

Western Slope Bears Bylaws

ARTICLE 1 – Definitions

I. NAME

The name of the organization shall be Western Slope Bears (hereinafter referred to as ‘Organization’). Other names used for the Organization may include, but is not limited to, Western Slope Bears, WS Bears, and WSB.

II. PURPOSE AND SCOPE

The purpose and scope of the Organization and its general membership is to organize social, recreational, educational, and entertainment events and activities for the social enjoyment and benefit of its members. The Organization pledges to bond its members through interpersonal relationships, mutual respect and camaraderie within the membership and entire GLBT community. The Organization, as a social and service organization, is dedicated to holding and sponsoring events which benefit, raise awareness and offer recognition of the Bear and GLBT communities, The Organization is also committed to assisting other GLBT organization(s) with events that are designed to raise funds in support of not-for-profit organizations as approved by the membership.

III. THE ORGANIZATION’S FISCAL YEAR

The Organization’s fiscal year shall be May 1st through April 30 of the following calendar year.

IV. THE BOARD OF DIRECTORS

The Purpose and scope of the Board of Directors (hereinafter referred to as ‘the Board’) is to administer and maintain the business of the Organization. Any action of the Board shall stand as valid unless challenged and overturned by a majority (2/3 of the voting membership) vote of all eligible Organization members.

V. MEMBER IN GOOD STANDING

A member in good standing is a member who is at least 21 years of age and able to provide documented proof of such, whose dues are current, has no outstanding obligations to the Organization, and acts in a manner which does not defame or undermine the integrity of the Organization.

ARTICLE 2 – The Organization

I. MEMBERSHIP

A. Composition/Eligibility

Membership shall consist of gay or bi-sexual men of legal age (21 years) who support the purpose and scope of the Organization, as herein set forth. The Board reserves the right to refuse any application and/or revoke membership to any person if the Board determines that the applicant's admission would prejudice the interests of the Organization, or hinder and/or conflict with any purpose or goal of the Organization.

B. Membership

Membership in the Organization shall be personal, shall not survive the death any individual member, and may not be transferred by any means.

C. Dues

All Organization members, including Board members, shall pay dues. The Board will evaluate the amount of the dues annually. The Board will provide a report of dues evaluation and provide a recommendation(s) to the membership at the Annual meeting. Dues will be set by a vote of the general membership at the Annual meeting in April.

II. ORGANIZATION MEETINGS

A. General Meetings

The Organization shall have a minimum of four general membership meetings per calendar year. All regularly scheduled Board meetings shall be open to all Organization members and the members are encouraged to attend, provide input and participate in discussion(s) as appropriate. Roberts Rules of Order along with Board established meeting policies/guidelines will control member and or guest participation.

B. Annual Meeting

The Annual meeting shall be held in April and shall be concurrent with a General (quarterly) meeting. The purpose of the Annual meeting is for the Board to report on the Organization's current condition, summarize activities during the prior year, garner input and ideas for events and activities for consideration in the upcoming year, conduct elections as appropriate, discuss and vote on any bylaw amendments forwarded for

membership consideration as well as Board and/or member topics which may be raised as agenda items or raised as issues from the floor.

III. QUORUM (Quarterly/Annual Membership Meetings)

- A. A quorum may be established when at least four Board members and not less than five Organization members are present, unless otherwise specifically stated within these bylaws.

IV. PROXIES

- A. Proxies shall not be allowed, unless otherwise specifically stated within these bylaws.

V. ABSENTEE BALLOTS

- A. Absentee ballots shall not be issued.

VI. VOTING BY ELECTRONIC MEANS

- A. Ballots and voting will be permitted by email. Ballots that are sent via email will be printed out and kept on record.

ARTICLE 3 – Board of Directors

I. COMPOSITION

The Board shall include a total of six elected positions. Positions shall include a President, Vice-President, Secretary, Treasurer, Director of Membership, and Director of Activities. All Board members will serve a two-year term of office with President, Secretary and Director of Membership being elected in even numbered years and Vice-President, Treasurer, and Director of Activities being elected in odd numbered years. Elections shall take place during the Annual Membership Meeting.

II. STATUS OF BOARD POSITIONS

Membership on the Board is personal, shall not survive the death of any individual member, and may not be transferred by any means.

- A. No two Board positions can be held by members of the same household at any given time.

III. DETERMINATION OF BOARD ELEGIBILITY

A person desiring to run for a Board position must be a member in good standing in the Organization for a period of no less than six months prior to election.

IV. NOMINATING

Nominations for all open Board positions shall take place during the General Membership Meeting in March of each election year. The nominations shall require a formal motion and second for each person nominated. Nominations shall be accepted from members in attendance. Any member who is unable to attend the General Membership Meeting and wishes to nominate a member for office must do so in writing to the President. The President, no later than March 30 of election year, must receive written nominations. The President shall place all written nominations before the members in attendance following the floor nominations process. If the nominated person is not in attendance at the membership meeting, a written letter of acceptance shall be allowed. In order to allow ample time to recruit nominees for Board positions, notification of the nominating process shall be issued on the Organization's web-based or printed newsletter in February of each election year.

V. ANNUAL ELECTIONS

Open or available Board positions shall be filled by a vote of the Organization for elections at the Annual Membership Meeting in April of each election year. The Board shall establish and Elections Committee for each election. The committee shall be responsible for the elections process including counting and documentation of ballots cast along with providing a report on the result of elections to the Board and General Membership.

A. Separate board elections

Board elections shall be held at two separate election processes, odd and even numbered years. This is intended to assist in smooth transition(s) and to maintain a cohesive Board.

1. Elections shall be held for the Offices of President, Secretary and Director of Membership in even numbered years.
2. Elections shall be held for the Offices of Vice-President, Treasurer and Director of Activities in odd numbered years.

VI. ELECTTEES

Board members shall be elected in April and sworn in and seated as members of the Board at the beginning of the Regular Board Meeting in May of the applicable election year.

VII. VACANCIES

If a vacancy should occur on the Board due to resignation, termination, or any other reason, a new Board member shall be appointed by a majority vote of the remaining Board. The Board position shall last the remainder of the term vacated. The Board shall announce the vacancy and determine, in the best interest of the Organization, the method to select potential candidates for consideration and select by majority vote, the interim replacement.

VIII. TERM OF OFFICE

The term of office for any and all positions of the Board shall be for two calendar years. A member may not hold the same position for more than two consecutive terms.

IX. SALARIES

No salaries shall be paid to any member for any reason.

X. TERMINATION OF BOARD MEMBERSHIP

A. Reason(s) for Termination

Membership on the Board may be terminated for the following reason(s):

1. Theft of money or merchandise from the Organization.
2. Failure to actively participate in Board functions.
3. Non-attendance of two consecutive Board meetings without prior notice to the Board.
4. Acting in a manner detrimental to the Organization or its members.

B. Procedures for Removal

Removal shall require the affirmative vote of the majority of the Board. In the event that any such termination is contemplated, the Board shall notify the member, in writing, of the reason(s) for the proposed action. The time and place of the meeting of the Board at which termination is to be considered shall be given not less than ten days prior to the date of the subject meeting with the stated reason(s). At said meeting the affected member may provide comments in his own defense.

XI. APPEAL OF TERMINATION

If, after an affirmative vote for termination by a majority vote of the Board, the terminated member wishes to appeal to the Organization he must:

- A. Request, in writing, that a vote is taken by the Organization at the next scheduled General Membership Meeting. The President must accept such written request for appeal;
- B. The President must, at the next General Membership Meeting, call for a vote of the membership to determine the appeal;
- C. Upon an affirmative determination to hear the appeal, the terminated Board member may present his appeal;
- D. A written vote of two-thirds of the members present and eligible to vote shall determine reinstatement or termination.

XII. ELECTION OF BOARD OFFICERS

The officers of the Board shall be President, Vice-President, Secretary, Treasurer, Director of Membership and Director of Activities.

XIII. DUTIES OF THE OFFICERS

A. President

The President of the Board shall exercise the usual executive powers pertaining to the office of President. He shall preside at all meetings of the Board. He shall have the power and authority in public to speak for the Organization, and may designate a representative to do the same in his absence or inability to attend a public forum/function. He shall exercise his right to vote only in the case of a deadlocked or tied vote of the Board. He shall have the same right to vote as any other member on issues that are placed before the general membership.

B. Vice-President

The Vice-President shall, in the absence of the President, serve in that capacity. The Vice-President shall also serve as parliamentarian and perform such other duties as may be assigned by the Board. The Vice-President shall also conduct responsibilities of vacant Board positions until the position is filled.

C. Secretary

The Secretary shall sign and execute with the President all deeds, bonds, contracts, leases, agreements, instruments, and other obligatory documents in the name of the Board; keep the Organization seal, and affix it to all official Organization documents. He shall conduct the general correspondence of the Organization, to include notices of meetings and agendas. The Secretary shall also be responsible for recording the minutes of all Board and Membership meetings and for the compiling and dissemination of all minutes to the Board for approval and once approved to the general membership. He keeps records

of all proceedings of the Board and shall keep on file all minutes of the Organization and committee reports.

D. Treasurer

The Treasurer of the Board shall receive and be accountable for all funds; pay all obligations incurred by the Organization when payment is authorized by a majority vote of the Board; maintain banking accounts (checking, savings, investment, etcetera) in depositories designated by the Board; render monthly financial reports; and maintain accurate and timely records in accordance with established accounting methods and procedures. He shall process new and renewal membership applications; maintain official membership rolls, and mailing lists; and make available such records when required and appropriate.

E. Director of Activities

The Director of Activities is responsible for the scheduling of all activities, meetings, and events. Additionally he is responsible for communicating with the Organization members regarding activities and events.

E. Director of Membership

The Director of Membership shall be responsible for the recruitment of members, maintenance of membership lists, and communication to members on behalf of the Board or to cause appropriate communication between specific Board member(s) and a member(s).

XIII. BOARD MEETINGS

A. Regular Board Meetings

Regular meetings of the Board shall be held monthly. Notification of all changes in meeting dates, times and location(s) is the responsibility of the Secretary. All regular Board meetings shall be "open meetings" as defined below.

B. Board Meeting Classifications

1. Open Meetings: Regular meeting(s) of the Board may be held at any time or place at the call of the President. A minimum of three (3) days notice of the entire membership is required. Notice must include the date, time, location and proposed agenda. Controversial topics shall be clearly identified on the agenda. Regular meetings are open to the general membership and invited guests of the Board.

2. Executive Session: Any Board member may move, by formal motion, for the Board to convene to executive session when appropriate. Executive session(s) allow Board members to be briefed on sensitive information or to be advised by legal council if/when appropriate. Any and all discussions and decisions shall be made in a regular meeting. Attendance at executive session(s) is restricted to Board members and invited guest(s) that can provide advice or information germane to a specific topic(s). Executive session(s) shall be noticed to the Board and general membership with not less than twenty-four (24) hours notice. Notice shall state a general topic, reason for the session, date, time and location. Minutes of Executive Session(s) shall include topic, date, time and location. Sensitive information shall not be included in the minutes of the session(s).
3. Emergency Session(s): Emergency session(s) may be called without notice to the membership and are restricted to Board members only. A concerted attempt shall be made by the President to poll all Board members, and detailed documentation of the actions taken, decisions made, and opinions expressed shall be entered into the official records as part of the minutes of the proceedings at the next Regular meeting of the Board.
4. Special Meeting: Special meeting(s) of the Board may be held at any place and at any time whenever called by the President or two or more Board members.

C. Notice of Meeting(s)

Notices of all open and executive session(s) of the Board are required. Notice of meetings shall include the date, time, location, agenda, and classification of the meeting. Such notice shall be given by the Secretary or by the person(s) calling such meeting by mail, personal communication over telephone, or by general announcement at and Organization meeting. This is to insure that all members are aware of such meeting(s). Such notice shall be given at least three days prior to the date and time on which the meeting is to convene unless otherwise stated in Article XIV, Section B3-4 of these bylaws.

XIV. ATTENDANCE

Members of the Board must not have more than one un-excused absence per calendar year. For the purposes of the section, “excused” absences shall include illness, job requirements, being out-of-town (either vacation or business), and other reasons deemed appropriate at the discretion of Board members. When possible a Board member should notify the Board in writing in advance of an absence.

At least one Board member is required to attend all official functions of the Organization. The President shall assign Board member(s) to all WSB official functions.

XV. QUORUM (Regular Board Meetings)

A quorum may be established when at least four (4) Board members and not less than two (2) Organization members are present, unless otherwise specifically stated within these bylaws. All Board actions shall be decided by a simple majority vote of members present at the meeting (unless otherwise specified in (RONR)). If there is not a quorum at a meeting, minutes will be taken and any decisions requiring an action/vote of the Board shall be tabled and carried forward to the next regularly scheduled Board meeting. If time is key to a Board decision, an Emergency meeting shall be called as soon as practical. If there are less than three (3) members on the Board, all actions requiring a vote are deferred to a majority vote of the general membership.

ARTICLE 4 – GENERAL MEMBERSHIP

I. MEMBER ELIGIBILITY

Membership is open to any gay or bi-sexual male who has reached the age of twenty-one (21). There shall be no physical characteristics required for membership.

II. MEMBERSHIP DUES

Membership dues are to be paid by each member on a yearly basis. A review of the Organization's financial condition shall occur annually and the Board will consider any potential change/adjustment to the amount of dues needed. If the Board deems appropriate, a change/adjustment of the dues, the Board will vote to establish a justification, recommend an adjustment of dues, and craft language for a presentation to, and vote of, the general membership. The presentation and vote shall occur as an agenda item with the financial report at the Annual Membership Meeting. Membership dues are payable by May 1st for the following fiscal year.

II. TERMINATION OF MEMBERSHIP

A. Resignation

A member of the Organization may resign or terminate their membership for any reason. Prorated refunds of membership dues will not be considered for resignation(s).

B. Termination of Membership by the Board

The Board may remove a member from the rolls if that member has acted in a manner detrimental to the Organization or its members. The Board also reserves the right to bar any individual from an Organization event if that person has acted in a manner detrimental to the Organization or its members.

1. A written letter stating the reason for Board termination and signed by the President, or his designee, shall be sent to the effected member by certified mail return receipt requested. The effective date of the termination shall be thirty (30) calendar days from receipt of the instrument based on date of receipt.
2. Following receipt of the writing instrument, the effected member will have seven (7) calendar days to provide a written response/defense to the Board.
3. If the effected member submits a written response/defense in a timely manner, the Board shall have seven (7) calendar days to convene an Executive Session for consideration of the response. The Board shall discuss and consider the response and call for a vote regarding the proposed action of termination. The executive session review is based on a review of the record and is not obligated to include the effected member in the meeting. However, if at Board discretion, the Board feels the effected party or other persons are needed for proper review, they may be invited and included for fact-finding purposes.
4. If, after and affirmative vote for termination by the majority of the Board, the terminated member wishes to appeal to the Organization he must:
 - a. Request, in writing, that a vote is taken by the Organization membership at the next regularly scheduled meeting of the membership. The President shall accept such written request for appeal;
 - b. The President shall, at the next Organization meeting, call for a vote of the membership to determine the appeal;
 - c. Upon and affirmative determination to hear the appeal, the terminated member may present his appeal;
 - d. A written vote of two-thirds of the eligible voting members present at the meeting shall determine reinstatement or confirm termination.

ARTICLE 5 – OFFICAL ORGANIZATION-SPONSORED FUNCTIONS

I. WSB Organization Events/Functions

Official Organization functions are those for which the total responsibility of planning, preparation, and execution belongs to the Organization and the Board. Financial responsibility for these functions is borne totally by the Organization, with all revenues derived for said functions becoming the assets of the Organization. Participation in and attendance at these functions is encouraged of all Organization members and expected of all Board members. The Organization Activities Calendar shall run concurrent to the fiscal year.

ARTICLE 6 – COMMITTEES/SPECIAL POSITIONS

I. COMMITTEES

The President for specific tasks, with the Board selecting a chairman, shall designate committees. Each chairman shall appoint active members to assist with the committee's function/charge. The President shall provide charter to the designated chairman outlining the subject, scope of work, and expectations for the committee.

II. SPECIAL POSITIONS

Special positions, such as activity organizers, Webmaster, etcetera, may be created to fulfill important Organization needs or functions. Individuals shall be appointed to these positions at the Board's discretion. The Board will provide adequate detail regarding the position for the appointee to effectively and adequately complete the activity in accordance with Board expectations.

ARTICLE 7 – FINANCES

I. OPERATING COSTS

Monies, including dues, are collected to cover the costs of operating the Organization or as charitable contribution(s). All monies collected by the Organization shall be deposited in appropriate account(s) maintained by the Organization at an insured financial institution.

II. Dues

Dues set by the Board and ratified by vote of the general membership shall be collected annually for the forthcoming year and are payable May 1st. Notice of renewal will be given by the Board to the membership in March. No delinquent notices will be sent.

III. EXPENDITURES/CHECKS/DISBURSEMENTS

- A. The Board shall be charged with authorizing checks for payment of expenses. Officers of the Board will have signature authority on Organization account(s). No two Board members within the same household can have signature authority.
- B. Withdrawal of funds from any Organization account must have pre-approval of the Board.
- C. All expenditures and reimbursements shall be made by check with the item for which each check is drawn designated on the face of the instrument.

IV. FINANCIAL DISCLOSURE TO MEMBERSHIP

The Organization's financial records shall be produced at the end of each fiscal year and made available to the membership at its Annual meeting.

ARTICLE 8 – GENERAL AND MISCELLANIOUS

I. FINANCIAL PROVISIONS

A. Fiscal Year

The fiscal year shall be the first day of May through the thirtieth day of April the following year.

B. Loans

No loans shall be made by the Organization.

C. Books

The Organization shall keep current and complete books and records of accounts in accordance with accepted and established accounting principles. Any member, in good standing, may inspect all books and financial records of the Organization for any proper purpose. A member in good standing requesting a review must make such request in writing. The request must be sent to the Treasurer who will contact the requesting member and establish a timely and appropriate date, time and location for the review. The Treasurer or his Board member designee must be present during the review. At no time will records or instruments leave the control/over site of the Board.

D. Fund-raising

Expenses incurred by a Board member while representing the Organization in an official capacity may be reimbursed by the Organization with prior approval of the Board. Reimbursed expenses shall not exceed monies collected through fund-raising by the Board or titleholder of the Organization.

II. ADMINISTRATIVE PROVISIONS

A. Calendar/Organization Year

The Organization's calendar year shall be from the first day of May through the thirtieth day of April the following year.

B. Records/Minutes

The Organization shall keep current and complete records of minutes of the proceedings of its membership meetings, the Board, and all committees established by the authority of the Board or by these bylaws. The Secretary shall keep such records. Any member, in good standing, may inspect all books and records of the Organization for any proper purpose. A member in good standing requesting a review must make such request in writing. The request must be sent to the Secretary who will contact the requesting member and establish a timely and appropriate date, time and location for the review. The Secretary, or his Board member designee, must be present during the review. At no time will records or instruments leave the control/over site of the Board.

III. CHANGES TO BYLAWS

All proposed changes to the bylaws must be submitted in writing directly to the Board. The Board shall discuss the proposed changes and their appropriateness to the Organization. The Board, at its discretion, may schedule a presentation by the proposer or, without further input, may consider the proposal for a vote of the Board. If the proposed change(s) pass a majority vote of the Board, it will schedule a presentation of the proposed change for general membership consideration and potential ratification by vote. Members must be in attendance at the general membership meeting for discussion of the right to vote on proposed changes/amendments to bylaws.

IV. SYMBOLS AND TRADEMARKS

The Organization reserves the exclusive rights to determine the use of all name(s), signs, symbols and marks developed for the Organization. The Organization will pursue legal protection for these items. The power to license, sell or distribute these items shall remain with the Board.

V. PARLIAMENTARY AUTHORITY

The Organization will generally abide by Robert's Rules of Order (RONR) for conducting meetings.