

Bylaws of The Heart of Texas Bears, Incorporated



Chapter 1. General.

Sec. 1.1. Name.

The name of this organization shall be Heart of Texas Bears, Inc. (hereinafter the "Club").

Sec. 1.2. Purpose.

- (a). The Club is a social organization created to bring together gay and bisexual people who are either bears themselves or bear admirers, for friendship and fellowship, and shared common interests.
- (b). The purposes of the Club are to sponsor and promote social and recreational activities for its members and to conduct occasional fund-raising activities for selected charities.
- (c). The Club is a non-profit organization.

Sec. 1.3. Mission Statement.

The Club was founded on the truth that people need to maintain fellowship and fraternity with others of like mind and interest. The Club exists to:

- Support the eradication of discrimination, especially with regard to physical appearance;
- Provide social opportunities that enhance the personal growth and self-esteem of its members;
- Exemplify diversity and inclusiveness in our community;
- Promote the healthy expression of alternative lifestyles; and
- Foster positive community involvement and service.

Chapter 2. Bylaws.

Sec. 2.1. Changes to Bylaws.

These bylaws may be changed (amended or repealed) at any time at a regular or called business meeting of the Club. Proposed changes shall be presented in writing at a regular business meeting. A motion must be passed to place the proposed changes on the agenda of the next regular business meeting. The proposed changes will be published in the newsletter or by special mail and/or email at least ten days prior to the next business meeting when the vote is to be taken. A majority vote of those present is sufficient to approve changes, amendments or repeal; members may vote by written or email proxy submitted to the president or secretary.

Chapter 3. Membership.

Sec. 3.1. Members.

- (a). Regular Members.
 - (1). To be a member, one must be eighteen years of age or older, and must agree to comply with these bylaws, complete a membership application and pay the initial registration fee and subsequent annual dues.
 - (2). Membership applications will ask for identifying information such as name, address, telephone number, email address and age, either 18-21 or over 21. The applicant is required to sign the application to certify age.
 - (3). Members must be at least 18 years of age. Members under the age of 21 will sign a document that they will abstain from the consumption of alcohol at any sponsored event. The Club reserves the right to request identification from an applicant or member with proof of age such as a drivers license or other proof.
 - (4). Only regular members may vote in Club elections, business, and decisions.
- (b). Associate Members. Membership requirements for associate members shall be the same as for regular members. Associate members have no vote. The Club's regular members may set annual dues for associate members at a different level than dues for regular members.

Sec. 3.2. Disciplinary Procedures.

- (a). Disciplinary action by the executive committee or the regular membership is appropriate for violations of Club rules and regulations as stated in these bylaws, the membership application or the Articles of Incorporation.
- (b). Executive Committee Action.
 - (1). The executive committee shall have authority, by unanimous vote of the executive committee, to enact disciplinary action for violations of Club rules and regulations as stated in these bylaws, the membership application or the Articles of Incorporation.
 - (2). Disciplinary action taken by the executive committee may include, but is not limited to, censure and removal from membership.

- (A). For a first offense the executive committee shall censure the member.
- (B). For subsequent offenses the disciplinary action is at the discretion of the executive committee.
- (3). The executive committee shall notify the membership within 30 days that disciplinary action has been taken. Notification shall include an explanation of the violation and the action taken.
- (c). Regular Membership Action.
 - (1). A regular member can initiate disciplinary procedures by written notification to the executive committee.
 - (2). The executive committee shall place the request on the agenda of the next business meeting.
 - (3). A member shall be removed from membership by a 3/4 majority vote of the quorum.
- (d). Appeal of the disciplinary action may be made by the disciplined member at the next business meeting. A 3/4 majority vote of the quorum is required to repeal the disciplinary action.
- (e). A person who is removed from membership is not entitled to a refund of any portion of annual dues or initial registration fee.
- (f). The Club will not grant membership for a period of one year to a person who has been removed from membership.

Chapter 4. Meetings.

Sec. 4.1. Scheduling and Conduct of Meetings.

- (a). The Club shall hold regular business meetings in July, October, January, and April.
- (b). The president or a majority of the officers may call special meetings.
- (c). Notice of all regular and called meetings should be issued to all members not less than one month prior to the meeting. The notice must provide the date, time, and location of the meeting. Notice may be by publication in the Club newsletter.
- (d). When there is a need for proper parliamentary procedure, the officers shall use Roberts Rules of Order as a guide in conducting meetings.
- (e). Only regular members may vote in any business meeting; associate members shall have no voting rights but may attend any business meeting.
- (f). Unless otherwise specified in these bylaws, approval of any action requires a simple majority of the regular members present.
- (g). Business meetings do not include executive committee meetings.

Sec. 4.2. Annual Meeting.

For purposes of complying with laws related to corporations, the annual meeting of the Club shall be designated as the regular business meeting in the month of April at which Club officers are elected and any matters related to the Club and its status are considered.

Sec. 4.3. Quorum.

In order to conduct business, for business matters not otherwise specified in these bylaws, a quorum shall consist of those regular members present at a regular or special meeting of the Club.

Chapter 5. Executive Committee.

Sec. 5.1. Officers.

- (a). The officers of the Club shall be the president, vice-president, secretary and treasurer.
- (b). The officers shall constitute the executive committee.
- (c). Only regular members may be officers.

Sec. 5.2. Terms of Office.

- (a). The terms of office for officers shall be from July 1 through June 30.
- (b). A member may be elected to any one office for only two consecutive terms. After being elected to an office for two consecutive terms, a member must sit out at least one year, or be elected to a different office, before becoming eligible for that office once again.
- (c). Nothing in the bylaws is intended to limit how long a member may serve on the executive committee.

Sec. 5.3. President.

The president will preside at all meetings. The president will represent the Club as necessary or may appoint another to represent the Club if the president is unavailable. The president may create standing and ad hoc committees and appoint the chairs of such committees. The president will appoint a Newsletter Editor who will be responsible for the preparation and publication of a monthly newsletter.

Sec. 5.4. Vice-President.

The vice-president is elected to assist the president. The vice-president shall preside at all meetings in the absence of the president. The vice-president will serve as acting president when requested by the president or when the president is incapacitated. The vice-president is responsible for sending and receiving newsletters to and from other bear clubs. The vice-president shall review the newsletters of other bear clubs and maintain a current list of activities conducted by those clubs.

Sec. 5.5. Secretary.

The secretary shall record the minutes of all meetings, or designate another member to do so in his absence. The secretary shall be responsible for maintaining paper files of all written records of the Club. The secretary is responsible for all correspondence of the Club. As used in this section, correspondence does not include the newsletter. The secretary shall receive all membership applications and shall maintain a current directory of the members.

Sec. 5.6. Treasurer.

The treasurer shall be responsible for the deposit, recording, accounting, disbursement and safekeeping of all funds for the Club. The treasurer will present a year-to-date financial report at each regular business meeting and other reports as required by the executive committee or the Club membership.

Sec. 5.7. Election of Officers and Assumption of Office.

Nominations for office will be submitted to the secretary one month prior to the annual meeting either personally (in writing) at a meeting, by postal service, or by email. All nominations will require a second to be accepted. Only regular members may nominate or second candidates for office. Elections will be held at the regular annual meeting, and a majority of those regular members present will be sufficient to elect.

Sec. 5.8. Handling of Vacant Office.

- (a). If any office shall become vacant for any reason, including resignation or removal, the president may appoint a member to assume the office for the balance of the term of office. The appointee will be confirmed at the next regular business meeting. If the office of president becomes vacant, the vice-president shall immediately assume the office of president for the balance of the term of office and may appoint a member to assume the office of vice-president for the balance of the term of office.
- (b). If in the case of vacancy in the offices of both the president and vice-president, the immediate order of succession to acting president shall be secretary, then treasurer. Nomination and election of a new president and a new vice-president for the remainder of that administrative term shall be held at the next regular business meeting. In the interim, the acting president shall assume all duties of president in addition to the duties of his existing office.

Sec. 5.9. Responsibilities of the Executive Committee.

- (a). The executive committee shall meet at least quarterly. The executive committee shall meet, in the months preceding the Club quarterly business meetings to review the financial status of the Club, to plan events and any other matters requiring their attention. No action may be taken at executive committee meetings that requires specific voting requirements as designated in these bylaws, such as the commitment of funds greater than \$300.
- (b). The executive committee shall provide a report, at the next Club business meeting, of the business transacted in executive committee meetings since the last Club business meeting.

- (c). By the end of June the outgoing executive committee shall submit the preliminary Club calendar for the following August through July to the incoming executive committee. This calendar shall include, but is not limited to, the dates for all planned or recurring Club activities and responsibilities such as membership meetings, reserving space for membership meetings, paying Club bills, annual statutory filings and regular social events.
- (d). The incoming executive committee shall review the preliminary calendar and amend it as necessary.

Sec. 5.10. Removal from Office.

- (a). Officers may be removed from office by a 3/4 majority vote of the entire regular membership of the Club at a regular business meeting. Members may vote by proxy submitted in writing to the president or secretary. The secretary will notify all regular members by first-class mail or email prior to the meeting that a motion must be passed at a regular business meeting to place removal from office on the agenda of the next subsequent regular business meeting. If the secretary is the subject of the removal motion, the president will issue the notice and proxy votes will be submitted to the president.
- (b). An officer of the executive committee shall be removed from office for non-performance of duties by a unanimous vote of the remaining officers. The executive committee shall notify the membership within 30 days that an officer has been removed from office. Notification shall include an explanation.

Sec. 5.11. Sponsoring, Endorsements, and Committing Resources.

Only the Club membership or the executive committee may approve sponsorship or endorsements in the Club's name, commit Club resources or membership, or extend invitations to other organizations or groups.

Chapter 6. Financial Matters.

Sec. 6.1. Fiscal Year.

The fiscal year of the corporation and Club shall be July 1 through June 30.

Sec. 6.2. Dues.

There shall be annual dues as determined by the regular membership. Payment of the annual dues provides entitlement to membership benefits for a 12-month membership period that begins at the time the fee or dues is received.

Sec. 6.3. Annual Audit.

The president shall appoint an audit committee each January consisting of at least three regular members. The audit committee will meet with the treasurer prior to the end of February to examine all records for the preceding fiscal year and up to the time of audit. The audit committee will report the results of the audit to the membership at the next quarterly business meeting.

Sec. 6.4. Expenditures.

- (a). Financial decisions regarding expenditures of funds greater than \$300 must be approved by the Club in a business or called meeting. The quorum for such financial decisions shall be not less than three officers and five regular members.
- (b). The executive committee may approve expenditures up to \$300.
- (c). The treasurer is authorized to disburse funds without prior approval of the executive committee of the Club membership for all ordinary expenses such as printing, supplies, and event expenses up to the amount of \$200 for a single expense or reimbursement.

Chapter 7. Membership Information.

Sec. 7.1. Confidentiality of Member Information.

- (a). Members must give their individual permission prior to the Club's publication of any personal or identifying information in any form, such as postal and email addresses and phone numbers.
- (b). Members shall keep any such published personal or identifying information confidential and shall not release such published information outside the Club.
- (c). All officers will have a current directory of all members furnished by the secretary. The officers are required to keep this information confidential and will furnish information to a member about another member, whose information is not published to all members, only with permission. Any and all such information provided on membership application forms and other documents completed by members shall be placed in the safekeeping of the secretary who shall maintain its confidentiality.
 - (1). Officers may release confidential information to non-officer members who are appointed to positions that require access, such as to the Newsletter Editor, to facilitate the mailing of the newsletter.
 - (2). These appointees are bound by the same confidentiality regulations as stated in Sections 7.1 of these bylaws.
- (d). Members may not use any membership information for their own commercial purposes.

Sec. 7.2. Unauthorized Release of Confidential Information; Penalty.

A member may be removed from membership for violating the provisions of this chapter.

Chapter 8. Dissolution.

Sec. 8.1. Action to Dissolve.

- (a). Only a majority of the executive committee may move to dissolve the Club.
- (b). Dissolution of the Club requires a 3/4 majority vote of the entire regular membership.

Sec. 8.2. Distribution of Assets.

- (a). Upon dissolution of the Club, the executive committee shall distribute Club assets and archive Club records in compliance with federal, state and local laws and requirements, and with the Articles of Incorporation and these bylaws.
- (b). Upon dissolution of the Club, the executive committee shall return all borrowed property and pay all Club debts and expenses out of Club assets.
- (c). Upon dissolution of the Club, assets remaining after payment of Club debts shall be distributed to one or more exempt organizations in compliance with the Internal Revenue Service Code. No part of Club assets may be distributed to any individual person whether a member of the Club or not.

Adopted by the membership of the Heart of Texas Bears, Inc. on June 13, 1998.

Amended on April 11, 1999.

Amended on January 09, 2000.

Amended on October 14, 2001.