



## **BIG GAY MENS ORGANIZATION Bylaws**

### **MISSION STATEMENT**

To foster and facilitate cooperation amongst Member Clubs and promote acceptance and empowerment of big gay men and the men that admirer them.

### **PROFILE STATEMENT**

Big Gay Mens Organization (BGMO) facilitates social settings where your size or the admiration of big men isn't an issue. For some men it's a safe haven to explore for the first time their own desirability and sexuality. For other men it's an opportunity to explore feelings and emotions that they have kept hidden for fear of being ridiculed. For others it's just a chance to get together with the men whom they are attracted to. No matter what your personal or interpersonal acceptance maybe, there's a very good chance you will find comfort and acceptance with your involvement in one of the BGMO member clubs.

### **OBJECTIVES**

- I. The objectives of this organization are to provide a vehicle for the gathering together of autonomous and diverse gay (or bi-sexual) big men's clubs in order to jointly accomplish, to their mutual benefit, the following:
  - A. Generate increased interest and involvement in member clubs by:
    1. Placing neutral, cooperative advertisement in national media which have an appeal to the gay male population, specifically including media that appeals to the large gay male those who admirer them.
    2. BGMO shall assist in providing appropriate speakers to organizations that have an interest in the mission of BGMO.
    3. Record and preserve the resources of years of experience in the operation of member clubs. Providing member clubs and prospective new clubs with advice on any matter that the member club wishes to receive.
    4. Assistance in providing an Internet presence (aka website).
  - B. Preparation of an information packet that will assist individuals wishing to form a new club. This packet will be reviewed and updated on a regular basis and shall be provided at no charge to anyone seeking such information.
    1. At the request of a newly forming club, the BGMO Board will assist in the appointment of an advisor club to provide first hand assistance.
    2. Other assistance will only be in the form of materials and expert advice.
    3. When funds are available, BGMO will provide financial assistance to help member clubs with emergency financial funds and new clubs with start-up

assistance when properly applied for following the BGMO Finance Committee guidelines that have been approved and modified from time to time by the membership.

- C. Educating and Promoting, the acceptance of big gay men and their admirers and opposing discrimination in all forms, but primarily discrimination against big gay men and their admirers.
- D. Generation and maintenance of big men’s member clubs, non-member clubs and other related organizations, publications, etc.
- E. Publication of a newsletter in a format that can be easily reproduced and which can be included in the newsletters of each member club that would inform the membership of BGMO activities that would be of interest to the membership.

II. BGMO is a non-political organization and shall not take a stance on any political candidate or issue. If, in the best judgment of the officers of this organization, a political issue or candidate warrants mention, either by letter or in the newsletter, such mention shall be without official endorsement or conclusion.

III. BGMO shall not involve itself in the activities of any member club without the written request of that member club. Then such activity must be approved by the Board of Directors prior to any assistance being provided.

IV. BGMO is empowered to raise funds necessary to fulfill its purpose through annual dues assessed to member clubs, raffles at sanctioned events and other fund raising measures that are approved by the Board of Directors.

V. BGMO is a nonprofit corporation organized for exclusively charitable, scientific, religious, and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE 1. NAME/OFFICE**

The name of the organization shall be Big Gay Mens Organization (“BGMO”) which is incorporated in the state of Texas as a nonprofit corporation. The principal office of this corporation for business purposes is located at an address approved by the Board of Directors and may be modified from time to time.

#### **ARTICLE 2a. MEMBERS**

Section 1. Class of Members: Membership of BGMO shall be divided in three classes of membership as follows:

- (A) Member Clubs
- (B) Individual Members
- (C) Business Members

## A. MEMBER CLUBS

1. Definition: A Member Club is a group formed to serve the needs and wants of the big gay men and their admirers for their respective organizations.
2. Requirements for Membership:
  - a. Pay current annual dues to BGMO.
  - b. Prohibit discrimination on the basis of race, creed, color, size, weight, disability, sexual orientation or age.
  - c. The club shall be gay and / or a bi-sexual men's organization, who serve the needs of big men and their admirers.
  - d. Adhere to BGMO's Code of Conduct.
3. Benefits:
  - a. Each club shall have one voting representative of BGMO and attend scheduled meetings. All Member Club dues must be paid before a representative can vote. Only the representative may vote, but anyone may attend the meetings.
  - b. Receive copies of all BGMO minutes.
  - c. Receive newsletters, annual meeting calendar and email blasts.
  - d. Have full member access to the BGMO Web Site, including the directory of clubs.
  - e. Receive member discounts to official BGMO functions for voting representative, if offered.
  - f. Any member of a Member Club maybe nominated and hold any official BGMO position, elected or appointed.

## B. INDIVIDUAL MEMBERS

1. Definition: Any individual who has an interest in BGMO, who does not live in an area where a member club is located and is not a member of any Member Club.
2. Requirement for Membership:
  - a. Pay current annual dues to BGMO.
  - b. Prohibit discrimination on the basis of race, creed, color, size, weight, disability, sexual orientation or age.
  - c. Adhere to BGMO's Code of Conduct.
3. Benefits:
  - a. Receive copies of all BGMO minutes.
  - b. Receive newsletters, annual meeting calendar and email blasts.
  - c. Receive member discounts to official BGMO Functions, if offered.
  - d. Have full member access to the BGMO Web Site, including the directory of clubs.
  - e. Be eligible to be nominated and hold any official BGMO Board position, elected or appointed.

## C. BUSINESS MEMBERS

1. Definition: Any business who has an interest in BGMO and who supports the mission of BGMO or its member clubs.
2. Requirement for Membership:
  - a. Pay current annual dues to BGMO.
  - b. Prohibit discrimination on the basis of race, creed, color, size, weight, disability, sexual orientation or age.
  - c. Adhere to BGMO's Code of Conduct.
3. Benefits
  - a. Receive copies of all BGMO minutes.
  - b. Receive newsletters, annual meeting calendar and email blasts.
  - c. Receive member discounts to official BGMO Functions, if offered.
  - d. Have Business Logo posted on BGMO Web Site, showing support for BGMO's Mission.
  - e. Receive one email blast to all member organizations promoting their business, for each year that they pay dues in a timely manner.

Section 2. Admission to Membership: Qualified applicants shall be admitted to membership upon submission of a completed application, approval of the Membership and the payment of appropriate dues in effect at time of application. Dues must be paid in advance of any voting.

Section 3. Retention of Membership: To retain membership status, a member must pay all dues imposed by the Board of Directors within the time for payment as specified by the Board of Directors.

Section 4. Termination of Membership: A membership may be revoked for good cause by the Board of Directors including violation of the BGMO Code of Conduct or a determination of the Board of Directors that the Member had engaged in conduct that is (i) materially and seriously prejudicial to the interests and purposes of BGMO or (ii) either explicitly or implicitly violates the BGMO's Code of Conduct or (iii) has been found guilty of violating any federal or state law.

Section 5. Dues: Dues payable to the BGMO by members shall be in such amounts and payable at such times as determined by the Board of Directors and voted on by the membership.

The dues shall be billed on an individual calendar year and due the first of each year. There shall be a 90-day grace period (one quarter) from annual due date, with one mailed or emailed reminder. The payment policy shall be: "Payment Due In Full."

Section 6. Voting: Each Member Club shall be entitled to one vote in the affairs of BGMO. Proxy voting shall be permitted. A Proxy Form must be signed and submitted to the BGMO Secretary one week prior to any meeting where the proxy is slated to be used, in order for that Proxy to be valid. Any Member Club whose dues are delinquent will not be allowed to participate in any vote, and if the established due date has past; their membership status will be revoked.

Section 7. Non-transferability: No Member may transfer a membership or any right arising there from.

## **ARTICLE 2b. MEETINGS OF MEMBERSHIP**

Section 1. Annual Meeting: There shall be one “in person” annual meeting of the membership at each year’s Annual Conference or at such time and place as determined by the Board of Directors.

Section 2. Regular Meetings: Meetings will be up to Three (3) times a year or as determined by the Board of Directors.

- A. Full Membership (All BGMO voting representatives):
  - 1. The full membership will hold a minimum of three (3) meetings, basically one a quarter, which will be held via a conference call, at a time designated by the Board of Directors.
- B. Constituent Committees:
  - 1. Each Constituent Committee will meet a minimum of twice annually - time and place to be established in consultation with the Board by the Committee.

Section 3. Special Meetings: Special meetings of the membership may be held upon call by the President, or if such person is absent, unable to, or unwilling to act, Vice President, or any three Directors.

Section 4. Notice: Written notice, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purposes for which it is called shall be delivered not less than fifteen (15) days before the date of the meeting. Such notice shall be delivered by email, by or at the direction of the President, or if such person is absent, unable to, or unwilling to act, Vice President, or any three Directors, to each voting representative. The Board of Directors, at its discretion, may order a wider distribution of notice than is called for by these Bylaws. If notice is mailed via the US Postal Service, such notice with postage prepaid shall be deemed to be delivered when deposited in the United States Postal Service addressed to the voting representative at such address as appears on the records of BGMO’s member registry.

Section 5. Quorum: Members and approved proxies, present at the annual meeting shall constitute a quorum at that meeting. At any other meetings, when a vote shall be called for, two-thirds of the voters represented shall constitute a quorum. A majority of the votes entitled to be cast by the voting representatives or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon. Should a quorum not be present when a vote is presented, the vote will be delayed until such time as a quorum is present. Should a quorum not be present at the end of one (1) hour the meeting will be adjourned.

Section 6. Permissible Meetings: Any business conducted by email, letter, and / or telephone shall be deemed as valid. If an action by the board is required, prior to any meeting, an email vote can be taken. Once a motion has been brought forward and seconded, email voting can begin. Once the voting quorum has been met, the motion can be declared passed or failed.

Section 7. Roberts Rules of Order: In the event of any procedural conflict, all meetings of the Board shall be governed by the latest revised edition of Roberts Rules of Order.

### **ARTICLE 3. BOARD OF DIRECTORS**

Section 1. Powers: This Corporation (BGMO) shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed directly by the Board or delegated under the ultimate direction of the Board.

Section 2. Qualifications: Three (3) Directors shall be chosen from the representatives of any membership category of the organization with no more than one from either the Individual Members or the Business Members categories. The remaining four (4) Directors shall be the President, Vice President, Secretary, and Treasurer, chosen by these same representatives.

Section 3. Number of Directors:

- A. BGMO shall initially have seven (7) Directors.
- B. There shall be no fewer than seven (7) and no greater than twenty-one (21) authorized Directors of this corporation, which include the four officers. The number may be changed by amendment of the Bylaw, or by the repeal of the Bylaw and adoption of new Bylaws, as provided in Article 6, Section 1.

Section 4. Terms of Office:

- A. There shall be two (2) classes of Directors with respect to term of office; such classes designated CLASS A, and CLASS B.

- B. The term of office of the initial CLASS A Directors shall expire at the first annual meeting; that of the initial CLASS B Directors at the second succeeding annual meeting. At each annual meeting of the members after the initial classification of Directors, Directors to replace those whose terms expire at such meeting shall be elected to hold office until the second succeeding annual meeting. The three (3) Directors who are not officers may not hold the office from more than two consecutive terms as Directors. However they may be elected as officers. However, a board member whose initial term of office is just one year may run for re-election.
- C. Officers and Directors shall not hold the same office for more than two consecutive terms of two years.
- D. The immediate Past President of the Corporation shall serve ex-officio on the Board until replaced by his/her successor and shall also be the chair of the nominations committee.

Section 5. Selection of Directors: The three (3) Directors chosen from the voting representatives of the Member Clubs or no more than one from either the combined Individual Members or the Business Members categories shall be elected at the annual meeting and the candidates receiving the highest number of votes, including proxy are elected.

Section 6. Powers:

- A. Subject to the limitations of the Bylaws and Texas law, powers of the organization shall be exercised by or under the authority of, and the business and affairs of the organization shall be controlled by, the Board of Directors. The Board of Directors shall have the following powers:
  - 1. Select and remove agents of the organization.
  - 2. Conduct, manage, and control affairs and business of Big Gay Mens Organization.
  - 3. Incur indebtedness.

Section 7. Compensation: The Directors shall serve on a volunteer basis without salary of any kind.

Section 8. Special Meetings: Special meetings of the Board of Directors may be called by the President, or, if he or she is absent or unable or refuses to act, by the Vice President or by any three Directors.

Section 9. Vacancies: A vacancy shall exist when the actual number of Directors is less than the authorized number for any reason. Resignation shall be effective upon receipt of written notice by the Board, the President, or the Secretary. The Board may remove any Director with or without cause. Absence of a Director from two or more

consecutive board meetings shall constitute cause for removal. Vacancies may be filled by the majority vote of the remaining members of the Board of Directors.

Section 10. Removal of Directors: The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the Membership. If any or all Directors are so removed, new Directors may be elected at the same meeting and shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Article 3, Section 9.

Section 11. Standard of Care: A Director shall perform the duties of Director, including duties as a member of any Committee of the Board on which the director may serve, in good faith, in a manner such Director believes to be in the best interest of BGMO and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements, and other financial data, prepared by:

- A. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
- B. Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional competence; or
- C. A Committee on which the Director does not serve, as to matters within its designated authority, which Committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a Director in accordance with the above shall have no liability based upon any further or alleged failure to discharge that person's obligation as a Director, including without limiting the generality of the foregoing, any corporation or assets held by it are dedicated.

Section 12. Board of Director's Meetings:

- A. Meetings, Required Notice. A meeting of the Board of Directors shall be held at least four (4) times a year (once each quarter). Each meeting shall be called by the President or by a resolution of the Board of Directors or by any three Directors, by written notice delivered



personally or by telephone or email or mailed first-class mail at least fifteen (15) days or more prior to any such meeting. The notice shall state the time and place of the meeting.

- B. Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Board are valid as though the meeting had been held after proper call and notice, provided a quorum of Directors is present and that each Director not present signs a waiver of notice, and consent to holding the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- C. Special Meetings. Special meetings of the Board of Directors may be called by the President, or, if he is absent or is unable or refuses to act, by the Vice President or by any three Directors.
- D. Quorum. A majority of the Board of Directors then in office shall constitute a quorum, but such number shall not be less than four (4). The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Board member provided that any action taken must be approved by at least a majority of the required quorum for such meeting.
- E. Majority Action as Board Action. Every act, or decision done or made by a majority of the Board of Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the Nonprofit Public Benefit Corporation Code prohibit the act or decision or require a greater vote than a majority.
- F. Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to such action. Written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of the Directors.

#### **ARTICLE 4. COMMITTEES**

##### **Section 1. Executive Committee:**

- A. Definition: The Board of Directors, by a majority vote of its members, may designate four (4) or more of its members, four (4) of which must be President, Vice President, Secretary, and Treasurer, to constitute an Executive Committee.
- B. Duties: The Board may delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation except the power to adopt, amend or repeal the Bylaws, or to fill vacancies on the Board of Directors or on committees established pursuant to the other provisions of the Bylaws and provided that the designation of such not to operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law, by the Articles of Incorporation of Big Gay Mens Organization, or by these Bylaws. By a majority vote of its members, the Board may at any time modify or revoke any or all of the authority so delegated to the Executive Committee and thereby increase or decrease the number of its members, and fill vacancies therein from the members of the Board. The Committee shall establish rules and regulations for the Executive Committee meetings and meet at such times as it deems necessary provided that a reasonable notice of all meetings of the Committee shall be given to its members, and no act of the Committee shall be valid unless approved by the vote or written consent of a majority of its members. The Committee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require.

Section 2. Constituent Committees:

- A. Definition. In order to incorporate new developments and constituencies in the field into the operations of Big Gay Mens Organization, Constituent Committees can be formed at any time, subject to approval by the Board of Directors.
- B. Duties. New Constituent Committees must:
  - 1. Fulfill functions identified as ongoing, as opposed to specific tasks.
  - 2. Show cause for a new committee as opposed to expanding functions of an existing structure.
- C. Procedures. Constituent Committees will:
  - 1. Have a minimum of two (2) officers whose duties will be:
    - a. Chair shall run meetings of Committee serve as a voting member of the Board of Directors and conduct other business related to Committee

- function, as required.
- b. Co-chair shall work in cooperation with Chair, function as a recorder and conduct other business related to Committee function as deemed appropriate by the Chair.
- 2. Develop operating procedures, subject to approval by the Board of Directors. Committee operating procedures must follow Bylaws.
- 3. Standing committees shall be:
  - a. Membership Committee
  - b. Finance Committee
  - c. Conference Committee
  - d. Communications Committee
  - e. Nominations Committee

Section 3. Special Committees: Special Committees may be appointed by the President, with the concurrence of the Board of Directors, for such special tasks as circumstances warrant, each of which shall be chaired by a Director but which may include members who are not Directors. The Chair and other members of such committees who are Directors shall be appointed and may be removed by the President, with the consent of the Board of Directors.

The committee members shall serve a term of one year. Committee members who are not Directors may be appointed and may be removed at any time by the Chair of such Committee. A Special Committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by the action of the Board of Directors. Upon completion of the task for which appointed, such Special Committee shall stand discharged.

Section 4. Terms of Office: The Chair and each member of a Committee shall serve until his/her successor is appointed, until such Committee is terminated, until he/she is removed as Chair or member of such Committee, or until he/she shall otherwise cease to qualify as a chair or member, whichever occurs first.

Section 5. Vacancies: Vacancies on any Committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 6. Restrictions on Committees: Any Committee, to the extent provided in the resolution, shall have all the authority of the Board, except that no Committee, regardless of Board resolution, may:

- A. Fill vacancies on the Board of Directors or on any Committee.
- B. Fix compensation of Directors for serving on the Board or on any Committee.

- C. Amend or repeal Bylaws or adopt new Bylaws.
- D. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- E. Appoint any other Committees or the members of these Committees.
- F. Spend corporate funds to support a nominee for Director.
- G. Approve any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided by these Bylaws.

Section 7. Attendance: The Board of Directors may attend any Committee meetings. Only Committee members may vote on their respective Committees.

## **ARTICLE 5. OFFICERS AND AGENTS**

Section 1. Officers: The officers of Big Gay Mens Organization shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election, Term of Office, and Qualification: The officers of BGMO shall be elected by voting members at the annual meeting. The Board of Directors will be voted in based on the CLASS established in Article 3, Section 4 of these bylaws for designated terms, or until their successors are elected and qualified. Each officer-elect shall take office at the Board of Directors meeting following the annual meeting of the members. Member Clubs and no more than one from either the Individual Members or Business Members categories are qualified to be an officer of BGMO.

Section 3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Subordinate Officers: The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 5. President:

- A. The President shall be the chief executive officer of Big Gay Mens Organization and shall supervise and control the affairs of Big Gay Mens Organization. He shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation of Big Gay Mens Organization, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He shall preside

- at all meetings of the membership and of the Board of Directors.
- B. He shall also, ex-officio, be a member of all standing Committees of the Corporation.
- C. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he shall, in the name of Big Gay Mens Organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors.

Section 6. Vice President: The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe, or as the President may delegate. In the case of the death of the President, or in case of his absence or inability to act, the Vice President shall perform the duties of the President.

- A. He shall be the Chair of the Membership Committee and be the key Director for all membership issues and be responsible for club relations for all Member Clubs.
- B. He shall maintain a Registry of Members for the Corporation. The Registry of Members shall contain the names and address of all members, including each clubs board of directors, the voting representative, and the alternate voting representative. Such records shall be maintained and made available to any Director, Officer or Member as provided for in these Bylaws.
- C. The Registry of Members names and addresses shall constitute the membership list of this Corporation, and its use, in whole or in part, is prohibited for any purpose not reasonably related to the individual's interests as a Member. Notwithstanding the foregoing, the membership registry shall remain confidential and any Director, Officer or Member in possession of the same shall treat its content accordingly.

Section 7. Secretary: The Secretary shall:

- A. Record minutes of all membership meetings and board meetings and prepare any correspondence to the membership;
- B. Certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered.
- C. Certify and keep all records; including Committees;
- D. Serve as the Co- chair of the Communications committee;
- E. Keep at such a place as the Board may determine, a book of minutes of all meetings of the Directors, and if applicable, meetings of Committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and

- the proceedings thereof, including the vote of each Director;
- F. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Section 8. Treasurer:

- A. Shall be the financial officer of BGMO and Chair of the Finance Committee;
- B. Shall have charge and custody of and be responsible for all funds of BGMO;
- C. Receive and deposit funds for BGMO in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- C. Shall pay monies due by BGMO from any source whatsoever;
- E. Shall, if required by the Board of Directors, at the expense of Big Gay Mens Organization, give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall prescribe;
- F. Prepare an annual budget, and IRS Tax reporting forms as required by law for all nonprofit organizations;
- G. And such other duties as may from time to time be assigned to him/her by the Board of Directors or by the President.

Section 9. Removal and Resignation: Any officer may be removed, either with or without cause, by a majority of the Board of Directors in office at the time, at any regular or special meeting of the Board. Such officer shall be removed should he/she cease to be qualified for the office as herein required. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of Big Gay Mens Organization. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE 6. MISCELLANEOUS PROVISIONS**

Section 1. Amendment of Bylaws: Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, proposed amendments to these Bylaws must be submitted in writing to the Directors and Voting Representatives at least one week in advance of the membership meeting at which they will be considered for adoption. The vote of a majority of voting members eligible to vote shall be required to adopt a Bylaw amendment.

Section 2. Annual Report and Financial Statement: The Board of Directors can cause a written annual report, including a financial statement, to be prepared and submitted to the

membership each year. The report shall summarize the Big Gay Mens Organization activities for the preceding year and activities projected for the forthcoming year; the financial statement shall consist of a balance sheet as of the close of business of Big Gay Mens Organization fiscal year, contain a summary of receipts and disbursements, be prepared in such a manner as is sanctioned by sound accounting practices, and be certified by the Treasurer or a public accountant.

Section 3. Fiscal Year: The fiscal year of the Big Gay Mens Organization shall begin on the first (1st) day of January and end on the last day of December of each year.

Section 4. Checks and Notes: Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of Big Gay Mens Organization, shall be signed by the Treasurer if the amount is under \$500.00, or in the Treasurer's absence, by the President or other Executive Committee Member. Any payment in excess of \$500.00 shall be signed by the Treasurer and countersigned by another Executive Committee Member of Big Gay Mens Organization.

Section 5. Deposits: All funds of Big Gay Mens Organization shall be deposited from time to time to the credit of Big Gay Mens Organization in such banks, trust companies, or other depositories as the Board may select.

Section 6. Gifts: The Board may accept on behalf of Big Gay Mens Organization any contribution, gift, bequest, or device for the charitable or public purposes of Big Gay Mens Organization.

Section 7. Maintenance of Corporate Records: The Corporation shall keep:

- A. Minutes of all meetings of Board of Directors, Committees of the Board, and of all meetings of membership, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and proceedings conducted;
- B. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- C. A copy of Big Gay Mens Organization' Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the membership of BGMO.

Section 8. Directors' Inspection Rights: Every Director and Voting Representative shall have the absolute right at any reasonable time, provided adequate notice is given, to inspect and copy all books, records, and documents of every kind and to inspect the physical

properties of Big Gay Mens Organization. Inspection may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts.

Section 9. Independent Audit: At the close of every second (2nd) fiscal year, Big Gay Mens Organization may obtain an independent audit of its books and records, excepting that this audit may be delayed one (1) year if the past fiscal year's budget did not exceed fifty thousand dollars (\$50,000.00).

Section 10, Manner of Distribution: BGMO will apply and distribute its property in accordance with section 22.304 of the Texas Business Organization Code that governs nonprofit organization, that is currently in effect or as amended.

### **ARTICLE 7. ANNUAL CONVENTION (AKA CONVERGENCE)**

Section 1. Whenever possible an annual Convention shall be held. BGMO shall be empowered to award the site, alternate sites and dates of the Convention to the member club deemed most suitable and deserving of hosting said convention. Any award shall be made by majority vote of all voting representatives at the annual meeting. Voting shall be for any regional events first, then for the annual convention.

- A. The official award shall be in writing. Such award letter shall be submitted to the winning club or clubs within thirty (30) days following the annual meeting where the award was made and shall be given by the BGMO Secretary. A verbal award shall not be valid.
- B. The criteria for selection of the host member club shall include but is not limited to:
  - 1. Stability of Club Structure.
  - 2. Sufficiency of personnel.
  - 3. Length of time since the Annual Convention was held in the host's area, with a new location taking precedence whenever possible. Or upon approval of other requirements as deemed appropriate by the Board of Directors from time to time.
  - 4. The Member Clubs agreement to fulfill requirements as listed on the Conference Application form, as may be amended by the Board of Directors from time to time.
- C. Any club wishing to apply shall submit a conference application to the BGMO Secretary at least two weeks prior to the annual meeting and also submit a proposal in writing to the board and all voting representatives for their consideration at the annual meeting. The written proposal shall include, minimally, the following: proposed lodging arrangements, proposed events, transportation furnished (if any) and special reason (anniversary, of a club or an



outside event to be incorporated into the convention) for hosting the convention.

- D. Convention sites are to be selected two years in advance. The selected host club must reconfirm its commitment one year in advance of the convention date.
- E. No host club of the Annual Convention (AKA Convergence) shall also host a regional conference the same year.
- F. All raffles held at BGMO sponsored events are to be run for the benefit of BGMO.
- G. No BGMO sponsored event shall be scheduled during the period 60 days in advance and 60 days after the annual convention (aka Convergence).
- H. Whenever possible and when member clubs have the ability to host Regional Convention (AKA West Coast and East Coast Conferences) every attempt should be made to select them two years in advance, using the same criteria as that of Annual Convergence.

Section 2. Member clubs, who jointly agree to do so, may jointly host either the Annual Convention or a Regional Convention.

Section 3. When a club has hosted a convention, either the annual convention or a regional convention, it will make a report of its preparations to the Secretary. This report will include as many details about the preparations as possible and a simple analysis of attendees and budget to the BGMO Board of Directors to further assist future clubs with their preparations. The Secretary will compile these reports and BGMO will use this information to assist Member Clubs with future events. The information will also be used to preserve the history and further the Mission of BGMO.

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Adopted on May 5, 2013 to be the bylaws of the Big Gay Mens Organization.

Amended on September 5, 2015

  
\_\_\_\_\_  
Stephen H. Potter, President

  
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Date

  
\_\_\_\_\_  
Mark Scott, Secretary

  
\_\_\_\_\_  
Date