# PTKC BY-LAWS AMENDMENT

***- 2026 -***

## ARTICLE I – Name

### Section 1.01 – Organization Name *(We added Trademark to PrimeTimers).*

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

### Section 1.02 — Location *(We added new Sections 1.02 to show the state where PTKC is incorporated).*

PTKC is a U.S. Domestic 501(c)(3) Non-Profit Corporation registered with and located within the State of Kansas.

## ARTICLE II – Purpose and Mission

*(We added Sections' Titles and rewrote these Sections to improve their clarity, organization, and overall flow)*

### Section 2.01 – Purpose and Mission

~~Section (1): In furtherance of the Articles of Incorporation,~~ The purpose of this non-profit charitable organization shall be:

**A.** To provide a ~~not-for-profit~~ social club for and to enrich the lives of older gay and bisexual men (age 21 and over) ~~who admire mature men and~~ who identify and present themselves as men, regardless of ethnic origin, race, or political or religious beliefs.

**B.** To reduce isolation and 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.

**E.** To support humanitarian, social, ~~non-political, non-sectarian goals,~~ and other ~~not-for-profit~~ non-profit organizations ~~and projects~~.

### Section 2.02 – Non-Political and Non-Sectarian Activities

The organization Shall NOT ENGAGE IN ANY POLITICAL OR SECTARIAN ACTIVITIES.

### Section 2.03 – Tax-Exempt Status

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

## ARTICLE III – ~~Membership and Dues~~ Membership Eligibility *(We added new titles to each section and reorganized these Sections to improve their clarity, organization, and overall flow)*

### Section 3.01 – Eligibility

Membership shall be open to all persons twenty-one (21) years of age or older who support the purposes of PTKC and agree to abide by these By-Laws.

### ~~Section (2):~~ Section 3.02 – Membership Application and Responsibilities

A. 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.
B. Membership shall become effective upon approval by the Board and payment of dues
C. The Member shall support the purposes and mission of PTKC.
D. The Member shall conform to these Bylaws.
E. The Member shall conduct its activities in a manner that upholds the reputation of PTKC and does not jeopardize PTKC's 501(c)(3) charitable status under the US Internal Revenue Code.
F. The Board shall establish policies and procedures to ensure confidentiality of the membership list, if requested.
G. ~~PTKC~~ The Board of Directors reserve the right to deny or revoke membership for cause.

### ~~Section (3)~~ Section 3.03 – Dues

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 may wave dues for certain members, for cause, at its discretion. 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)~~ Section 3.04 – Non-Discrimination

No applicant shall be refused membership based on race, color, national origin, ~~religious affiliation~~ religion, marital status, ~~handicapped status~~ disability, or any other status protected by law.

## Section 3.05 – Good standing

A member in good standing is one whose dues are current and whose membership has not been suspended or terminated.

## ~~Section (5):~~ Section 3.06 – Suspension and Termination

~~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.~~

A. Membership may be suspended or terminated for non-payment of dues, violation of these By-Laws, or conduct detrimental to PTKC or its members.

B. Before any suspension or termination for cause, the member shall be given written notice and an opportunity to respond before the Board of Directors (No more than thirty (30) days).

C. The member 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.

D. Suspension or termination shall require the approval of two-thirds (2/3) of the Board of Directors members then in office.

E. The Board's decision shall be reported to the membership.

# ARTICLE IV- ~~Meetings~~ Board of Directors and Governance

***(We moved Article V and VII and combined them into Article III, We added Sections' Titles and rewrote these Sections to improve their clarity, organization, and overall flow, Change the word Member to Director)***

## ~~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.~~

## Section 4.01 — Board of Directors Structure

The Board of Directors shall consist of four (4) Officers and one (1) Director at-Large:

A. President
B. Vice-President
C. Secretary
D. Treasurer
E. ~~Member~~ Director-at-Large

## Section 4.02 — Board of Directors Authority and Responsibilities

The Board of Directors shall:

A. Provide overall leadership and strategic direction for PTKC.

B. Ensure compliance with these Bylaws and all applicable laws and regulations.

C. Approve official activities and communications and supervise all activities and business matters of PTKC.

D. Establish policies and provide strategic direction.

E. Oversee the financial affairs of PTKC, including budgets, expenditures, financial reporting and ensuring compliance with applicable tax and Internal Revenue Service reporting requirements.

## Section 4.03 — Meetings and Attendance

A. The Board of Directors shall meet at least every other month, preferably monthly.

B. A quorum of two-thirds (2/3) of the members of the Board of Directors shall be required to conduct business at any meeting of the Board.

B. Meetings may be conducted in person or electronically.

C. Board meetings shall be open to members in good standing.

D. The Board of Directors may close all or part of a meeting when addressing confidential matters, including membership issues, disciplinary matters, legal matters, personnel matters, or other sensitive business.

E. All Board meetings shall be conducted in accordance with Robert's Rules of Order, except where such rules conflict with these By-Laws.

## Section 4.04 — Voting and Decision-Making

A. All Board of Directors actions shall be taken by motion and vote.

B. A majority vote is required for approval.

C. The presiding officer shall vote only to break a tie.

## Section 4.05 — Minutes and Records

A. Minutes shall be recorded for all Board meetings.

B. Minutes shall be made available to members.

## Section 4.06 — Financial Oversight

A. The Board of Directors shall appoint a Financial Review Committee annually and shall operate as a subcommittee of the Finance Committee.

B. The Financial Review Committee shall be consist of at least two (2) members who are not currently serving on the Board of Directors.

C. The Financial Review Committee shall review the financial records and activities of PTKC and shall prepare a written report for presentation at the Annual Meeting.

## Section 4.07 — Compensation and Reimbursement

A. Board of Directors shall serve without compensation.

B. Board of Directors may be reimbursed for reasonable and approved expenses incurred in the performance of their duties.

~~Section (9): The Board shall ensure that PTKC complies with the By-Laws of the Prime Timers Worldwide, Inc.~~*( We removed this clause because PTKC is an Autonomous Chapter and it is totally independent from PTWW)*

~~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;~~

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~~(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.~~

## Section 4.08 — Duties of Board of Directors

(***Moved from Article VII - Officers. We added new titles to each section rewrote and reorganized these Sections to improve their clarity, organization, and overall flow)***

All Directors share responsibility for participating in Board actions and shall perform duties and responsibilities assigned by the Board of Directors, in addition to the specific duties outlined below.

**A. President:** The President shall:

1. Provide overall leadership of PTKC;
2. Ensure compliance with these Bylaws;
3. Guide PTKC toward its future vision and purpose;
4. Preside at meetings of the Board of Directors and general meetings;
5. Represent PTKC as needed;
6. Appoint committees, a newsletter editor, and a webmaster, with approval of the Board of Directors;
7. Bear the ultimate responsibility for seeing that all functions and duties of PTKC are carried out; and
8. At Board meetings, the President shall vote only to break a tie.

**B. Vice President:** The Vice President shall:

1. Assume the duties of the President in case of absence or incapacity;
2. Assist the President in carrying out his duties;
3. Chair Board meetings in the absence of the President;
4. Perform other duties delegated by the President or the Board of Directors.

**C. Secretary:** The Secretary shall:

1. Maintain PTKC's records, including the Roll of members;
2. Record all minutes of the Board of Directors and general membership meetings and distribute them as necessary;
3. Issue official notices of meetings;
4. Maintain official correspondence of PTKC;
5. Process proposed amendments to these Bylaws in accordance with Article IX of these By-Laws;
6. Perform other tasks as identified by the President of the Board of Directors.

**C. Treasurer:** The Treasurer shall:

1. Receive and deposit all funds of PTKC in accounts approved by the Board of Directors;
2. Maintain accurate financial records;
3. Prepare financial reports in accordance with the approved budget and policies;
4. Arrange for a financial review or audit as required by the Board of Directors and/or the Membership;
5. File all required reports with the State of Kansas and the Internal Revenue Service in accordance with applicable deadlines; and
6. Perform other tasks as identified by the President of the Board of Directors.

D. ~~**Member**~~ **Director-at-large:** The Director-at-large shall: (*Changed Member to Director)*

1. Represent the general membership as an advocate to the Board of Directors on any item submitted for Board action;
2. Assist in carrying out the duties of the VP, Secretary, or Treasurer as necessary or as requested by the President; and
3. Perform other tasks as identified by the President of the Board of Directors.

# ARTICLE V – Committees

***(We moved Article VIII to Article V, We added Sections' Titles and rewrote these Sections to improve their clarity, organization, and overall flow)***

~~*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.~~
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~~(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.~~

## Section 5.01 — Standing Committees

The organization shall maintain the following standing committees to support its operations, governance, and mission:

1. ~~Audit~~ **Finance Committee** (*Changed the word Audit to Finance because its more accurate)*
   The Finance Committee shall oversee the financial affairs of the organization, including budgeting, financial planning, and the review of financial reports. The Committee shall work closely with the Treasurer and shall conduct periodic reconciliations and annual financial reviews as directed by the Board of Directors and/or the Membership.
2. **Nominating Committee**
   The Nominating Committee shall identify, recruit, and present qualified candidates for Board of Directors election. The Committee shall encourage leadership development, promote fair and transparent election processes, and help ensure a diverse and qualified pool of candidates from across PTKC.
3. **Care Committee**
   The Care Committee shall support PTKC members in good standing, to stay engaged in the social events, and provide community resources to members who might experience a milestone event or life crisis.

4. **Events Committee**
   The Events Committee shall plan, coordinate, and support social, educational, and special events of the organization, including the Annual Meeting. The Committee shall promote member engagement and participation.

**Section 5.02 — Ad Hoc Committees**

1. The Board of Directors may establish additional committees as necessary to carry out the work and mission of the organization.
2. Ad Hoc Committees may be formed for specific tasks or purposes and shall have duties, authority, and duration as determined by the Board of Directors.
3. Such committees shall automatically dissolve upon completion of their assigned purpose or objective, unless otherwise extended by the Board of Directors.

**Section 5.03 — Appointment and Oversight**

1. Committee members and Chairmen shall be appointed by the President subject to the approval of the Board of Directors and acceptance by the appointee.
2. Except for the Nominating Committee, the President or another member of the Board of Directors shall serve as a liaison member to each committee in a non-voting capacity to facilitate communication and coordination between the committee and the Board of Directors.

## Section 5.04 – Appointment and Removal

1. Committee chairs and members shall be appointed by the President, subject to approval by the Board of Directors.
2. Committee members may be removed by a majority vote of the Board of Directors.

## Section 5.05 – Reports and Records

Committees shall report their activities to the Board of Directors as requested. Minutes or written summaries of committee meetings shall be provided to the Board of Directors prior to the next scheduled Board Meeting.

# ARTICLE VI – Meetings (*We moved Article IV to VI and We added Sections' Titles and rewrote these Sections to improve their clarity, organization, and overall flow).*

~~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.~~

### Section 6.01 – Annual Meeting

A. The Board of Directors shall call at least one (1) general Annual Meeting of the membership each year typically in October.
B. Notice of the Annual Meeting shall be provided to the membership at least sixty (60) days prior to the scheduled meeting date.
C. The final agenda for the Annual Meeting shall be distributed to the membership no later than fourteen (14) days prior to the scheduled meeting date.
D. Meetings of the membership may be held in person, by electronic means, or in a hybrid format, as determined by the Board of Directors and permitted by applicable law.

### Section 6.02 – Meeting Agenda

A. The agenda of the Annual Meeting shall include, at a minimum:
1. The President's Report.
2. Reports from officers.
3. Reports from committee chairs, as appropriate.
4. Election of Officers and Directors, when applicable.
5. Any other business approved for inclusion on the agenda.

B. Reports shall summarize the activities, financial condition, and significant developments of PTKC since the previous Annual Meeting.

C. Any member in good standing may request that an item be placed on the agenda by submitting a written request to the Board of Directors at least thirty (30) days prior to the Annual Meeting.

### Section 6.03 – Parliamentary Authority

All meetings of the membership shall be conducted in accordance with **Robert's Rules of Order,** except where such rules conflict with these By-Laws.

### Section 6.04 – Presiding Officer *(New Section)*

A. The President shall preside over all meetings of the membership.
B. In the absence of the President, the Vice President shall preside.
C. If neither the President nor the Vice President is present, the Secretary shall preside over the meeting.

### Section 6.05 – Special Meetings *(New Section)*

A. Special meetings of the membership may be called by the President, by a majority vote of the Board of Directors, or upon written request of at least ten percent (10%) of the members in good standing.

B. The Board of Directors shall schedule such meetings within a reasonable period, but no later than 60 days following receipt of a valid petition.

C. Notice of a Special Meeting shall be sent to the membership by electronic mail and shall state the purpose of the meeting, and only the business described in the notice may be conducted during the meeting.

## ~~ARTICLE IX~~ ARTICLE VII – Voting *(It was moved from Article IX to VII. We added new titles to each section, rewrote and reorganized these Sections to improve their clarity, organization, and overall flow)*

~~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.~~

### Section 7.01 – Matters Requiring a Vote of the Membership (New Section)

A. Vote of the membership shall be required for the following matters:

1. Election of Officers and Directors.
2. Amendment of these By-Laws.
3. Dissolution of the Chapter.

4. Approval of any special assessment imposed on the membership.
5. Any other matter required by these By-Laws.
6. Any matter referred to the membership by the Board of Directors.

B. Each member in good standing shall be entitled to one (1) vote.

C. Unless these By-Laws provide otherwise, a quorum of twenty-five percent (25%) of the members in good standing shall be required for any membership vote. Once a quorum is established, a majority of the votes cast shall be sufficient to approve the matter. **(Moved from Article IV - Meetings - Section 3)**

D. Amendments to these By-Laws shall be governed by Article XII. **(Moved from Article IV Meetings - Section 3)**

## Section 7.02 – In-Person Voting

~~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.~~

A. Votes conducted during a duly called meeting of the membership may be taken by one of the following methods:

1. Voice vote.
2. Show of hands.
3. Secret ballot.

**B.** The presiding officer shall determine the method of voting unless these By-Laws or the current edition of **Robert's Rules of Order Newly Revised** require a specific method. **(Moved from Article IV - Meetings - Section 4)**

**C.** During the election of Officers and Directors conducted at a meeting of the membership, nominations from the floor shall be permitted, provided the nominee:
1. Is a member in good standing; and
2. Has consented to serve if elected. (New)

**D.** If there is more than one (1) nominee for any office or position, the election for that office or position shall be conducted by secret ballot. Each candidate shall present a statement up to three (3) minutes introducing themselves, summarizing their qualifications, and explaining why they are seeking the office. (New)

## Section 7.03 – Electronic Voting

**A. Definition.** For purposes of these By-Laws, electronic voting means casting a vote through electronic means, including, but not limited to, email, a secure website or online voting platform, or other internet-based methods approved by the Board of Directors.

**B. Eligibility.** Only members in good standing shall be eligible to vote electronically.

**C. Authorization.** Electronic voting may be conducted only when authorized by the Board of Directors.

**D. Procedures.** The Board of Directors shall establish reasonable procedures for conducting electronic voting, including:

1. Providing members with voting instructions and access to the electronic voting system.
2. Verifying voter eligibility and the authenticity of each vote.
3. Establishing reasonable safeguards to ensure the security, integrity, confidentiality, and validity of the voting process.
4. Such procedures shall not materially impair a member's ability to vote electronically.

**E. Counting and Reporting.** Electronic votes shall have the same force and effect as votes cast in person or by paper ballot and shall be counted and reported in the same manner as all other membership votes.

**F. Confidentiality.** When a vote is conducted by secret ballot, the electronic voting method used shall preserve the confidentiality of each member's vote to the fullest extent reasonably possible.

**G. Results** of all electronic votes shall be reported to the membership in the same manner as the results of any other membership vote.

# ARTICLE VIII – Officers Election / Removal from Office

**(Moved from Article VI)**

## Section 8.01 – Election of Board of Directors

A. The Annual election to the Board of Directors shall be conducted ~~in October~~ at the Annual Meeting.

B. All Board ~~members~~ of Directors shall be elected by a majority vote of ~~those members completing a ballot.~~ the members in good standing who cast a ballot.

C. The Nominating Committee shall serve as the Election Committee and shall conduct the election, receive and tally the ballots, and report the results to the membership.

## ~~Section (3)~~ Section 8.02 – Eligibility

Any ~~person who is a~~ member in good standing shall be eligible for election to the Board of Directors.

## Section 8.03 – Nominations

~~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.~~

A. Candidates for election shall be nominated by the Nominating Committee, which shall consist of at least two (2) members in good standing appointed by the President and approved by the Board of Directors.

**B.** No member of the Board of Directors or any person seeking nomination may serve on the Nominating Committee.

**C.** The Nominating Committee shall endeavor to recommend a slate of nominees equal to or greater than the number of vacancies to be filled.

~~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.~~

**D.** Any additional nominations submitted by the membership shall be included with the slate, provided the nomination:

1. Is seconded by a member in good standing; and
2. Is accepted by the nominee; and
3. The Nominating Committee believes the candidate could be an asset to the Board.

## Section 8.04 – Voting

~~A member may cast no more than one vote for any nominee. Only a member in good standing may vote.~~

Each member in good standing may cast one (1) vote for each vacancy to be filled, unless otherwise provided in these By-Laws.

## Section 8.05 – Assumption of Office

Candidates elected to the Board at the Annual Meeting shall ~~begin their duties~~ assume office at the first regularly scheduled Board meeting ~~of the Board~~ following the election.

## Section 8.06 – Terms of Office

~~The term of office for Board members shall be two years.~~

A. Officers and Directors shall be elected to serve a term of two (2) 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.~~

**B.** No Officer or Director shall serve more than two (2) consecutive two (2) years terms.

**C.** An Officer or Director appointed to fill an unexpired term shall remain eligible to serve two (2) consecutive full terms thereafter.

~~When at all possible, the tenure of the Board members shall be staggered to ensure continuity of operations.~~

**D.** Whenever ~~at all possible~~ practical, the terms of the Officers or Directors shall be staggered to ensure continuity of operations, leadership and organizational stability.

### Section 8.07 — Vacancies and Removal

~~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.~~

~~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.~~

The Board of Directors may declare a position vacant if:

A. A Board member resigns, effective upon written notice received by the Board of Directors;
B. A Board member dies or becomes unable to serve due to illness or incapacity;
C. A Board member fails to attend Board meetings for three (3) consecutive meetings without good cause, as determined by the Board of Directors; or
D. A Board member is removed from office for malfeasance, dereliction of duty, or conduct detrimental to PTKC by a two-thirds (2/3) vote of the Board of Directors, or by a two-thirds (2/3) vote of the Membership in a duly called general vote of PTKC.
E. Prior to any vote for removal, the Board member shall be provided with written notice of the proposed action and an opportunity to respond within thirty (30) days.
F. A Board member who is removed shall remain eligible to stand for future election to the Board of Directors.

### Section 8.08 — Filling Vacancies (New Section)

A. In the event of the resignation, death, incapacity, or removal of a Director, the Board of Directors shall appoint a qualified individual to fill the vacancy within a reasonable period of time, and in no event later than sixty (60) days, to serve until the end of the term vacated.
B. The Board of Directors shall act promptly to fill vacancies and maintain the minimum number of Directors required for a quorum.

## ARTICLE IX – Bylaws Amendments

### Section 9.01 – Proposal of Amendments

~~Any member in good standing may propose amendments to these By-Laws for consideration at the Annual Meeting.~~

Amendments to the Bylaws may be proposed by the Board of Directors or by a petition signed by no fewer than fifteen percent (15%) of the membership.

### Section 9.02 – Submission and Notice

~~Such proposed amendments shall be submitted in writing, no less than sixty (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.~~

A. Proposed amendments shall be submitted in writing to the Secretary no later than sixty (60) days prior to the anticipated membership vote of adoption.

B. The Secretary shall distribute all proposed amendments to the Board of Directors and the membership no later than forty-five (45) days prior to the anticipated membership vote of adoption by mail, electronic mail, or other official means of communication authorized by the Board of Directors.

### Section 9.03 – Adoption of Amendments

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

A quorum of forty percent (40%) of the members in good standing shall be required to conduct a vote on any proposed amendment. Once a quorum is established, the amendment shall be adopted upon approval by two-thirds (2/3) of the votes cast.

### Section 9.04 – Effective Date *(New)*

Unless otherwise specified in the motion adopting the amendment, an amendment to these By-Laws shall become effective immediately upon its adoption.

## 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.~~

A. To the fullest extent permitted by applicable law, PTKC shall indemnify any current or former officer, Director, committee member, or other authorized representative of the organization who is made a party to any legal proceeding by reason of serving in such capacity, provided that the individual acted in good faith and in a manner reasonably believed to be in the best interests of PTKC.

**B.** Indemnification shall not apply to acts involving fraud, willful misconduct, gross negligence, or knowing violations of law.

C. Any indemnification provided under this Article shall be limited to the assets of PTKC, and no member, officer, or Director shall incur any personal liability beyond the assets of the organization.

# ARTICLE XI – Dissolution

## Section 11.01 – Approval of Dissolution

~~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.~~

PTKC may be dissolved upon the approval of three-quarters (3/4) of the members voting, provided that written notice of the proposed dissolution is given to all members at least thirty (30) days prior to the vote.

## Section 11.02 – Distribution of Assets

~~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.~~

A. Upon dissolution, the Board of Directors shall wind up the affairs of PTKC, satisfy all lawful debts and obligations, and dispose of the remaining assets in accordance with applicable law.
B. After payment of all lawful debts and obligations, all remaining assets shall be distributed exclusively to one or more organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax law, as determined by a majority vote of the Board of Directors.
C. No part of the assets of PTKC shall be distributed to or inure to the benefit of any member, Director, officer, or private individual.

**These Bylaws were approved by a vote of the membership on August 8, 2023.**