

**CANTON OHIO PRIME TIMERS  
CONSTITUTION AND BY-LAWS  
Adopted December 11, 2012**

**ARTICLE I: NAME AND OBJECTIVES**

**Section 1:** The name of this organization shall be Canton Ohio Prime Timers (C.O.P.T.). C.O.P.T. is an affiliate of Original Prime Timers Worldwide, Inc.

**Section 2:** The purpose for which C.O.P.T. is formed is to be a social organization, whose only objective is to promote social interaction, participate in cultural and educational activities, and have a supportive atmosphere for mature gay/bisexual men and their admirers.

**Section 3:** C.O.P.T.s objective is to enhance the quality of life for all of its members.

**ARTICLE II: MEMBERSHIP**

**Section 1: Membership.** Membership is open to any gay/bisexual man twenty one (21) years of age or older who is in accord with the principles and policies of C.O.P.T. and who pays the membership fee.

**Section 2 Membership Dues.**

- a. The annual membership dues shall be established each year by vote of the membership.
- b. b. The membership fee will apply to all members when the fee is due. The amount of the fee is \$20.00. This amount also includes a portion to cover their membership fee to Prime Timers World Wide.
- c. Annual membership dues shall be due by December 31<sup>st</sup> of each year.
- d. Adjusting the amount of annual membership dues may be considered annually by the board and any proposed changes shall be put to a vote of the general membership at a general membership meeting. The vote on the proposed change will be announced at the regular meeting that precedes the vote.
- e. Changes or adjustments to the annual membership fee can be approved by a *simple majority of the members present at a monthly general meeting.*
- f. In cases of hardship, dues may be paid in installments arranged with the Treasurer. The board may consider waiving the membership fee for any long term member that cannot afford the membership fee.
- g. Those who reach age 85 who have been a member for 5 years or more may remain members for as long as they desire without charge.
- h. Membership fees are non-refundable.

### **Section 3: Assessments:**

- a. An amount of one dollar or more can be assessed of each member if the situation requires it. An example of an assessed amount would be members attending an event in a private home and paying a predetermined amount for refreshments, paper products, etc.
- b. No other assessment shall be levied on the general membership except by a simple majority vote of the members present at the monthly meeting where the vote is taken.

**Section 4: Voting.** Each paid member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the membership. Proxy votes are not allowed.

**Section 5: Privacy.** To maintain the privacy of all members, the membership list or roster shall not be shared with any non-member, including other Prime Timer chapters. Violators will have their COPT membership revoked.

### **Section 6: Termination of membership.**

- a. A member may terminate his membership at any time by submitting a letter to the president.
- b. Failure to pay the membership fee as described above within 30 days past the due date may result in termination membership in C.O.P.T unless arrangements for payment have been made with the Treasurer.
- c. The membership of any person who acts in opposition to the purposes of C.O.P.T. as set forth in Article I, Section 2, or who jeopardizes the right of privacy of any member may be revoked upon the vote of three-fifths of the Board of Directors.
- d. Any member that represents himself as a representative or member of C.O.P.T. for his own personal gain and who's actions are not in the interest of C.O.P.T. may be censured by the board and may be subject to revocation of membership as outlined above.
- e. Any member that represents himself as a representative or member of C.O.P.T. and as such does not represent himself in a reasonable and professional manner that reflects poorly on C.O.P.T. may be censured by the board and may be subject to revocation of membership as outlined above.
- f. Members may represent themselves and members of C.O.P.T. as they wish. However, no member may represent himself officially as a representative of C.O.P.T. without the consent of the Board and then only for specific purposes as outlined by the board. Any member that misrepresents himself
- g. as a representative of C.O.P.T. may be censured by the board and may be subject to revocation of membership as outlined above.
- h. No member may conduct business on behalf of C. O. P. T. without the consent of the Board and then only for specific purposes as outlined by the

board.

Any member that conducts business on behalf of C.O.P.T. without the consent of the board may be censured by the board and may be subject to revocation of membership as outlined above.

i. A member may appeal the decision of the Board of Directors to a regularly scheduled business meeting of the full membership and seek reinstatement. A vote of a majority of members present is required for reinstatement.

**Section 7:** Only members in good standing may chair committees, hold office, vote, represent C.O.P.T. in any officially sanctioned capacity, and have such other rights, duties, and responsibilities as may be determined by the membership.

### **ARTICLE III. OFFICERS AND DUTIES OF OFFICERS**

**Section 1. President.** The President shall be the Chief Executive Officer of C.O.P.T., and, subject to the Board of Directors, shall have general supervision and control over its affairs.

- a. He shall serve as President of the Board of Directors and preside at all meetings of C.O.P.T. and shall enforce the by-laws.
- b. He shall recommend such measures to the Board of Directors and to the membership as he considers desirable to further C.O.P.T. objectives.
- c. He shall be responsible for all valuable documents and archives of the chapter.
- d. He shall represent C.O.P.T. as delegate to the World Wide Prime Timers convention. If the President cannot, or does not wish to, represent COPT as a delegate, he will recommend a representative to the Board of Directors.
- e. In the event of disability, absence, or withdrawal of the President, his title, duties and all obligations shall be assumed by the Vice President. Should further succession to the office be necessary, the title, duties and obligations shall be assumed by the Secretary.

**Section 2. Vice-President.** The Vice President shall perform such duties as the President and the Board of Directors may assign.

- a. He shall chair Board of Directors when it is meeting as the Grievance Committee.
- b. He shall act as President in the event of the President's absence, disability, death or resignation.
- c. He shall routinely monitor all committees. The Vice President may be asked to participate in a given committee or chair a committee in the chairman's absence.

**Section 3. Secretary.** The Secretary shall maintain the membership list, take and maintain minutes of all meetings of C.O.P.T. and the Board of Directors,

conduct all correspondence as necessary or directed and give notice of meetings. He shall keep a list of current members, their addresses and interests and publish a membership roster at least each quarter.

**Section 4. Treasurer.** The Treasurer shall collect membership fees, make required disbursements as approved by the Board, maintain C.O.P.T. bank account(s), maintain all requisite financial records and reports and provide regular reports to the membership and the Board of Directors on the financial status of C.O.P.T.

- a. He will sign all checks. A counter signature will be required of one of the other authorized signers when the dollar amount exceeds \$250.00 and the amount has not been approved by the board.
- b. He will prepare an annual budget in consultation with the Board, and present it for approval not later than the second Board meeting of the business year.
- c. He will make reimbursements for ordinary expenses incurred to conduct the business of C.O.P.T. in a timely manner upon presentation of proper receipts.

**Section 5. Members-at-Large.** There shall be two but no more than four members-at large of the Board of Directors. They shall participate as voting members of the Board of Directors.

**Section 6. Term of office.**

- a. The board will be elected to staggered two year terms.
- b. (Transition) For the election held in December 2011 half of the directors will serve one year terms to be determined by lot at the organizational board meeting.
- c. The term of office for officers will be one year without regard to the length of their board term. There is no limit to the number of consecutive terms an officer may serve in each office. Officers will serve from January 1<sup>st</sup> through December 31<sup>st</sup> of each year.

**Section 7. Vacancies.** Vacancies on the board other than the President may be filled by a special election. Nominations for vacancies shall be submitted to the Nominating Committee and nominations from the floor shall be accepted at the regular meeting prior to the meeting in which the election occurs. No nominations from the floor or "write in" nominations will be accepted at the meeting in which the election occurs.

**Section 8. Election for Board of Directors.** Elections for the board will be conducted annually as follows:

- a. The nominating committee will be selected by the board at the September

board meeting.

b. A slate of nominees for the *board* shall be submitted to the general membership meeting held in November of each year. Additional nominations may be made from the floor, at that and only at that meeting. The committee will nominate candidates who are willing to serve on the *board* of COPT.

c. The membership will elect members to the board at the December business meeting. To be elected, a director candidate must receive at least 50 percent of the votes cast.

d. Board members elected at the December meeting will assume their positions on January 1<sup>st</sup> of the year for which they were elected.

## **ARTICLE IV: BOARD OF DIRECTORS**

**Section 1. Composition.** There shall be a Board of Directors composed of no fewer than six members or larger than eight, including:

- a. the President;
- b. the Vice-President;
- c. the Secretary;
- d. the Treasurer;
- e. Up to four Members-at-Large;
- f. the immediate past-President, if he completed his term in office shall be invited to serve in an advisory capacity, but shall serve without vote.
- g. The board shall select/elect its officers at the first regular board meeting each year.

### **Section 2. Meetings.**

- a. The Board of Directors shall meet monthly except in case of an emergency. However, if there is little or no business to conduct the board may forego up to two non-consecutive meetings a year.
- b. The president may call for special meetings of the Board of Directors as he sees fit.
- c. A voting quorum for the Board of Directors shall be one-half of the elected board.

**Section 3. Duties.** The Board of Directors shall plan membership meetings, including the preparation of an agenda, conduct routine business matters, oversee the operation of committees, authorize minor projects, manage group property, provide leadership and direction for the organization, attend a major portion of all C.O.P.T. sponsored activities and do all such things necessary to further the organization and its objectives.

**Section 4.** The President shall preside at the meetings of the Board of Directors but shall not vote unless there is a tie.

**Section 5.** The order of business for Board of Directors meetings shall be as follows:

- a. Secretary's Report
- b. Treasurer's Report
- c. Committee Reports (When requested)
- d. Continuing Business
- e. New Business
- f. Adjustments to General Meeting agenda
- g. Adjournment

**Section 6. Board member attendance.** If a member of the Board of Directors fails to attend the monthly meetings on a continuous basis, he will be contacted to explain his absents. If the member has given a "good reason", he will remain on the board. If the reason is deemed "unacceptable" by the Board, this could result in his removal from the Board, and his office being declared vacant. "Good reason" will include, but is not limited to, illness of the member, illness of the member's partner, pressing business obligations, and other reasons determined by vote of the Board of Directors.

## **ARTICLE V: MEMBERSHIP MEETINGS**

**Section 1. Meetings.** The date, time and place for membership meetings will be announced in the monthly calendar.

**Section 2. Special meetings.** Special meetings may be called by the President, or the Board of Directors. Notice of a special meeting shall specify the business to be transacted and no business other than that stated in the notice shall be considered.

**Section 3. Quorum.** A quorum for transacting business at a meeting shall be ten percent of the membership and one board member.

**Section 4. Cancellation of meetings.** No meeting may be canceled or postponed except *by a vote of* the Board of Directors or, in an emergency, by the President.

**Section 5.** Voting at meetings shall be restricted to members in good standing.

**Section 6.** The order of business at all meetings of the general membership shall be determined by the President and the board. The order of business and shall be presented in agenda form.

## **ARTICLE VI: COMMITTEES**

**Section 1. Nomination and Election Committee.** A nomination and Election committee will be selected by the board in *September*. It will consist of not less than three nor more than five members in good standing. It shall include one current board member.

- a. A chairperson shall be selected by the committee.
- b. A slate of nominees for the board shall be submitted to the general membership meeting held in November of each year. Additional nominations may be made from the floor, at that and only at that meeting. The committee will nominate candidates who are willing to serve as officers of COPT to fill vacancies during the year.
- c. The Nomination and Election committee shall oversee the production of an Australian(secret) Ballot to be used for the election in December. No nominations from the floor shall occur at the December meeting.
- d. The Nomination and Election committee shall oversee the election process. They shall present, collect and tabulate the votes. As well as announce the winners.
- e. In the case of a tie. The vote will be taken again for the office in question. This process will continue until the matter is resolved.

**Section 2. Grievance Committee.**

The Grievance Committee shall consist of the Board of Directors, except that if a grievance is against a member of the board, that member will excuse himself from voting.

- a. The Grievance Committee will receive and investigate all written complaints of alleged misconduct. They shall conduct a hearing with the concerned member(s) present.
- b. The Grievance Committee shall develop and maintain appropriate Rules & Regulations if needed. The Rules & Regulations shall take effect when accepted by a two-thirds vote of the committee.
- c. The Grievance Committee shall be responsible for all notification related to their function.

**Section 3. Other Committees.** Committees may be established by the President with the approval of the Board for any needed purpose.

- a. The President will appoint committee chairmen.
- b. All committees will be responsible to the Board of Directors which shall oversee their operation.
- c. The membership or Board of Directors may delegate such powers to a Committee as are necessary to further the goals and objectives of the organization. The purpose of these committees is to involve as many members as possible in sharing the responsibilities of the organization and seeing that duties, jobs, and activities are carried out with integrity.

- d. Committee chairs should coordinate with the Vice-President prior to each board meeting where information is to be presented to the board. The Vice-President shall decide if he, or the committee chair, shall present pertinent and solicited information to the board.
- e. All committee chairs are invited and welcome to all regular board meetings, as are all members, but are not required to attend unless asked to attend by the board.
- f. Committees may include, but are not limited to, membership, finance, social activities, Labor Day weekend planning.

**ARTICLE VII: RULES OF ORDER** All questions of parliamentary procedure shall be governed by the most recent edition of *Robert's Rule of Order*.

**ARTICLE VIII: PRIVATE PROPERTY-PERSONAL INJURY** The chapter shall not be held responsible for the loss of or damage to property belonging to members. C.O.P.T. is not responsible for the actions of any of its members or guests or accidents and actions of the members or guests. Each person assumes his own responsibility for himself or his property at any C.O.P.T. function or meeting.

**ARTICLE IX: PROPERTY** The title to and ownership of all property, effects, assets and inventories shall be in the name of C.O.P.T. In the event of dissolution of C.O.P.T. such assets and property will be distributed in accordance with the laws of the State of Ohio governing Non-Profit Organizations.

#### **ARTICLE X: AMENDMENTS TO BY-LAWS**

- (a) Amendments may be proposed by the Board of Directors.
- (b) Amendments may also be proposed by a petition of ten members.
- (c) All amendments must be approved by the membership. After the Board's consideration, proposed changes shall be submitted to the membership no less than one month prior to the next scheduled general meeting.
- (d) Any alteration, amendment, or repeal of these By-Laws requires a simple majority of the members in good standing present at a general meeting of the membership.

#### **ARTICLE XI: ADOPTION**

This Constitution and By-Laws shall take effect when accepted by a two-thirds vote of the Board of Directors and a simple majority of members in good standing present at a general meeting. After adoption, a copy shall be made



available to all members and to new members.