

# **MATURE FRIENDS BY-LAWS**

## **Article I - NAME**

Section 1 - The name of this organization is **MATURE FRIENDS**.

## **Article II - PURPOSE**

Section 1 - **MATURE FRIENDS** shall function as a non-profit, non-partisan, non-sectarian resource organization to provide social activities, education, and protection against discrimination to the over-40 LGBTQ communities and their allies.

## **Article III - MEMBERSHIP**

Section 1 - Any individual who subscribes to the fundamental purpose of **MATURE FRIENDS** may become a member entitled to the rights, privileges, and responsibilities thereof, upon payment of annual dues.

Section 2 - Any individuals who meet the above criteria shall not be excluded from membership, or segregated, or otherwise discriminated against within the organization.

Section 3 - Each member shall be entitled to one vote at any open meeting of **MATURE FRIENDS**.

Section 4 - Confidentiality for each member is fundamental. The identity, address, telephone numbers, or circumstances of a member, as revealed to **MATURE FRIENDS**, shall not be disclosed without the written consent of the individual directly concerned.

Section 5 - If any member is charged with conduct detrimental to **MATURE FRIENDS** or its members, The Board shall consider the matter and decide if any further action is needed. If further action is required the Board or a Board member shall meet with the member, after written notification as to the time and date of such meeting, and provide time for written or oral response from said member. Following written notice of the intended action, any member may be removed from membership, for just cause, by a two-thirds majority vote of the Board, whenever in its judgement the best interest of the organization would be served.

Section 6 - No member shall speak for **MATURE FRIENDS** unless elected to do so by the membership (via The Board) or hired to represent the organization.

Section 7 - Membership dues shall be determined by The Board and become payable on January 1<sup>st</sup> annually.

## **Article IV - BOARD OF DIRECTORS**

Section 1 - The **MATURE FRIENDS** Board of Directors, hereafter referred to as The Board, shall be the governing body of the organization, shall manage the affairs and control the funds and property of the organization, and shall adopt rules and regulations necessary to carry out its purposes.

Section 2 - The Board shall consist of, at least, ten (10) members. Each member shall have one (1) vote. A majority of The Board members present at any Board meeting shall constitute a quorum for the transaction of business. The previous Board President shall be a voting member of The Board for one (1) year following tenure. If The Board is unable to resolve any issue, said issue will be presented to the full membership for resolution.

Section 3 - Members of The Board shall be elected for a two (2) year term by a majority of members present at the Annual Membership Meeting in May and shall serve no more than three (3) consecutive two (2) year terms, or six (6) years, after which a one (1) year absence from The Board is required. The positions of President, Vice-President, Secretary, and Treasurer will be Board Members. All other committee and activity leads/positions may or may not be Board members.

Section 4 - Any vacancy on The Board may be filled by appointment for the remainder of the un-expired term by a majority vote of The Board.

Section 5 – The Board will elect the officers (President, Vice-President, Secretary, and Treasurer) at the June Board Meeting, following the Annual Membership meeting. Unless an officer dies, resigns, or is removed from office, they shall hold office for two (2) years. Any unfilled positions for Board officers may be filled by an interim officer appointed by the President, to serve until a replacement is elected. Board officers are eligible for re-election to their positions.

Section 6 - Any member of The Board may resign by presenting a written statement of resignation to the President.

Section 7 - Any member of The Board failing to attend three consecutive regularly scheduled board meetings may be contacted by the President regarding attendance. Following such contact, the President may recommend that the position be declared vacant.

Section 8 –The Board shall announce in the April Newsletter the number of upcoming open Board positions and invite applications from interested members.

Section 9 - Three months' membership is required before becoming eligible for any elected Board position.

Section 10 - A Board Development Committee can be appointed by The Board, and they shall seek nominees for any open position.

Section 11 - Any member of The Board may be removed for just cause by The Board after a two-thirds vote. Notice of the proposed removal and the statement of just cause must be provided to all Board members at least ten days prior to the meeting.

Section 12 - The Board shall approve in advance any non-budgeted obligation exceeding \$100.

Section 13 - The Board will review and approve an annual budget and shall inform members of goals and objectives and the financial status annually.

Section 14 - The Board will not approve requests for use of MATURE FRIENDS mailing list or membership list.

Section 15 - The Board will approve all contracts and/or written agreements that obligate the organization.

Section 16 - The President will direct the business of MATURE FRIENDS and preside at all Board meetings and Annual Membership Meetings. The President will also implement the decisions of The Board and preside at and establish agendas for all meetings. In addition, the President shall be an ex-officio member of all standing committees. Except as otherwise provided by State Statutes, the President, as directed by The Board, will execute such documents as may be necessary or required in the operation of MATURE FRIENDS including, but not limited to, contractual commitments, legal documents, and financial obligations. The President will appoint the Chair and members of any committee deemed necessary by The Board, subject to its approval.

Section 17 - The Vice President will assist the President in the conduct of meetings and serve as chairperson in the absence of the President. He/she will perform all duties incidental to the office and other such duties as may be delegated by the President or The Board.

Section 18 - The Treasurer will be responsible for the receipt and accountability of all monies received and expended for the organization as directed by The Board and will perform other duties as are consistent with the position. A financial report will be made at each Board meeting and a written account will be published annually for the membership. The Treasurer will be an ex-officio member of any audit committee.

Section 19 - The Secretary will be responsible for the administrative records, preparation of the minutes of the monthly Board meetings, and will perform any other duties as are consistent with the position. Draft minutes should be e-mailed to Board Members within two weeks after any meeting. The Secretary will also be responsible for implementing signatory changes to the MATURE FRIENDS bank accounts.

Section 20 - If the President is unable to carry out the duties of that office, the Vice President will assume those duties and title of President with all the authority vested in her or him by the by-laws. In the event that the Vice President cannot assume this position, the Secretary will assume this position. In the event the Secretary cannot assume this position the Treasurer will assume the position of President. If none of the above can assume the position, new officers will be selected by The Board. The remaining members of The Board are authorized to fill the vacancies, after which the new Board will elect new officers.

## **Article V - MEMBERSHIP MEETINGS**

Section 1 - There will be an Annual Membership Meeting of MATURE FRIENDS held at the May potluck. Thirty days advance notice will be given to the membership.

Section 2 - Special membership meetings may be called by The Board or by petition from fifteen members. Twenty (20) days advance notice will be given to the membership.

Section 3 - Any member will be entitled to attend, speak, and vote at all general membership meetings.

## **Article VI - BOARD MEETINGS**

Section 1 - The Board shall hold at least ten (10) regular meetings annually, at a time and place to be fixed, from time to time, by the Board. The time and place for the next Board meeting will be determined and announced at each Board meeting. In the event that a Board meeting will not be held, such cancellation will be announced at least two (2) days prior to the cancelled Board meeting. The President will be responsible for e-mailing the meeting agenda and any associated materials to other Board members prior to each Board meeting.

Section 2 - Special meetings of The Board may be called at any time by any Board member by electronic transmission, mail, or personal delivery (including telephone), at least 48 hours prior to the date and time at which the meeting is to be held. The person or persons calling the special meeting will be responsible for e-mailing the meeting agenda and any associated materials to other Board members prior to the meeting.

Section 3 - Board meetings are open to the general membership. Any member wishing to speak at the meetings may do so. Debate and voting on motions and decisions are the prerogative of The Board. Anyone wishing to present items for Board consideration must notify The Board President seven (7) days prior to any Board meeting.

Section 4 – Board members may participate in a meeting of the Board by means of a conference telephone, videoconferencing system, or similar communications equipment by means of which all persons participating in the meeting can simultaneously understand one another. Participation by such means shall constitute presence in person at a meeting.

Section 5 - **Action without Meeting (AKA E-mail voting)**. Any action to be taken at a meeting of the Board may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken shall be executed by a majority of Board members. Such consent shall have the same effect as a vote of The Board, may be described as such and shall be filed with the minutes of the proceedings of The Board. For purposes of these Bylaws, “executed” means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity.

Section 6 - Minutes, books, and records will be open to inspection upon written request by any MATURE FRIENDS member in good standing.

Section 7 - Except as otherwise provided, all questions of Parliamentary Procedure will be governed by the latest edition of Robert’s Rules of Order.

## **Article VII - AMENDMENTS**

Section 1 - These by-laws may be amended by a two-thirds vote at any meeting of the organization provided that a general description of the proposed amendment has been included in the notice of the meeting.

Section 2 – These by-laws may also be amended by a two-thirds vote of The Board. Any member of The Board may submit a written motion requesting an amendment. Such motion must specify the change desired in specific language. Once seconded by another Board member, the motion will be discussed and voted upon at that meeting. Notice of amendments to the by-laws must be provided with the text of the amendment to all Board members at least ten (10) days prior to the meeting at which it is to be discussed and voted upon.

## **Article VIII - DISSOLUTION**

Section 1 - MATURE FRIENDS may be dissolved upon a two-thirds vote of its members present and voting at a duly called special meeting for this purpose. Upon dissolution, after paying, or making provisions for payment, of all liabilities of MATURE FRIENDS, The Board shall have the power to dispose of the total remaining assets of the organization in such manner as they may determine, provided that such disbursement shall be made exclusively to one or more organizations certified as 501(c)(3) by the Internal Revenue Code. No part of the net earnings of funds shall go to the benefit of any private individual.

ADOPTED - July 1989

Amended - July 1990; February 1994;

December 1995; July 1996; July 1998;

Article IV Section 3 amended July 24, 1998;

Article IV Section 5 amended Nov. 9, 1999.

Articles IV, Sections 1, 2, 3, 5, 7, 8, 10, 12, 13 and 16, amended and

Articles V, Sections 1 and 5, and Article IX amended to VIII, July 2004.

AMENDED AND ADOPTED – October 2019

AMENDED AND ADOPTED – September 12, 2022:

- Article III Sections 1, 2, and 5
- Article IV Sections 3, 5, 6 and 10
- Article VI sections 1, 2, 4 and 5