

Dallas Texas Bears, Inc.

By-laws



ARTICLE ONE - NAME

The name of this organization will be "Dallas Texas Bears." The organization will be known as and do business as "Dallas Bears" and herein referred to as "Dallas Bears."

ARTICLE TWO – NON-PROFIT STATUS

The corporation is organized and operated for charitable, social, educational and benevolent purposes within the meaning and limitations of section 501(c)(4) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code, and in agreement with the State of Texas Non-Profit Corporation Act.

ARTICLE THREE - PURPOSE

The purpose of this corporation is to promote social activities between its members and within the local community. This organization is also established to provide benevolent and charitable services, fundraisers, and provide education to other non-profit organizations in the Greater Dallas Community.

ARTICLE FOUR – PRINCIPAL OFFICE

The location of the principal office of the corporation will be within the city of Dallas, Dallas County in the state of Texas.

ARTICLE FIVE – NON-STOCK ELECTION

This corporation being non-profit in nature will not sell, distribute or award stock or ownership investments to any person or entity.

ARTICLE SIX - MEMBERSHIP

General Qualifications of Membership:

The primary outreach of this organization is to gay men, specifically the "Bear" Community and their admirers. To be eligible to apply for membership candidates must be males of at least 21 years of age. There will be no physical characteristics required for membership in determination or definition of a "bear." All members will be called "Bears." The Dallas Bears will not discriminate regardless of race, creed, color, religion or physical handicap.

Types and Definitions:

FULL Member (Bears) –

- A. This type of membership is only available to persons living in the Greater Dallas area or other areas as individually approved by the Membership.
- B. This type of membership carries an expectation of committed involvement and participation.
- C. This type of membership is designed for persons wanting to be active participants in the activities of the club and is open to all qualified persons upon approval of the membership.
- D. As a volunteer organization, it is acknowledged and accepted that Full Members may not be available for all club functions, however the success and future of Dallas Bears depends on the active participation by the membership. The position of Full Member holds the expectation that members are to attend monthly membership meetings and active participation/support of club socials, fundraisers and other special events.
- E. The status of full member hold the following benefits: voting privileges, official club t-shirt, access to club e-mail list server, web site privileges, possible appropriate discounts at Dallas Bears sponsored events as determined by the Board or the Membership and eligibility to purchase and use Dallas Bears club sanctioned paraphernalia.
- F. A Full Member in good standing may be nominated and hold office.

- G. In order to be an active member in good standing payment of annual dues in an amount determined by the membership as outlined in the Operating Instructions is required. This type of membership has an annual renewal date in July at the monthly membership meeting.

Associate Member –

- A. This type of membership is open to persons living outside the Greater Dallas area or persons within the Greater Dallas area that do not want to be Full Members.
- B. This type of membership is the hand of friendship, open to all persons upon the approval of the membership.
- C. This type of membership does not have voting rights and cannot purchase or use club-sanctioned items restricted to full members.
- D. This type of membership receives the following benefits: Official Club T-shirt, Club Newsletter, Access to club e-mail list server and possible appropriate discounts at Dallas Bears sponsored events as determined by the Board or the Membership.
- E. This type of membership requires payment of dues in an amount determined by the membership as outlined in the Operating Instructions.

Procedures for Attaining Membership:

Full Member (Bear) –

- A. An applicant will present his application and annual dues at a monthly membership meeting.
- B. An applicant should have one Full Dallas Bears member as their sponsor.
- C. Dallas Bears members will vote to accept or reject the application. A simple majority of the members present voting is needed to approve an applicant for membership.
- D. The new member will be assigned a Bear Member as a Bear Buddy for 90 days to encourage and associate the new member to the events and members of the club.

Associate Member –

- A. An applicant may present his application and annual dues via US Postal Service or at any monthly membership meeting. The applicant is not required to physically appear to apply for associate membership.
- B. Dallas Bears members will vote to accept or reject the application.
- C. A simple majority of the members present voting is needed to approve an applicant for membership.

Administrative and Disciplinary Actions:

- A. Members are granted a 60-day grace period from the date of annual renewal. Members not renewing within 60-days will be removed from the active member list.
- B. The Membership or Board of Directors may recommend removal of a member from its rolls if that member has acted in a manner detrimental to the organization or its members.
- C. The Membership and the Board of Directors reserves the right to bar any individual from any club event if that person has acted in a manner detrimental to the organization or its members.

ARTICLE SEVEN - FINANCES

- A. Monies, including dues, are collected to cover costs of operating the organization. Dues are collected with membership applications and with membership renewals in an amount determined by the membership as outlined in the operating instructions. Dues are not refundable.
- B. Monies may be collected from members and guests for special club events.
- C. All monies collected by the organization will be deposited in a checking account maintained by the organization. The Board of Directors will be charged with authorizing checks for payment of expenses.
- D. Three board members consisting of the Treasurer, President and Vice-President will have check signing authority. Each year the Treasurer will file an updated check signature cards with the appropriate Bank.
- E. Checks require TWO approved signatures.

- F. All expenditures and reimbursements will be made by check, with the item for which the check is drawn designated on the face of the instrument. Receipts, back-up documentation and records will be kept for every transaction made on the Dallas Bears checking account.
- G. The Dallas Bears, a 501(c)(4) corporation, will annually file the appropriate federal tax return as required by law.

ARTICLE EIGHT – METHODS OF OPERATION

Business/Board of Director Meetings –

- A. Will be held monthly at a time and place to be determined by the Board and announced at least 20 days prior to the membership.
- B. Only officers may vote on matters brought before the Board.
- C. The Board will review and prepare business to be presented at the membership meetings and when appropriate will conduct business of the club unless otherwise specified in these By-laws, the Operating Instructions and the general membership or by the body itself.
- D. Unless otherwise specified Robert’s Rules of Order will be adhered to in conducting meetings
- E. The secretary will record and archive the official minutes of the meetings and distribute to all officers within 7 days after the meeting.

Membership Meetings –

- A. Will be held monthly at a time and place determined by the membership and announced at least 15 days prior.
- B. Meetings are open to all, but only Full Members in good standing may vote on any issue brought to a vote. Voting eligibility is determined by the secretary recording attendance in writing and recording such information.
- C. All business brought before the body will be conducted by it unless otherwise stated in the By-laws, the Operating Instructions or by the general membership.
- D. Unless otherwise specified Robert’s Rules of Order will be adhered to in conducting meetings.
- E. The president has voting privileges only to break a tie vote. When voting in new members the president, by exception, is allowed to cast a normal vote in the called motion.
- F. The secretary will record and archive official minutes of the meetings and have them available within 7 days of the meeting being recorded.

Quorums for Meetings:

For the Board of Directors – Will be defined as 50% of the Board Members unless otherwise specified in these By-laws.

For the Membership Meetings – Will be defined as 12 voting members or 50% plus one of the voting membership (whichever is lower).

If a meeting opens with a quorum it may continue conducting business even if a quorum no longer is present up to the time the meeting is adjourned.

ARTICLE NINE - OFFICERS AND BOARD OF DIRECTORS

Officer Terms and Vacancies:

- A. The business of the Dallas Bears will be administered by the Board of Directors, herein after referred to as the “Board.”
- B. The Board will be elected by the membership.
- C. Board members must be active Full Members.
- D. It is the duty of the Board to administer the organization, including but not limited to planning events, managing the organization’s funds, club communications, and providing agendas for any meetings of the organization and other items as directed by vote of the membership.
- E. The Board will consist of a President, Vice President, Secretary, Treasurer, Social Coordinator and Ambassador.
- F. The Board will be elected by the membership to serve a term of one year; with each officer limited to five consecutive terms in one office

- G. Nepotism will not be allowed on the Board of Directors, applying only to the positions that have official powers to sign checks (President, Treasurer and Vice-President). Nepotism for the purposes of the Dallas Bears is specifically defined as: A committed relationship between two or more persons that is intended to be long term and/or permanent, including civil union, marriage, commitment, holy union, domestic partnership and other like arrangements. Should nepotism occur during a term year one of the two board members in the nepotistic relationship is required to resign their position within 30 days. The Board of Directors may then follow the provisions in these by-laws concerning vacancies on the Board.
- H. In the event of a vacancy in any office, the Board will recommend a replacement to fill the remaining term, which is then subject to a vote by the general membership at the next scheduled Membership Meeting.
- I. The Board may also appoint other non-director level positions as needed to coordinate and efficiently administer the business affairs of the Dallas Bears. (i.e. Historian, Web Master, etc...) Said positions will have specific titles and job descriptions listed in the Operating Instructions.

Officer Descriptions:

President:

- A. Is the official leader and morale officer of the Dallas Bears and will serve as the director and coordinator over all functions and events of the organization unless otherwise designated by a vote of the General membership.
- B. Is the official spokesperson of the club and acts as the official liaison between the media, clubs, organizations and businesses?
- C. Will preside over all meetings and is charged with carrying out all procedures, policies and decisions made by the membership.
- D. Will serve as ex-officio over all committees.

Vice-President:

- A. Will serve during meetings, in the absence of the President, in the capacity the President usually does.
- B. Will serve as parliamentarian over all meetings.
- C. Will temporarily fill the office of President in the event of a vacancy or the incapacity (as determined by the Board) of the President until which time the office is filled through a special election or the President returns
- D. Will serve as the coordinator over membership by leading recruitment activities, presenting prospective members, membership administration, assigning a Bear Mentor to a new member and follow-up care of new members.
- E. Will serve as general Care Bear and advocate to the general membership by ensuring board members have continual contact with the membership and members concerns and voices are heard.

Secretary:

- A. Will record, keep and archive all records of the Business and Membership meetings
- B. Will record and keep all membership data including meeting attendance and provide officers and members in good standing a current membership roster at each regularly scheduled meeting.
- C. Will work with the Treasurer and provide current list at each Business Meeting of members in good standing and thus eligible to vote during the following Membership Meeting.
- D. Will determine a quorum for each meeting
- E. Will provide a written agenda at the beginning of each Business and Membership Meeting
- F. Will serve as coordinator of all communication to the membership.
- G. Will be responsible for handling inquiries and related correspondence.
- H. Will maintain and update the Dallas Bears list server in relation to member access.
- I. Will administer and distribute the official club t-shirts, and Dallas Bears sanctioned paraphernalia.

Treasurer:

- A. Will keep accurate and complete records of the funds and accounts of Dallas Bears.
- B. Provide the Board with a quarterly financial report at the first meeting of each quarter.
- C. Complete and provide a year-end financial report at the first Business Meeting of the Dallas Bears year.
- D. Provide to the Board event financial reports within 60 days after special events (fundraisers, dinners, etc...)
- E. Keep the account signature card at the bank current with correct signatures changed within 30 days of each election.
- F. Will collect and handle all incoming dues and funds and will distribute all outgoing funds as directed by the Board and/or the membership

Social Coordinator

- A. Will form a social events team to make suggestions, plan and promote social events for benefit of the Dallas Bears members and friends.
- B. Will serve as Chairperson of the social events team.
- C. Will ensure a wide variety of commercial and non-commercial events are offered to the membership.
- D. Will coordinate/oversee the planning and implementation of all social events.
- E. Will coordinate/oversee all promotions and advertising of all social events.
- F. Will provide information about events to the Dallas Bears Web Master and the Dallas Bears Events Phone Line.

Ambassador (club liaison)

- A. Will serve as liaison between Dallas Bears and all local and out of town organizations.
- B. Will keep the membership informed of other organizations activities and events.
- C. Arrange cocktail parties at appropriate events when appropriate or requested.
- D. Coordinate Dallas Bear involvement in special events and activities.
- E. Work with the Social Coordinator in planning and administration of events.
- F. Work with the Vice-President in recruiting efforts.

NOMINATIONS AND ELECTIONS

Nominations procedures:

- A. Only Full Members in good standing are eligible to make nominations and be nominated for office.
- B. Nominations will be opened at the April Membership Meeting.
- C. Nominations may be received in writing or by voice from the floor
- D. Nominees at the meeting may at anytime during the nomination period accept or decline the nomination by voice or in writing to the Secretary.
- E. If an acceptance or declaration declining the nomination has not been received, when nominations close the nomination will be considered void
- F. Nominees not present but eligible must be informed by the Secretary of their nomination and given a deadline (the meeting closing the nominations) for accepting/declining the nomination. If no response is received from the nominee by the set deadline, the nomination will be considered void.
- G. Should any position not have a nominee the Board will form a Nominations Committee to make nominations for the vacant positions by the close of nominations.
- H. Only members in good standing may be nominated for more than one office, but may only hold one office.
- I. Nominations will close at the May Membership Meeting
- J. Nominees will be allowed to make a brief statement to the membership
- K. Nominees may be reviewed/questioned by the membership

Election procedures:

- A. Elections will be held as part of the June Membership Meeting
- B. Each Full Member in good standing will receive a separate ballot for each position being filled. All members voting must sign the election roster to validate total possible votes.
- C. Each position will be voted on individually by secret ballot in the order of the chain of command (President, Vice-President, Secretary, Treasurer, Social Coordinator, Ambassador) with the results of each office being announced before the next office is voted on. Election by the membership is required. Election by acclamation is not permitted.
- D. The secretary will secure a counting team of three (3) non-nominees. This counting team will conduct tallying after each vote, record the results, pass the results to the secretary for announcement and retain the ballots for the official minutes and record of the organization.
- E. Full Members, in good standing, that are unable to attend the election meeting may obtain an Absentee Ballot for the purposes of the officer election. Members should contact the Secretary prior to the election to make arrangements for voting by absentee ballot. The secretary will provide deadline information at the May meeting regarding absentee ballots and voting.
- F. Absentee ballots cast will be held by the Secretary and given to the counting team at the time of the election for validation and counting. Absentee ballots must be validated by name and signature of the Full Member voting and kept with the club records.
- G. A simple majority of the voting members present is required to fill the office being elected

Installation of Officers

Newly elected officers will take their office effective at an induction ceremony to be held at the Annual Meeting.

ARTICLE TEN - SYMBOLS AND TRADEMARKS

Dallas Bears reserves the right to use the name, signs, symbols, and marks developed for the organization, its events and activities. Dallas Bears may pursue legal protection for these items. The power to license, sell, or distribute these items will remain with the Board of Directors.

ARTICLE ELEVEN - AMENDMENTS TO BY-LAWS

- A. Changes or amendments to the By-laws must be made by a vote of the membership.
- B. Proposed changes/amendments must be in writing to include the by-law as it currently reads and the how the proposal of the suggested amendment reads.
- C. The by-law amendment must be presented to the membership in writing at a monthly membership meeting.
- D. The proposed amendment will be discussed in open forum. The proposal will be set aside to the following month and then placed as an official motion, discussion and vote.
- E. In a meeting in which a quorum is present a simple majority of the voting members present is required to amend these by-laws.

Date Amended and Approved by the membership of Dallas Bears: May 19, 2007

Duly Noted and Verified by: _____ *David Leslie, President*
 _____ *Wayne Davis, Acting Secretary/Agent of Record*
 _____ *Date Signed*