

## By-Laws for Frontiers

### I. Name

1.01 The name of this organization shall be *Frontiers*.

### II. Purpose

2.01 Frontiers is a social club providing opportunities for gay and bisexual men to participate in a variety of recreational, cultural, and educational activities.

### III. Membership

3.01 Qualification: Membership in Frontiers shall be open to gay and bisexual men who are at least 21 years of age.

3.02 Privileges: Upon acceptance of required dues, an individual shall become a member and be entitled to attend all club activities, meetings and events. His name shall be entered on the membership roll so as to receive the club newsletter, membership directory, and such reports and other informational material as may be distributed from time to time. A member may choose not to be listed in the membership directory.

3.03 Membership Directory: The membership directory is provided for the exclusive use of Frontiers' members to contact fellow club members. It is not to be furnished to organizations, businesses, fund raising groups or any individuals outside Frontiers.

3.04 Retention of Membership: A member remains in good standing by continued and timely payment of annual dues and compliance with these by-laws and any policies established by the Board. A person's membership may be rescinded by the Board for serious cause, such as an act in violation of these by-laws or the Club's established policies. Such person must first be notified in writing of the intent to rescind membership and be given an opportunity to be heard by the Board on the relevant issues.

### IV. Meetings

4.01 Annual Meeting: An annual meeting of the members shall be held at a convenient time and place designated by the Board of Directors. At least thirty days before the date of the annual meeting, the president shall cause written notice to be given each member as to the time, place and business to be transacted.

4.02 Quorum: At any meeting of the members, ten percent of the then current membership shall constitute a quorum.

4.03 Order of Business: The Order of Business of the Annual Meeting shall be:

- 1) Ascertainment of a quorum,
- 2) Approval of minutes of the last meeting,
- 3) The report of the Board of Directors by the President,
- 4) The report of the Treasurer,
- 5) The reports of the Coordinators of Membership and Programs,
- 6) Unfinished business,
- 7) New business,
- 8) The report of the Nominating Committee and the election of the Board of Directors, and
- 9) Adjournment.

4.03a The order of business may be suspended or revised by a majority of the members present.

4.04 Nominating Committee: At least 30 days before each Annual Meeting, the Board shall select a Nominating Committee of not less than three members, at least one of whom must be a member of the Board of Directors. The Nominating Committee shall be responsible for:

- 1) Preparing and placing before each Annual Meeting a slate of directors for election according to these by-laws, and
- 2) Maintaining lists of members who are eligible for appointment and have indicated an interest in serving as officers, directors, or committee members of Frontiers.

## **V. The Board of Directors**

5.01 Method of Election: Directors shall be elected at the Annual Meeting by and from the members. The Nominating Committee shall present a slate of eligible nominees for Board vacancies. In addition, nominations from the floor shall be requested. In the event no nominations are received from the floor, the acceptance of the Nominating Committee report by a majority of the members present shall constitute election of the Committee's nominees to the Board. If additional nominations are received from the floor, an election shall be held. Persons equal in number to the number of vacant seats shall be elected, the elected persons being those who receive the highest numbers of votes. Members may cast votes in number equal to, or fewer than, the number of vacant seats, but no more than one vote for a single candidate.

5.02 Duties: The Board of Directors shall be responsible for:

- 1) The election of officers as provided in section 6.01,
- 2) The general management of the Club's programs and activities,
- 3) The finances and records of the Club,
- 4) The establishment of policies and strategies for meeting the Club's financial and program needs,
- 5) The continued evaluation of the Club's purpose, direction, and member interest, as well as its programs and activities,
- 6) Liaison with other GLBT organizations,
- 7) The consideration of issues of concern to individual members, and
- 8) The filling of any vacant Board seat or office for the unexpired balance of the term.

5.02a Each Director shall be asked to develop at least one program each year to assist the Program Coordinator in the planning and arranging of the Club's programs and activities as provided in section 5.07.

5.03 Composition: The Board of Directors shall be comprised of nine directors elected as provided in Article IV for terms of two years. In order to provide staggered terms (so that no more than approximately half the terms expire each year), the first Board of Directors elected after the adoption of these by-laws shall determine amongst themselves which Directors shall be seated for one year or two years for this first election only. (amended 2-25-05)

5.04 Attendance: Board Members are expected to attend the regular meetings of the Board of Directors. An Officer or other Board Member who incurs three consecutive unexcused absences shall be deemed to have resigned from the office held and from the Board.

5.05 Meetings: The Board of Directors shall meet on a regular basis, at least six times per year, at a time and place to be fixed by the directors. A quorum shall consist of fifty percent of the filled seats on the Board. The President shall give not less than seven days written notice of such meetings to the Board. Regular meetings of the Board shall be open to any member of the Club, who may comment on matters being discussed.

5.06 Special Meetings: Special Meetings of the Board may be called by the President or by a quorum of the Board upon seven days notice to the members of the Board. This notice requirement may be waived by two-thirds of the Board.

5.07 Programs and Activities: In fulfillment of the Club's purpose as set forth in section 2.01, the Board shall provide on a regular basis for:

- 1) Discussion meetings or field trips designed to foster an exchange of ideas and information on diverse subjects of interest to gay and bisexual men, and
- 2) Group activities of a recreational, celebratory, or purely social nature.

## **VI. Officers and Administrative Officials**

6.01 The Officers of Frontiers shall be: the President, Vice-President, Secretary, Treasurer, and the Membership Coordinator. The officers shall be elected by a plurality vote at the first meeting of the Board of Directors following the Annual Meeting. All officers shall first be members of the Board of Directors and be a Club member for a minimum of one year.

6.01a If special circumstances require and the Board of Directors approves, one officer may be responsible for two of the offices designated in sections 6.01 and 6.03. It shall be understood, however, that upon the next expiration of the term of that officer, the two offices he holds will again be separate.

6.02 Terms of Office: The term of office shall be one year. In the event the next Annual Meeting shall take place later than one year after the date of election, the officers shall hold office until the first regular meeting of the Board of Directors following the Annual Meeting.

6.03 Other officials: The Board of Directors shall also appoint other Administrative Officials as required, such as a newsletter editor, a program coordinator, a communications coordinator, and coordinators for any special-interest subgroups which the Club may establish. Such persons need not be members of the Board, but they shall be members of Frontiers and they shall report either in person or by proxy to the Board of Directors at its periodic meetings.

### *Duties of the Officers*

6.04 Duties of the President: The President shall:

- 1) Preside at all meetings of the members and at meetings of the Board of Directors,
- 2) Call special meetings of the Board and of any committees thereof where circumstances warrant,
- 3) Serve as chief executive officer,
- 4) Be empowered to execute contracts and other legal instruments on behalf of Frontiers, with the approval of the Board of Directors,
- 5) Prepare and distribute the annual report and other periodic reports to members and others on the Club's programs, finances, and membership,
- 6) Send the meeting agenda, available officer's reports, and agenda-related materials in a timely fashion to the members of the Board of Directors prior to each Board meeting,
- 7) Perform such other duties as may be directed by the Board of Directors or as ordinarily required by the office of President, such as correspondence with members, contributors, and other organizations and individuals,
- 8) Represent the Club before public and community bodies, and
- 9) Work to maintain for Frontiers a favorable public image and presence within the community at large, the GLBT community in particular, and with the press and other media.

6.05 Duties of the Vice President: The Vice President shall:

- 1) Preside in the absence or inability of the President to preside or at the pleasure of the president,
- 2) Perform such other tasks as may be assigned by the Board from time to time,
- 3) Succeed to the office of president in the event of the inability of the President to continue in office or his resignation or removal from office,
- 4) Administer or help administer the Club's public relations functions at the request of the President.

6.06 Duties of the Secretary: The Secretary shall:

- 1) Be responsible for the keeping of minutes of all meetings of the members and the Board of Directors, and circulate those minutes as appropriate,
- 2) Maintain the non-financial records of the Club,
- 3) Maintain a list of the Board members with information concerning date of entry and exit from the Board of Directors,
- 4) Supply each new Board Member, Officer, Administrative Official, and Coordinator with a copy of these by-laws, and
- 5) Perform such other tasks as may be assigned by the Board from time to time.

6.07 Duties of the Treasurer: The Treasurer shall:

- 1) Maintain in good form and accessible the financial records and accounts of the Club,
- 2) Report the financial condition of the Club to the President in a timely manner prior to the meetings of the Board of Directors, to the members at the Annual Meeting and at such other times as the Board may require,
- 3) Act as signatory to such documents as may be required by the position,
- 4) File such reports as may be required by governmental bodies,
- 5) Maintain the Club's checking account with an insured financial institution, and
- 6) Make disbursements for Club expenditures as authorized by the Board of Directors.

6.08 Duties of the Membership Coordinator: The Membership Coordinator shall:

- 1) Be responsible for an outreach initiative to actively recruit and enroll new members and renew current members of the Club,
- 2) Maintain a current listing of all members of the Club, with dates of enrollment, amount of dues paid and expiration date of membership,
- 3) Compile and distribute at least annually a directory of the membership to the members, and
- 4) Serve as the contact person, or appoint a contact person, to be listed in various community calendars, such as the OutReach Calendar and Directory, for persons requesting information about the Club.

*Duties of the Administrative Officials*

6.09 Duties of the Program Coordinator: The Program Coordinator shall be responsible for:

- 1) The planning and arranging of programs and activities for the members as provided in section 5.07, including those developed by the individual members of the Board or individual members of the Club, and
- 2) Acknowledging speakers and hosts with follow-up letters and recognition in newsletters and annual reports.

6.10 Duties of the Newsletter Editor: The Newsletter Editor shall be responsible for preparation, publication, and distribution of the Club's official newsletter, and engage such assistants

as needed to fulfill these duties.

6.11 Duties of the Subgroup Coordinators: Each special interest Subgroup Coordinator shall:

- 1) Be selected by the subgroup with the approval of the Board of Directors,
- 2) Plan and arrange periodic meetings of the subgroup,
- 3) Report to the Board on the subgroup's activities, and
- 4) Prepare periodic reports on the subgroup's activities for publication in the Club's newsletter and/or annual report.

6.12 Delegation of Duties: Any Officer, Administrative Official, or Committee Chair may delegate any of his duties to appropriate persons. However, he retains the ultimate responsibility of his office.

6.13 Committees: The Board of Directors may appoint ad hoc or permanent committees to advise or otherwise assist any administrative official, coordinator, or the Board itself.

6.14 Removal of Official: Any officer, director, coordinator, or committee member may be removed from office by a majority vote either in person or by proxy, of the full Board of Directors. Said person must be notified in writing of the intent to remove and be given an opportunity to be heard by the Board on the issues involved. Cause for such removal action may include, but not be limited to:

- 1) Failure to satisfactorily perform the prescribed duties of his position,
- 2) Actions which are detrimental to the interests of the Club, and
- 3) Continued absence from meetings of the body for which he is responsible.

## **VII. Fiscal Matters**

7.01 Fiscal Year: The fiscal year of Frontiers shall be January 1 through December 31.

7.02 Authorized Signatures: All disbursements, except for petty cash as established by resolution of the Board, shall be made by check drawn upon the account of the Club and shall be signed by the Treasurer or such other officer or officers authorized by the Board. Personal use of the Club's funds by any Officer, Director, or member is prohibited and is cause for removal and/ or expulsion.

7.03 Audit: The Board may periodically authorize an audit of the books and accounts of the Club by a qualified individual or association.

## **VIII. Dissolution**

8.01 A majority of the Board of Directors may adopt a resolution recommending to the membership that Frontiers be dissolved and stating the reason for the recommendation.

8.02 To become effective, the recommendation for dissolution must be approved by a majority of the members in writing or by a two-thirds majority of the members present and voting at a regular or special meeting of the Club.

8.03 Upon completion of the dissolution of the Club, any funds remaining shall be distributed by the Board of Directors to one or more regularly organized and qualified charitable, educational or philanthropic organizations providing services or support to the local gay, lesbian, bisexual and transgender community. No part of said funds shall inure, or be distributed, to the members of the Club.

**IX. Adoption and Amendment of By-Laws**

9.01 These by-laws shall take effect immediately upon recommendation of a majority of the Board of Directors and approval by a majority of the votes received by mail prior to the following Annual Meeting together with those of the members present and voting at that Annual Meeting.

9.02 The election of a new Board of Directors shall occur immediately upon the adoption of these by-laws and the persons so elected and appointed shall assume their duties immediately.

9.03 The person elected Secretary is authorized to certify that this resolution has been adopted by Frontiers.

9.04 These by-laws may be amended at any meeting of the members of Frontiers with the approval of two-thirds of those present and voting, provided:

- 1) The proposed amendment shall have been introduced at a prior meeting of the Board of Directors, and
- 2) The notice of the meeting shall contain a statement of intent to amend the by-laws.

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**Certification**

This certifies that this resolution has been adopted by the membership of Frontiers.

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Secretary of Frontiers

\_\_\_\_\_  
Date

