committees to delegate certain powers to act on behalf of the Board, provided the Board passes a resolution indicating such creation or delegation. The Board may also delegate to a committee the power to recommend qualified candidates to fill vacancies on the Board. All Committees must record regular minutes of their meetings and keep records of that meeting. While these Committees may contain one or more PTWW Board Members, the creation or appointment of a Committee does not relieve any Board Member from their duties as described in these Bylaws.

Article VIII. Votes of The Society

Section 8.01 A vote by the Chapters shall be required:

- A. To elect members of the Board of Directors of the Society
- B. To amend Bylaws of the Society
- C. For dissolution of the Society
- D. For special assessments by the Society
- E. For the purchase of property or raising of loans by the Society
 - 1. Notwithstanding a vote of approval, neither individual Local Chapters, their members, officers, directors, agents, nor members of the Independent Chapter shall have any personal liability for any obligations, debts, or liabilities arising from transactions approved pursuant to this Agreement, except to the extent such liability arises from their own willful misconduct or gross negligence approved under this Agreement.
- F. For approval, revising or reversing Board resolutions which have been appealed to the general vote of the membership
- G. For the approval of the Society's budget and establishing appropriate dues to support that budget
- H. For other such matters as the Board may see fit from time to time to refer to the general vote of the membership

Section 8.02

Manner of Voting by the Chapters may take place:

- A. In person or by Proxy as part of the Business Meeting agenda at the Biennial Convention, or
- B. By email or similar digital means, in response to a call by the PTWW Board for a general vote of the Society.

Section 8.03 Procedures for Votes of the Chapters

A general vote or votes of the Society shall be organized by the Board. Notice of the vote shall be emailed to each Chapter no less than 60 days before the scheduled vote and shall include the motion(s) to be voted on, and background material with an explanation if needed. The date, place, deadline for voting, and the manner of recording votes will be included in the notice of the vote or votes.

Section 8.04 Casting a Vote by the Chapter

- A. Each Chapter in Good Standing, regardless of the number of its members, is eligible to cast one vote per item to be voted on.
- B. The Chapter President of any Chapter in Good Standing may vote if he is physically present in person at the Biennial Convention Business Meeting when a general vote of the Society has been called to take place. His vote is not necessarily bound by any current or previous ruling of his Chapter.
- C. If he is not physically present at the Biennial Convention Business Meeting for whatever reason, he may then officially authorize any willing Prime Timer Member in good standing to serve as his officially designated proxy to cast votes on his behalf in person at that meeting, provided that the written and signed official designation of his officially designated proxy is received and certified by the Chair of that meeting prior to the first item of business at that meeting. The holders of all proxies are to be noted in the record of that meeting.
- D. Voting that occurs outside of any Biennial Convention Business Meeting shall be conducted in a manner designated by the PTWW Board, and at least 50 percent of the Presidents of Chapters in Good Standing or their officially designated proxy must participate in the vote for the Motion to be carried.

Section 8.05 Manner of Voting by the PTWW Board

Voting by the Board shall be in accordance with such procedures as the Board may determine from time to time, subject only to the presence of a quorum as specified in Section 6.04.

Article IX. Elections for Board of Directors

Section 9.01 Elections for Board of Directors shall take place at the PTWW Biennial Convention. In the event the PTWW Biennial Convention is not held for whatever reason, then the PTWW Board shall establish an alternative procedure to conduct that election in a timely manner.

Section 9.02 Nominations for the Board of Directors

- A.** The Society President shall appoint a Board Candidate Review Committee no less than 150 days before the date set for an election, for the purpose of informing, reviewing and vetting all potential candidates for the PTWW Board of Directors. The Committee shall be composed of no fewer than three (3) Prime Timer Members, all from different Chapters, who are also not current applicants for any PTWW Board position.
- B.** The PTWW Board shall announce all position(s) to be filled; and shall request Nominations for those position(s) from each Chapter no less than 120 days prior to the date of the election.
- C.** It shall be the responsibility of the Chapter's President to certify in writing to the Board Candidate Review Committee Chairperson that any person nominated from his Chapter is a Member in Good Standing of his Chapter. In the event that the nominee is the current Chapter President, then that Chapter's Secretary shall submit that certification in writing for their Chapter President to the Board Candidate Review Committee.
- D.** Nominations must be received by the Chairman of the Board Candidate Review Committee not less than 90 days before the date of the election. All candidates are subject to requirements of Section 5.03, and they will receive from the Chairman a copy of these Bylaws and additional relevant documents related to the election
- E.** Members of the Board Candidate Review Committee shall consider, review and vote on all Nominations they have received no less than 60 days before the date of the election. Nominees having had prior or current Chapter Board or PTWW Board and/or similar relevant experience may be given particular consideration. Those Nominees recommended by the Committee must receive at least a two-thirds favorable vote from that Committee. The Committee may recommend all, some, or none of the Nominees for each position.
- F.** Not less than 60 days before the date of the election, the Board Candidate Review Committee Chairman shall then compile and report to all PTWW Board Members a list of all nominations received, including those who are recommended and not recommended for each position.
- G.** In the event that the Board Candidate Review Committee approves only one (1) nominee for a position, the PTWW Board may, by a majority vote, either: 1) Declare that person as an eligible Candidate for that Board position, or 2) Reject the nomination and declare that position vacant.
- H.** In the event that no nominations are received for a position, the PTWW Board shall nominate and approve a qualified candidate for that position after the election of Board Candidates takes place.
- I.** The PTWW Secretary shall announce to all Chapters the date, place and time of the election, and shall also send the official list of vetted nominees from the Board Candidate Review Committee and PTWW Board (including any that had been elected by acclamation) to every Chapter no later than 45 days before the date of the election of Board Candidates.

Section 9.03 The Secretary shall also send to all Chapters by email no later than 45 days before the date of the vote the Official List of Nominees along with a brief statement of standard length (150-200 words max.) submitted by each Candidate stating only their 1) Relevant Qualifications/Skills, 2) Involvement with Prime Timers, and 3) Proposed Chapter-Focused Goals. No other Candidate-related statements or oppositional materials or statements from any Candidate and/or other persons will be permitted to be distributed or disseminated in any form unless explicitly authorized by the PTWW Board. Should any nominee remove himself from the election process, he may not re-enter the current election process as a Candidate.

Section 9.04 Should there be two or more Candidates running for the same position, the Candidate receiving the most Chapter and Chapter Proxy votes shall be declared elected to that position. In the event of a tie vote, those members of the newly elected PTWW Board of Directors shall vote to break that tie. If that vote is also tied, then the members of the previous PTWW Board shall have the power to cast the deciding vote.

Section 9.05 The PTWW Secretary shall notify all Chapters of the official voting results no later than 14 days after the date of the election.

Article X. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with applicable state statutes, these bylaws and any other special rules of order the society may adopt.

Article XI. Amendments to These Bylaws

Section 11.01 These PTWW Bylaws are to be reviewed at least once every five (5) years. Amendments may be proposed by the PTWW Board or by a written petition from no less than ten percent (10%) of Presidents of Chapters in Good Standing.

Section 11.02 The Society President shall appoint a Governance Drafting Committee to prepare draft amendment(s) in accordance with the recommendation and review by the PTWW Board or the recommendations of the Presidents of Chapters in Good Standing.

Section 11.03 A copy of the draft amendment(s) shall be emailed by the Bylaws Drafting Committee to all Board Members and Presidents of Chapters in Good Standing for their comments and recommendations.

Section 11.04 Following receipt of those comments and recommendations from Presidents of Chapters in Good Standing, the Bylaws Drafting Committee shall prepare a final draft, which shall be referred to a general vote from participating Chapters in Good Standing.

Section 11.05 The Secretary shall notify all Chapters of the call for a vote in accordance with the provisions on voting as indicated in this section. The notice shall contain the final draft of the proposed amendment(s), and the vote shall be "Support" or "Not Support" for each amendment. The voting shall be in accordance with provisions for voting in Article IX.

Section 11.06 The Bylaws may also be amended in total by the presentation of a revised set of Bylaws. In this case, the vote shall be "Support" or "Not Support" of the revised Bylaws in total.

Section 11.07 The proposed amendment(s) shall pass if it receives "Support" votes from at least two-thirds (2/3) of the votes received from the participating President or Chairman of Chapters in Good Standing or their officially designated proxy.

Section 11.08 The Board may adopt Temporary Emergency Bylaw amendments which will operate throughout the duration of any emergency, provided such amendments are not inconsistent with Oklahoma law and are reasonably necessary for managing the Society during the emergency, which may impact the Society's conduct of business such as an attack on the United States, a nuclear or atomic disaster, a catastrophic pandemic or any similar force majeure incident. Any Temporary Emergency Bylaw amendment adopted by the Board will revert back to the Bylaw it replaced once the emergency situation no longer impacts the Society's conduct of business.

Article XII. PTWW Policies and Procedures

A separate document shall be created by the PTWW Board titled "Policies and Procedures". It shall act to further expand on the details of administration and clarify some of the language, processes and procedures associated with these Bylaws. The PTWW Board may make any additions, amendments, or deletions to its contents as needed as long such changes are not in conflict with the PTWW Bylaws. Thus, PTWW Policies and Procedures do not require a vote by any Chapter.

Article XIII. Assets and Property/ Dissolution of Chapters and PTWW

Section 13.01 All property, effects, and assets of the Society shall be titled in the name of the Society and held in trust by the PTWW Board of Directors for the benefit of the Society's Chapters.

Section 13.02 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, including the immediate and permanent cessation of any current or future use or implied association or connection with PrimeTimers® Worldwide, or the use of the name, identity, images or words "PrimeTimers®", "Prime Timers®", "Prime Timer®", or any confusingly similar variations thereof, or any logo, image, illustration or statement of any kind implying or stating any current or continuing association or connection with PrimeTimers® Worldwide or any of its Chapters.

Section 13.03 The property, effects, and assets of each individual Chapter shall be held in the name of that Chapter, in accordance with the Constitution and/or Bylaws of that Chapter. Neither the Society as a whole, nor any other Chapter, shall have rights, title, or interest to the property, effects, or assets of any individual Chapter except as follows: In the event of a Chapter dissolving or being removed from the Roster of Chapters, all of that Chapter's funds and assets are requested to be transferred to the PTWW Treasurer within thirty (30) days of dissolution to be held securely in reserve to be used exclusively to potentially re-establish that Chapter within two (2) years from the date of its dissolution. After that time, those funds and assets will be transferred to the Woody Baldwin Chapter Development Fund to help establish new Chapters and support current ones. In addition, if that Chapter provides PTWW with a roster of all current Chapter Members and their email addresses, then PTWW will provide that Chapter's current members with the option of receiving a free one-year Membership in the Independent Member Chapter, or as otherwise provided by PTWW Policies and Procedures. That former Chapter's membership information shall never be used for any other purpose.

Section 13.04 If the Society is dissolved, all monies and other assets shall be distributed to the remaining PTWW Chapters that qualify as exempt organizations. This includes those Chapters under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as determined by the PTWW Board of Directors and in compliance with applicable federal, national, state, province, territory and/or local laws and regulations, including IRS regulations governing 501(c)(3) organizations.

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