

The New Las Vegas Prime Timers CONSTITUTION and BYLAWS

(last ratified June 24th, 2006)

ARTICLE I.

- Name.

A. Chapter Name.

This organization (also referred to as a chapter) shall be known as The New Las Vegas Prime Timers, also being a chapter member of Prime Timers Worldwide.

ARTICLE II.

- Objective.

A. Social Club for Mature Bi- and Gay Men.

The Las Vegas New Timers is a social chapter, the objective of which is to provide and promote social activities for mature bi- and gay men. Each member is encouraged, but not obligated, to participate from time to time in a leadership or ancillary role.

B. Membership Composition.

The minimum age for membership at least 21 years of age. The purpose of the chapter is to provide a supportive society of mature bi- and gay men. The chapter welcomes mature bi- and gay men who would feel comfortable in such an atmosphere.

ARTICLE III.

- Titles, Rights, and Mandates.

A. Core Officers. (See Article VIII for position descriptions)

1. Officer titles will include the following:

President (a.k.a. Chairman of the Board of Directors)
Vice President
Treasurer
Secretary

2. Other Supporting Board Members may also include the following:
(See Article VIII for position descriptions)

Events Chairman
Membership/Marketing Chairman
Hospitality Chairman
Newsletter Editor
Webmaster
Board-Members-at-large (2)

3. Core Officers and Supporting Board Members are elected and have full Board voting rights.

B. Ancillary Positions.

1. An ancillary position is one that is not elected, is not a Board seat, and carries no Board voting rights.
2. Ancillary positions consist of Staff, non-Chairmen Committee members, Panel leaders and Panel members.
3. Titles may include the following:
Advisor (a.k.a. Advisor to the Board)
Historian
Goodwill Ambassador

D. Committees.

1. Committee Chairmen will be known by the name of their committee followed by the word Chairman.
2. All Committee Chairmen will be elected to office as supporting member's of the Board, and will have full voting rights on the Board.
3. Committee members however, carry no official titles, are not elected as members of the Board, and carry no voting rights on the Board.
4. A Committee mandate will consist of a permanent, ongoing function.

E. Panels.

1. The leader of a Panel will be known by the name of that Panel followed by Panel Leader.
2. Panel titles may include the following:
- Nomination Panel Leader
3. Panel members carry no official title.
4. Neither the Panel Leader, nor members of the panel, are elected as members of the Board, nor do they carry any voting rights on the Board.
5. A Panel mandate will consist of a temporary, short-term, or ad hoc function.

ARTICLE IV.

- Defining the Board of Directors.

A. Core Officers.

There shall be a Board of Directors composed of no fewer than 4 positions. The core officers of the Board of Directors shall be the President, Vice President, Treasurer and Secretary. They will be elected in November of each year to serve a one-year term beginning with the installation at the following January General Meeting.

B. Adding Additional Supporting Board Members.

To facilitate the Board in responding quickly to the needs of the chapter members, the Board may expand or contract the size of the Board from time to time, as needed. New positions not defined in Article VIII require the submission of the description to the chapter membership for majority approval by those in attendance. This may take place at any monthly General Meeting. The new positions may then be filled following the voting procedures set forth elsewhere in the Bylaws.

C. Board of Directors.

The Board of Directors will consist of the Core Officers and any additional elected Board Members. The number of Board members may vary from time to time.

ARTICLE V.

- Board Votes.

A. Votable Issues.

Each Board member has one (1) vote on any Board issue requiring a vote, and a vote of the majority of the Board of Directors will enact that issue.

B. Number of Votes per Board Member.

Board votes follow the office holder and not the office, so that if one person holds more than one Board position, that person has only one Board vote. Similarly, an officer who is also acting in one of the ancillary positions, which does not carry Board voting rights, does not lose his Board voting rights by virtue of holding this additional position.

C. Tie Vote.

If a Board issue cannot be resolved due to a tie vote, the Board may submit the issue for resolution to the general membership at any monthly general meeting without prior notice. If the issue is placed on the agenda for resolution, the vote of the majority of those members in attendance will prevail and the Board will consider the issue resolved.

ARTICLE VI.

• Responsibilities of the Board:

A. Management and Control.

The Board of Directors shall have the management and control of the organization's property, finances and affairs.

B. Spending Club Money.

The Board of Directors cannot spend, direct others to spend, nor contract for the spending of more than the amount of uncommitted funds in the treasury.

C. Minor and Technical Changes to the Constitution and Bylaws.

1. Correcting Minor Errors in the Constitution and Bylaws.

It will be the responsibility of the Board to resolve any errors, inconsistencies, conflicts or uncertainties in the wording or intent of the Constitution and Bylaws. A majority of the Board will make an interim interpretation upon which they may act. The club members must be made aware of the interim interpretation soon after it is made. The Board must cause to be prepared an amendment to the Constitution and Bylaws that corrects the problem, and submit it to the general membership for vote within a reasonable period of time. A copy of the new Constitution and Bylaws will be distributed to each club member in a timely manner.

2. Technical Corrections of the Constitution and Bylaws for Conformance to the Law.

If any provision of this Constitution and Bylaws is in contravention of the law to such a degree that it forms a hindrance to the operation of the chapter, as assessed by a majority of the Board, then a lawful interpretation that best meets the intent of that provision should be agreed upon by a majority of the Board. Such an interpretation will be temporarily binding until a permanent revision is adopted. The revised Constitution and Bylaws will be submitted to the general membership for vote within a reasonable period of time. A copy of the new Constitution and Bylaws will be distributed to each club member in a timely manner.

D. Legal Actions.

A majority of the Board will make every decision regarding legal actions.

E. Board Meetings.

Each incoming Board will determine the appropriate frequency of business meetings to be held for that servicing year.

ARTICLE VII.

- **Board Administrative Considerations:**

A. Board Absences.

Any Board member missing two (2) consecutive meetings without an explanation acceptable to a majority of the other Board members shall be considered as having resigned and the position will be considered vacant.

B. Incapacitation of a Board Member.

The position of a Board member who suffers catastrophic incapacitation will automatically and immediately be considered vacant. The determination of whether such incapacitation falls under this provision will be made by a majority of the remaining Board members.

C. Board Vacancies Due to Absences (Including Incapacitation).

The Board may, at its discretion by a Board majority, appoint an agreeing chapter member to serve on an interim basis until the next annual election by the general membership.

D. Interim Duty Reassignments of Board Members.

If the orderly continuance or operation of the chapter appears in jeopardy, the Board may, at its discretion by a Board majority reassign agreeing Board members from one position to another, or combine or divide officer positions. If these changes are sufficiently divergent from this Constitution and Bylaws as to require a permanent change to them, the chapter members must ratify the changes and so amend the Constitution and Bylaws at the next general membership meeting following the interim assignments. A majority of the chapter members at this meeting may instead agree to extend the interim duty arrangement instead of establishing a formal amendment.

E. A Board member, at any given time, “must be a member in good standing”!

(See Article XII-H for a description of “good standing”.)

ARTICLE VIII.

- **Duties & Responsibilities of the Individual Board Members AND Committees.**

A. President.

The President shall preside at the monthly general meetings and the Board of Directors meetings. He will also enforce the Constitution and Bylaws. The President shall be responsible for all valuable documents and archives of the organization or may assign this responsibility, as needed. The President shall be responsible for all official notifications related to his office. The President or designee, with the approval of the Board, will represent The New Las Vegas Prime Timers on the Worldwide Board. The President shall ensure that a review of all financial transactions, by a competent Board of Directors appointee, be conducted each year for Board approval, and the report presented to the general membership.

B. Vice President.

The Vice President shall act in the same capacity as President during the President's absence. The Vice President shall request and receive progress reports from the Additional Supporting Board members: Events Chairman, Membership/Marketing Chairman, Hospitality Chairman, Newsletter Editor, Webmaster, and Board-Members-At-Large. The progress reports will be due at the first Board Meeting of each quarter. The Vice President shall be responsible for all notifications related to his office.

C. Treasurer.

It shall be the duty of the Treasurer to receive all monies of the organization and deposit same in the name of The New Las Vegas Prime Timers bank account or trust company approved by the Board. He is to act as custodian of all financial documents and to pay all bills of the organization approved by the Board of Directors. Such monies will constitute the treasury. He shall keep a book comprised of a written or printed record, belonging to the organization, showing all monthly receipts and disbursements. He shall submit a detailed report showing the financial condition of the organization at the monthly Board meetings. All checks shall be signed by the Treasurer. The Treasurer shall be responsible for all official notifications related to his office.

D. Secretary.

The Secretary shall take notes (action items) at all monthly general meetings, keep a book of records of all Board of Directors meetings, and conduct correspondence in behalf of the chapter. He will have custody of these notes, books, records, correspondence, reports and papers germane to the conduct of this office. The Secretary shall be responsible for all official incoming or outgoing notifications related to his office. It is also the responsibility of the Secretary to produce the mailing labels for the newsletters and other written communications, as needed.

In addition, the Secretary will maintain the membership roster (database). The roster (database) is particularly sensitive as it contains personal information for each member in good standing, and any requested confidentiality must not be breached at any time. Routine requests from the chapter membership for updates and/or access to member information shall be promptly handled by the Secretary, or referred to the appropriate committee chairman for disposition.

E. Events Committee & Chairman.

The Chairman will be responsible for the development, promotion, publicizing, and scheduling of events for the general membership at large. He will also ensure that these events are of sufficient interest to the chapter members as to draw and encourage their participation. Activities may be added to, or taken away from the schedule by the Chairman as membership interest dictates. The continuity of events should be the priority of the Chairman, to ensure continuing interest and growth of the chapter. Special Events may be defined by examples, as: Gay Pride Parade, Annual Banquet, day trips (restaurants, casinos, site seeing, Holiday events, shopping, lunches, and so on). The Events Chairman will also want to work closely with the Webmaster to establish and provide updates to the content for the calendar of events on the chapter website.

F. Membership & Marketing Committee & Chairman.

The Membership/Marketing Committee will help secure new members to the chapter by proactively working with and following up on leads generated by the efforts of current members. The Committee and Chairman will also work closely with the Secretary in ensuring the member roster (database) is current as new members join the chapter. The Membership Committee and Chairman will assist the Hospitality Chairman with greeting new members at the monthly general meetings and other chapter events. This Committee will keep contact with active members during times of crises in a member's life and keep the Board informed of the member's status.

The Committee Chairman will act as the sounding board for complaints, concerns, and grievances of chapter members, and act as the formal communication conduit between members and the Board of Directors. He will act on such information and request recommendations from the Board for resolution.

As Marketing Committee & Chairman, he may coordinate with the Events Chairman, ways to continually provide exposure to the gay community in the chapter's behalf. Marketing may include, but not be limited to advertising, distribution of written materials, representing the chapter at other gay functions, or providing liaison with other gay organizations. The Chairman will want to work closely with the other Board members to assure that all contacts with outside parties are appropriate to the mission and goals of the chapter, as defined by the Board of Directors.

G. Hospitality Chairman

Duties include greeting all members as they enter the door for any function, and will act as host for any special event. He will be in charge of providing name tags for all members and visitors. Will be in charge of sign-in sheet, if needed. He will work closely with the Membership Chairman and the Secretary to insure that all members receive name tags. Hospitality is being a happy greeter for everyone!

H. Newsletter Editor.

The Newsletter Editor will maintain and publish a monthly newsletter which will contain a list of upcoming club events and other newsworthy items that would have a general appeal to the chapter members. The Newsletter Editor will publish these reports, stories and newsworthy items of an official or unofficial nature deemed appropriate by a majority of the Board. Sources may include, but not be limited to: Board members, chapter Committees and chapter members. The Newsletter Editor should work closely with the Secretary and Membership Chairman in ensuring that the mailing list and mailing labels are up to date. The Newsletter Editor and his staff, if any, have the duty, obligation, and responsibility to never breach the confidentiality of those chapter members who request confidentiality.

I. Webmaster.

The duties of this position are at the discretion of the Board, although it is contemplated that the general responsibilities of the position will encompass the application of computer technologies to chapter business and functions. The Webmaster will be responsible for establishing, maintaining, and updating any and all chapter websites. However, he will want to work closely with the Events Marketing Committee Chairmen regarding appropriate website content, design, and functionality. The Webmaster should also work closely with the other Board members on contractual issues, if any.

J. Board-Members-At-Large.

The duties of a Board-Member-At-large will be determined by a majority of the Board members.

ARTICLE IX.

- Ancillary Positions.

A. Appointments to Ancillary Positions.

1. The Advisor is to be appointed by the President and also be acceptable to the majority of the Board.
2. The Goodwill Ambassador is to be appointed by a majority of the Board and also be acceptable to the Membership/Marketing Committee Chairman.
3. The Historian, if there is one, is to be appointed by a majority of the Board.
4. There may also be Committee members under each Committee Chairman. Each Committee Chairman has the responsibility of appointing members to his Committee. Such Committee members must accept their positions.
5. There may also be Panel members under each Panel Leader. Each Panel leader has the responsibility of appointing members to his Panel. Such Panel members must accept their positions.

B. Duties of Ancillary Members.

1. Advisor to the Board: An Advisor will serve a term not to exceed 3 months. The intent of this position is to enhance continuity from one administration to another by appointing a Board member from the previous years Board. The new Board shall have maximum latitude in defining the duties of this position and may renew the term in 3 month intervals as needed.
2. Goodwill Ambassador: The function of this position is to keep abreast of the status of a member who is ill or otherwise incapacitated and to provide whatever comfort the Board deems appropriate, such as sending a card to the member or visiting the member. The Goodwill Ambassador has the responsibility of keeping the Membership Committee Chairman informed and the Membership Committee Chairman has the responsibility of keeping the chapter members informed.
3. Historian: The function of this position is to maintain a history of the chapter by compiling historical data. This may be done using chapters existing information and/or soliciting and gathering appropriate and pertinent historical material from the general membership.
4. Committee Members (other than the Chairman): These appointees will be assigned to duties as determined and defined by their respective Chairmen. Each committee shall routinely report to its Chairman, who will in turn report to the Board.
5. Panel Members (other than the Leader): These appointees will be assigned to duties as determined and defined by their respective Leaders. Each Panel shall routinely report to its Leader, who will in turn report to the Board.

ARTICLE X.

• Chapter Meetings.

A. Purpose of General Meetings.

A general meeting is a meeting of the Board and chapter members for the purpose of discussing and disposing of chapter business matters, and any issues related to the operation of the chapter. The Board may also conduct unscheduled meetings as well at its discretion.

B. Scheduling General Meetings.

One regularly scheduled general meeting should be held each month for all chapter members. Chapter members will be made aware of all dates, times, and locations for general meetings, whether scheduled or unscheduled. All chapter members may attend all general meetings, whether scheduled or unscheduled.

C. Conducting Business Meetings.

The method of conducting general meetings is at the discretion of the President of the Board. Each chapter member will have the opportunity to submit issues at least one week prior to any general meeting to a Core Officer of the Board for inclusion on the agenda. Each submitted issue will be given adequate time for discussion. A majority of the Board may limit the number of issues addressed at any one general meeting when the agenda becomes too lengthy. All remaining issue(s) will be carried over to the next general meeting to be heard in order of submission.

ARTICLE XI

- Nominations, Board Election, Recalls, and Consent.

A. Nominations.

1. A majority of the Board will appoint an ad hoc Nomination Panel Leader in August of each year. The Nomination Panel Leader may appoint members to his Panel if he needs assistance.
2. The purpose of the Nomination Panel is to solicit prospective Board members for the election slate for the upcoming year.
3. The Nomination Panel Leader will present the slate of prospective officers to the chapter members at the October general meeting. The slate may contain more than one candidate for each office. Nominations may also be presented from the floor for any position at anytime, to be placed on the slate. All chapter members will be made aware of the date, time, and place of this October general meeting. At the end of the meeting, a final slate will be presented for formal approval by a majority of the chapter members in attendance. The function of the Nomination Panel will cease at the end of this meeting.

B. Board Elections.

1. At the November general meeting, a majority of the chapter members in attendance will elect the new Board of Directors from the slate adopted at the October general meeting. All chapter members will be made aware of the date, time, and location of this November general meeting.
2. The Board elections will be by hand vote or secret written ballot, as determined by a majority of the chapter members in attendance at the November general meeting.
3. Incapacitated members who are unable to attend the November general meeting may, in writing, assign an attending member as his proxy.
4. Only chapter members in “good standing” will be eligible to vote.
5. A chapter member may be elected to, and hold, more than one Board position.
6. Each Board position carries a one-year term of office. In addition, there is no limit to the number of years, consecutive or otherwise, that a chapter member may hold a Board position(s).
7. The new Board will be installed into office at the January general meeting.

C. Recalls.

Any Board member will immediately and automatically be considered removed from office at the conclusion of any vote for recall by a majority of the chapter members present at any general meeting. No reason for recall needs to be stated, either orally or in writing. Such a recall will not prohibit the recalled member from seeking and holding office again in the future.

D. Consent.

No nominee, prospective candidate, candidate, elected person, appointee, committee or panel member, or person eligible to fill any other chapter position, may seek, be proposed by others, nor accept any position, Officer or Ancillary, without his express approval and consent being made, either orally or in writing, to a majority of the chapter members at any chapter general meeting.

ARTICLE XII.

- Membership Dues and Guests.

A. Member Synonyms.

Member(s), member(s) in “good standing”, and chapter member(s) are synonymous, as are membership and chapter membership.

B. Application for Membership.

Applications for membership should be directed to the Membership Chairman. The prospective member should return the completed application, together with his dues, to the Membership Chairman. The Membership Chairman will then send monies for dues to the Treasurer, and the application for membership to the Secretary for inclusion in the Roster.

C. Age of Members.

All applicants and members must be at least 21 years of age.

D. Amount of Annual Dues.

Dues shall be set annually at the November general meeting by a majority of the members present at that same meeting. The amount of such dues will be published for dissemination to all members, and updates as needed on the Membership Application for the new year. A new member will have his first years dues prorated to coincide with the time of year he joins the chapter... July through December new members will pay for half the remaining year.

E. When Dues Become Due.

Dues are due on the first day of each calendar year, for that calendar year. Recent new member's dues for the new year become due when he joins.

F. Relationship between Dues and Chapter Membership.

Any person who has paid his dues and conforms to the definition of member in "good standing", will be able to engage in chapter business with all member voting rights and privileges.

G. Delinquent Dues.

Any chapter member will be automatically considered delinquent in dues payment if not paid in full by January 31st and will be considered inactive at that time until dues are submitted in full. If newly elected to the Board or appointed to an ancillary position, he will also be immediately removed from said position.

H. Member in "Good Standing".

A member in "good standing" is one whose dues are current AND whose membership has not been suspended, terminated, or withdrawn due to disciplinary action.

I. Refunds.

Dues will not be refunded, in whole or in part, for any reason.

J. Guests.

A non-member person, may attend up to three (3) chapter events. Should any two (2) attendant members object, the guest must leave. He may only engage in the social aspects of these events, and not participate in stated business or voting events.

ARTICLE XIII.

• Privacy and Confidentiality.

A. Membership Roster.

To maintain the privacy and confidentiality of all members, the membership roster, in whole or in part, must not be shared with any person or entity that is not a chapter member of The New Las Vegas Prime Timers. In addition, the membership roster, in whole or in part, will not be shared with any other Prime Timer chapter. This does not prohibit any chapter member from sharing his own personal information with others as he so chooses.

B. Requests for Anonymity.

If a chapter member requests that his information be kept private, that request will be respected, maintained, and observed by ALL officers and chapter members. Publications and communications emanating from the chapter will be handled on an individual basis between the recipient member and the initiating person, Committee or Board member, and always in such a manner as to maximize privacy and confidentiality.

C. Breaches of Confidentiality.

Disciplinary action will be administered to those who breach these codes of privacy and confidentiality. Such disciplinary action must follow the Disciplinary Rules. A Board member, or any other chapter member, may initiate the disciplinary process.

ARTICLE XIV.

• Disciplinary Rules.

A. Initiating a Complaint.

Any chapter member may submit a written complaint to the Board regarding the perceived misconduct of another member or Board member. However, the Board will disregard the complaint unless the initiating chapter member can show that he also presented a copy of the complaint to the alleged offending member. If such proof of delivery has been performed, the Board is then obligated to accept the written complaint for further action.

B. Investigation of a Complaint.

If the Board accepts the complaint it must investigate the allegation(s).

C. Defining Misconduct

A Board majority will define the meaning and scope of the alleged offending "misconduct" in terms of the complaint.

D. Board Action(s).

After investigation, if any, the Board may take one of the following actions:

1. The immediate termination of the offender's membership. This will require the agreement of two thirds of the Board. If a Board member is the alleged offender, he must remove himself from office.
2. The offending member may have a lesser sanction imposed by the Board. Should the member not agree with the Board's decision, his membership will be terminated immediately. Again, this will require the agreement of two thirds of the Board. If a Board member is the alleged offender, he must remove himself from office.
3. If the Board is unable to apply either of the two preceding remedies, then no disciplinary action will be taken against the member and the complaint will immediately be dropped from the Board's agenda with no further action to be taken on the written complaint.

E. Appeal.

A Board majority (excluding any Board member who is the subject of this provision) will consider one (1) appeal if made in writing by the alleged offending member within thirty (30) days of the Board's action. The Board may, or may not, make a ruling on the appeal. If no ruling on the appeal is made, the original decision stands.

F. Written Ruling(s).

The Board has no obligation to put the ruling, or ruling of the appeal, in writing.

G. Legal Action(s).

This section is meant to set forth internal chapter rules that are separate and distinct from any legal action(s) taken by the Board or others.

ARTICLE XV.

- Property Title.

A. Title & Ownership.

The title to, and ownership, of all property, effects, and assets of the organization shall be in the name of The New Las Vegas Prime Timers or Las Vegas Prime Timers, Inc., in trust for the benefit and enjoyment of the chapter members. A resignation, death, forfeiture, or termination of membership, for any cause, shall be considered as an assignment and release to the Board of Directors, as trustees of the organization, of all rights, title and interest of such members in, and to, the property and assets of the organization.

ARTICLE XVI.

- Private Property

A. Responsibility.

The organization shall not be held responsible for the loss of, or damage to, property belonging to chapter members.

ARTICLE XVII

- International Participation.

A. Affiliation and Dues.

A majority of the Board may recommend to the chapter membership that The New Las Vegas Prime Timers support, and be affiliated with, Prime Timers Worldwide and that some portion of collected dues be sent to Prime Timers Worldwide. The Board has full discretion of when to make such recommendation, but in any case, such support, affiliation, and fund transfer can only be accomplished when ratified by a majority of the chapter members present at any general meeting.

ARTICLE XVIII

- Major Amendments to the Constitution and Bylaws.

A. Procedure.

Major changes, additions and deletions to the Constitution and Bylaws may be proposed by a majority of the Board of Directors, or by a petition of four (4) or more chapter members to the Board. The amendment(s), together with the existing language, if any, must be published and either distributed to the members at a general meeting or included in the next monthly newsletter. A vote will be taken the following month at the regularly scheduled general meeting. The amendment(s) will carry by a majority vote of chapter members present at that time. All chapter members will be made aware of the date, time, location, and purpose of that particular meeting.

B. Publication and Distribution

Once the amendment(s) are voted upon and passed, the Board of Directors will be responsible for having the newly amended Constitution and Bylaws published and distributed to chapter members within thirty (30) days of its enactment.

C. Other Amendments - Procedures regarding minor and technical amendments to the Constitution and Bylaws are covered elsewhere in this document.

ARTICLE XIX.

- Adoption of Constitution and Bylaws.

A. Initial Adoption.

1. Procedure.

The Constitution and Bylaws shall take effect immediately when accepted by majority vote of chapter members present at the specified general meeting. All members in “good standing” may vote. Chapter members will be made aware of the date, time, location, and purpose of this meeting, and informed that the vote taken at that meeting will prevail.

2. Publication and Distribution.

Once the amendment(s) are voted upon and passed, the Board of Directors will be responsible for having the newly amended Constitution and Bylaws published and distributed to chapter members within thirty (30) days of its enactment.