

# **Fort Lauderdale Prime Gentlemen Inc. Constitution and Bylaws**

November 15, 2017

## **ARTICLE I. NAME**

This Organization shall be known as the Fort Lauderdale Prime Gentlemen Inc..

## **ARTICLE II. OBJECTIVES**

Fort Lauderdale Prime Gentlemen Inc. (FLPG) is a 501(c)(7) not-for-profit corporation organized under the laws of the State of Florida as a social organization whose objectives include the promotion of friendships, social interactions, cultural activities, educational activities, and a supportive atmosphere for mature gay men and admirers of gay men.

## **ARTICLE III. MEMBERSHIP**

### **A. Generally.**

FLPG is open to all mature gay men and admirers of mature gay men. Men wishing to join shall complete a membership application. Each member is encouraged to participate in club activities, volunteer within the organization, and be considerate of other members' differences. Any member shall have the right to not be published in the Roster or Newsletter and shall mark this wish on his application. A complete membership list shall be maintained for the Board of Directors. Membership Rosters in the possession of members are the property of FLPG and may not be used for any commercial purpose or shown to anyone outside Fort Lauderdale Prime Timers. Violators will be subject to disciplinary action.

### **B. Membership Dues.**

The Board shall propose reasonable dues and fees for processing. These propositions must be approved by the membership. There shall be two categories of membership: individuals and couples. A couple is defined as two members that reside at the same address and hold themselves out to be in a committed relationship. Dues cover the period from July 1 to June 30. The amount of dues are set forth on the application for membership. A lifetime membership is extended to all past Presidents of FLPG Past Presidents will not be required to renew their membership and will be automatically renewed each membership year.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **A. Generally.**

There shall be a Board of Directors (the "Board") composed of nine members: the President, Vice President, Secretary, Treasurer, and five other members. The past President shall be a non-voting member of the Board unless elected as a Board member for another term.

### **B. Election of Board Members.**

Every two years nominees shall be elected to the Board of Directors to fill vacancies for a two-year term in accordance with these Bylaws. Elections shall be held in May. Votes shall be taken either by mail or at a General Meeting. Nominated candidates who receive the top nine votes from the ballots returned from the voting membership by the stated deadline shall constitute the elected Board. All candidates must be a member in good standing and have voting privileges. All candidates who wish to run for a Board position must show intent by the March Board Meeting so that the Nominating Committee may compile a complete slate of candidates to be presented to the Board at its March meeting. The Committee shall prepare a ballot to be sent to all members in good standing by email or U.S. mail. The ballot shall consist of all candidates with space for write-in nominations. Ballots are to be returned to the Nominating Committee on or before the General Meeting in May. A 3-member Election Committee appointed by the Board will be solely responsible for counting ballots. The results of the election will be announced at the May General Meeting by the Nominating Committee Chairman. The newly elected Board Members shall be installed during the June Anniversary Banquet. At the June Board Meeting, the old Board will convene the meeting, handle its business and adjourn. Then the new Board will meet, handle its business, including the election of Officers, and adjourn. The new Board shall become effective on July 1.

If only nine candidates have indicated they are seeking election by the March board meeting deadline the notice to the members will state that there are nine candidates. At the May meeting the Chair will ask for a vote of affirmation.

### **C. Powers and Duties of the Board.**

Board members are expected to serve as Committee Chairmen and Coordinators by appointment of the President with the approval of the Board. The nine members of the Board of Directors shall have the management and general control of the organization's property, finances, and affairs. Each Board member is responsible to make himself aware of all the Bylaws and to carry out his individual responsibilities. The Board cannot contract for spending more than the amount of uncommitted funds in the treasury. The Board shall have the power to warn and/or suspend a member for violation of the bylaws, rules, or misconduct in coordination with the Grievance Committee. If a vacancy occurs among the Officers, the Board will fill the vacancy by offering it to a Board member. If a vacancy occurs among other members of the Board, the Board shall name a member to serve until the next election by the general membership.

## **ARTICLE V. OFFICERS**

**Generally.** The Officers shall be the President, Vice-President, Secretary, and Treasurer. The four Officers will be determined by members of the Board and announced at the earliest opportunity.

*President:* The President is the Chairman of the Board of Directors and shall preside at general meetings, Board meetings and any other required meeting. He shall be a liaison to other gay organizations. He shall have the authority to appoint committees, coordinators and other liaison people (Board members as well as non-Board members) as needed, with the approval of the Board. He also serves as an Ex-Officio member of all committees except the Nominating Committee. He will provide guidance to the Nominating Committee acting as

an advisor only.

*Vice President:* The Vice President shall provide guidance to the Activities Coordinator; encourage the forming of different interest activities, and serve as acting President in the absence of the President.

*Secretary:* The Secretary shall be responsible for recording the minutes of all Board meetings. He shall also maintain the records of the organization, including minutes of the meetings, correspondence, financial reports and other information pertinent to the history of the organization. Meeting minutes and correspondence (other than legal documents) shall be kept for three years.

*Treasurer:* The Treasurer shall receive all monies of the organization and deposit same in the name of FLPG in a banking institution approved by the Board of Directors. He shall act as custodian of all financial documents and pay all bills of the organization approved by the Board of Directors. He shall ensure that all bank accounts have a minimum of three signatures: that of the Treasurer and two other elected officers. All checks of \$2500 and greater must be signed by two of the three officers who are authorized to sign. He shall be responsible for preparing an income and expense report, reconciled with the checking account statement, to be presented at each Board meeting. He shall also be responsible for preparing and presenting the budget for the upcoming fiscal year, along with a comparison of actual income and expenses for the current year. The Annual Budget and Annual Income and Expenses report will be sent to members by email and postal mail as applicable.

## **ARTICLE VI. COMMITTEES & CO-ORDINATORS**

### **A. Generally.**

The Standing Committees are as follows: Activities Coordinator, Newsletter Editor, Membership Committee, Program/Events Coordinator, Computer Coordinator, Hospitality Committee and the Grievance Committee.

Non Standing Committees are Ad Hoc Committees. Ad Hoc committees may include Party Committees, Nominating Committees, Committee to set up meeting rooms and setting up refreshments, Activity Photographer, and other committees as may be established pursuant to these bylaws. All committees and coordinators shall be appointed by the President and approved by the Board. The appointed Chairman of any committee may ask for volunteers and appoint members to his committee when help is needed.

### **B. Duties of Committees and Coordinators.**

*Activities Committee:* The Activities Committee Chairman shall be responsible for informing the Vice President (Vice) of any planned club activities, and also for resolving conflicts of time, date and interest. Ancillary duties will be to maintain sign-up sheets, present anticipated activities to the Board at monthly meetings and inform the Newsletter Editor of upcoming events.

*Newsletter Editor:* The Newsletter Editor shall be responsible for the timely publication of the monthly newsletter and he may solicit and appoint members to help him accomplish this very important mission. The Newsletter is the instrument by which organizational

information is disseminated and exchanged between all members of the organization. He shall solicit newsworthy information from all members of the organization and shall also publish members' opinions and viewpoints.

*Membership Committee:* The Membership Committee shall process applications for membership. Membership dues are pro-rated as outlined on the application. The Committee will keep up-to-date the master membership database from which all membership rosters in use by the organization are derived.

*Program/Events Coordinator:* The Program/Events Coordinator will recommend speakers, programs and venues for social events and general meetings, and implement them after receiving approval from the Board. Coordinators of all social events will be members of the Program/Events Committee unless an Ad Hoc Coordinator is appointed by the President with approval of the Board.

*Computer Coordinator:* The Computer Coordinator is primarily responsible for developing the Fort Lauderdale Prime Timers web page and keeping it current. He shall work closely with the Board concerning the design and contents.

*Hospitality Committee:* The Hospitality Committee will greet new members at the meetings of the general membership and extend hospitality at all social events.

Committee members should consider themselves goodwill ambassadors, answer questions and impart useful information to any member, especially new ones. It will recognize members' birthdays, anniversaries and coordinate relative matters with the membership committee.

*Grievance Committee:* The Grievance Committee shall consist of three members who will receive and investigate all written complaints of alleged misconduct.

They shall conduct a hearing with the concerned member(s) and present their findings to the Board of Directors for action at their next meeting.

## **ARTICLE VII. MEETINGS**

### **A. Board Meetings:**

There shall be at least six board meetings a year. A quorum shall consist of five Board members. All Board Meetings are open to the current membership in good standing. Only Board members can vote on any motions. Each member of the Board shall have one vote with the exception of the Past President who is ex-officio. To the extent feasible, the time and place of all regular Board meetings shall be set in advance and published in the Newsletter. If any Board Member misses three Board Meetings without notifying the Board of his absences, he shall be deemed to have resigned and the Board fill his vacancy as prescribed in these bylaws. Emergency Board meetings shall be held only when necessary and need not be published. Any Board member may call an emergency meeting; however, no action shall be taken by the Board unless at least five members are present. Instead of an emergency meeting, any Board member may initiate an email poll of Board members to take action on a specific issue with at least five Board members responding. An email poll shall

cover only one specific topic, which shall be detailed when the meeting is called.

All emergency Board meetings or phone polls of the Board must be recorded in the minutes by the Secretary.

**B. Monthly General Membership Meetings.**

There shall be a monthly meeting of the general membership. Club business may be discussed and voted on at any of general membership meeting. Items to be voted on by the members at a regular monthly meeting shall be published in the monthly Newsletter for review and consideration by the members. An affirmative vote by a simple majority of the members present shall ratify the proposed action(s). Any member may present a new item for consideration at any monthly meeting. This item must be adopted by 100% of all members present at the meeting to be formally adopted. If a new item receives less than 100% vote, it must be tabled for a second vote at the next monthly meeting. The item may then be adopted by a simple majority of the members.

**ARTICLE VIII. DISCIPLINE**

Upon written complaint of one or more members, an investigation into allegations of misconduct shall be conducted by the Grievance Committee. A member may be suspended for conduct injurious to the character and welfare of the organization by a two-thirds vote of the Board of Directors.

**ARTICLE IX. RESPONSIBILITY**

Each person assumes complete responsibility for himself and his property at any FLPG function. FLPG is not responsible for accidents or mishaps that may occur to or involve any of its members or guests.

**ARTICLE X PROPERTY**

The title to and ownership of all property, effects, assets, and inventories shall be in the name of Fort Lauderdale Prime Gentlemen Inc. In the event of the dissolution of FLPG such assets and property shall be distributed pursuant to Florida law.

**ARTICLE AMENDMENTS AND ADOPTION**

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by a petition of ten percent of the general membership to the Board of Directors. Before the amendment is to be voted upon, it must be published and sent to the membership 10 days prior to the vote being taken.

Amendments to the Constitution and bylaws require a simple majority vote of the membership present at any General Membership meeting.