

CONSTITUTION AND BY-LAWS OF PRIME TIMERS ST. LOUIS

As Revised 11-5-12

ARTICLE I.

Name, Offices, Registered Agent, Books and Records, and Life:

1. This Organization shall be incorporated in the State of Missouri as a Nonprofit Public Benefit Organization and shall be known as Prime Timers St. Louis (hereafter PTSL).
2. PTSL shall have and continuously maintain a principal office at such location in the State of Missouri as the Board of Directors of PTSL shall from time to time determine.
3. PTSL shall have and continuously maintain a registered office and agent in the State of Missouri in accordance with the requirements of Missouri law.
4. The books and records of PTSL shall be kept at its principal office or at other place or places as the Board shall from time to time determine.
5. The life of PTSL will be perpetual.

ARTICLE II.

Purpose:

Prime Timers St. Louis is an organization open to mature persons identifying as Gay or Bisexual males who subscribe to our purpose of providing educational and cultural events and activities, and socialization and fellowship to members in a safe and supportive environment. As such, PTSL is organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code and in accordance with all local, state, and federal laws.

ARTICLE III.

Governance:

Governance of PTSL shall be under a Board of Directors composed of a total of seven members: the President, Vice President, Secretary, Treasurer and three additional members. Each year, nominees shall be elected to the Board of Directors for a one-year term by the PTSL members who have submitted their ballots by the start of the January Monthly Membership Meeting. This Board of Directors shall then elect their President, Vice President, Secretary and Treasurer for a one year term at a special Board meeting immediately following the January Monthly Membership Meeting or shortly thereafter. The President shall be the Chairman of the Board of Directors. Each Board member has one (1) vote on any proposal, and a vote of the majority of the Board of Directors will enact the proposal.

ARTICLE IV.

Election of Board of Directors:

1. Nominations for candidates for the Board of Directors will be solicited from members beginning in November at the Monthly Membership Meeting. Nominations will be accepted from the floor and by mail as long as they are received in time to be recorded before the December Monthly Membership Meeting. The names of the nominees will appear in the January PTSL newsletter, which may be in either electronic / web or print format.
2. An election of the Board of Directors by PTSL members in good standing shall take place by paper ballot, signed faxes or by proxy vote at the Annual Monthly Membership Meeting in January. Election results will be announced at this meeting.
3. Each PTSTL member in good standing may vote for up to seven Board members. The Board of Directors shall consist of the seven candidates receiving the highest number of votes.

ARTICLE V.

Duties of Officers:

1. **President:** The President shall preside at general Monthly Membership Meetings of the Organization and the Board of Directors and enforce the By-Laws, Policies & Procedures. The President or his designee shall represent the Organization as necessary. The President shall be responsible for all valuable documents and archives of the Organization.

2. **Vice President:** The Vice President shall serve as President in that officer's absence or disability.
3. **Treasurer:** It shall be the duty of the Treasurer to receive all monies of the organization and deposit same in the name of Prime Timers St. Louis, in a bank or trust company approved by the Board of Directors. He shall act as custodian of all financial documents and shall pay all bills of the organization approved by the Board of Directors. He shall keep a book belonging to the organization showing all monthly receipts and disbursements. At the meeting of the Board of Directors he shall submit a report showing a summary of receipts and disbursements and the financial condition of the organization. All checks shall be signed by the Treasurer or other approved Board Member. Checks will be countersigned by a designee appointed by the Board of Directors when they exceed a dollar limit set by the Board of Directors. He shall also receive all membership forms and maintain a list of members and their addresses and perform other related duties as requested by the Board of Directors. Updates to this membership list shall be forwarded to the Secretary on a regular basis to be kept with other organizational documents. He shall also preside at general Monthly Membership Meetings in the absence of both the President and Vice President.
4. **Secretary:** The Secretary shall file and maintain the minutes of all proceedings recorded during general membership meetings, meetings of the Board of Directors and committees, reports, correspondence, current membership lists, official documents of the Organization, and shall conduct correspondence as needed.
5. **Board of Directors:** The Board of Directors shall be responsible for the management and general control of the organization's property, finances and affairs. The Board of Directors cannot contract for the spending of more than the amount of uncommitted funds budgeted for from the treasury.
 - a) A quorum of the Board of Directors shall be met if 4 of 7 members are in attendance. When physical presence is not possible, members will be considered as present and in attendance if they participate via electronic means (such as a conference call).
 - b) The Board of Directors shall have the power to warn and/or suspend a member for violation of the by-laws, rules, regulations, and Policies and Procedures in accordance with Article XI.
 - c) Vacancies on the Board of Directors, except for term expiration, will exist only when one of the following conditions apply:
 - i) A Board member is absent without reasonable excuse for three Board meetings annually. Any member of the Board of Directors having been absent for two meetings without reasonable excuse shall be notified by the Secretary that upon the third such absence the office will be declared vacant by the Board of Directors, who shall fill such vacancy.
 - ii) A Board member dies.
 - iii) A Board member tenders his resignation in writing.
 - iv) A Board member is expelled by a two-thirds or more vote of the remaining Board.
 - d) If a vacancy occurs on the Board of Directors, the Board shall name a member to serve until the next annual election by the general membership. If a vacancy occurs among the officers, the Board of Directors will fill the vacancy by electing a Board member to fill it.

ARTICLE VI.

Meetings:

1. Meetings of the Board of Directors shall be held following the Annual Board election in January and as needed on a date set by the Board.
2. Regular meetings of the general membership (Monthly Membership Meetings) shall be held at a time and location established by the Board of Directors.
3. The President shall call a special meeting at the written request of ten members or of a majority of the Board of Directors. No regular business shall be transacted at the special meeting, only that business stated as the purpose of the meeting shall be held.
4. Upon request, members in good standing may attend Board meetings and may request published Board meeting minutes.

ARTICLE VII.

Membership Dues, etc.:

1. Prospective members shall submit to the Treasurer a completed membership form with his dues.

2. Each applicant must be a person who identifies as a Gay or Bisexual male and must be over the age of 21 years. Member anonymity shall be maintained, if requested, by not including his name on the PTSL membership roster.
3. Dues and fees shall be set by the Board of Directors. Individuals must have paid their annual membership dues in order to be considered current PTSL members in good standing.
4. No other assessments shall be levied on the general membership except by a two-thirds vote of the members present at any Monthly Membership Meeting.
5. An annual report shall be made available to all members indicating the assets, liabilities, revenues and disbursements of the organization. In addition, a list of current members (except those members requesting anonymity) shall be provided to members on a periodic basis.

ARTICLE VIII.

Participation:

Because PTSL is wholly dependent upon members for its operation, members are encouraged to participate in the following way:

- Serving as an Officer or a member of the Board of Directors,
- Serving as a Committee Chair or becoming an active member of a PTSL committee, OR
- Hosting, sponsoring, promoting, planning and/or volunteering at an event or activity.

ARTICLE IX.

Discipline:

1. Investigation into allegations of misconduct shall be conducted by the Board of Directors upon written complaint of one or more members.
2. To maintain the privacy of all members, the membership roster must not be shared with any non-members. Violators will be subject to disciplinary action by the Board of Directors.
3. PTSL does not tolerate discrimination from its members based on race, color, belief or non-belief, sexual orientation, gender identity, national origin or disability that creates a hostile environment. Members who speak or act in a manner contrary to this policy may be subject to disciplinary action by the Board of Directors.
4. In addition, a member may be censured, suspended or expelled for conduct injurious to the character and/or welfare of the organization by a majority vote of the Board of Directors.

ARTICLE X.

Legislative or Political Activities:

No substantial part of the activities of PTSL shall be the carrying on of propaganda or otherwise attempting to influence legislation and PTSL shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE XI.

Operational Limitations:

Notwithstanding any other provisions of these articles, PTSL shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII.

Property Title:

The title to and ownership of all property, effects and assets of the organization shall be in the name of Prime Timers St. Louis, in trust for the benefit and enjoyment of the members. A resignation, death or forfeiture 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 XIII.

Inurement of Income:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XIV.

Dissolution Clause:

Upon the dissolution of PTSL, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of PTSL, dispose of all the assets of PTSL exclusively for the purposes of PTSL in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of PTSL is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In addition, PTSL shall distribute its assets upon dissolution according to RSMo Sections 355.661 through 355.746.

ARTICLE XV.

Private Property, Injury:

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

ARTICLE XVI.

Amendments:

These by-laws may be altered, amended or repealed and new by-laws be adopted upon approval of the Board of Directors or by a petition to the Board of Directors by ten PTSL members in good standing. Before an amendment is accepted as valid, it must be accepted by a majority vote of those members in good standing who cast their votes in favor of the amendment at a regularly scheduled Monthly Membership Meeting.

Article XVII.

Adoption and Revisions:

This Constitution and by-laws and subsequent revisions shall take effect immediately after being accepted. A copy shall be made available to all current and subsequent PTSL members upon request.

Article XVII.

Policies and Procedures Document:

A separate Policies and Procedures Document shall exist as a supplement and a less formal addendum to these by-laws. That document may be changed, amended, altered and rewritten as needed by a majority vote of the Board of Directors.

- End -

~~November 10, 2007~~
REVISED November 5, 2012