

# **Bylaws Of The Sacramento Valley Bears**

## **I. SVB Designations**

The name of this social club is: The Sacramento Valley Bears (SVB). The current mailing address is: The Sacramento Valley Bears, PO Box13396, Sacramento, CA 95813. The location and time of the monthly General Membership Meetings and Board Meetings shall be determined by the elected Board and may be changed at any time as needed.

## **II. Statement of Purpose and Goals**

The SVB is a non-profit organization incorporated in the State of California. As a gay brotherhood organization, the SVB provides bears and bear admirers with the opportunity to meet and enjoy time together in a variety of environments and social situations. The SVB strives to provide a safe den for singles and couples to socialize regularly. The SVB is an independent, non-political organization, which will not affiliate itself permanently with any bar, tavern, café, or business establishment. The SVB also works to benefit other non-profit community groups through fund- raising activities.

## **III. Membership**

### **A. Classes:**

Individual – open to individual males who are at least 21 years of age.

Couples – open to two male partners, each otherwise eligible for individual membership, and residing at the same address.

Founders' Membership – lifetime membership that is restricted only to four founding members of the SVB. No additional persons can be added to this class of membership for any reason.

Except as otherwise specified in these By-laws, there will be no difference among the three classes of membership in consideration of membership rights, duties, responsibilities, opportunities, or actions taken by the Board or membership.

### **B. Requirements:**

Except for members under the Founders' Membership class, a member in good standing, either individual or couple, of the SVB must: (1) complete a membership application; (2) attest to being at least 21 years of age; and (3) pay the annual membership dues.

A lifetime member is defined as follows and as defined elsewhere in these By-laws: A lifetime member must be any one of the surviving four founding members of the SVB; must not have resigned his membership; must not have had his membership revoked as outlined in these By-laws under paragraph "E. Revocation".

Membership with the SVB is not transferrable. The SVB does not discriminate against individuals or groups on the basis of race, ethnicity, religion, culture, or sexual orientation. Potential members must be clearly informed that the SVB is a gay brotherhood. The application is intended as a vehicle for outlining the purpose and goals of the SVB and to obtain pertinent application information (e.g., name, address, telephone number, birth date or age).

### **C. Rights**

Rights of membership in good standing include: attendance at all Board, general, and committee meetings, except for closed Board meetings as provided for in these By-laws; participation in any events or functions; free participation in all discussions at general meetings; voting on actions at general meetings, volunteering to serve on committees, and running for elected positions when eligible.

#### D. Responsibilities

Membership responsibilities include: accepting, agreeing to, and upholding the By-laws and policies set forth by the Board and membership; serving on committees when selected; treating all members with respect; and maintaining membership in good standing.

#### E. Revocation

Revocation of membership is a very serious measure. Revocation should only be undertaken after reasonable attempts to reconcile the needs of the member with the purpose and goals, as stated herein. Membership in the SVB can be revoked by a 2/3 vote of the Board. A member of the Board must petition the Board at least 14 days before a Board meeting to revoke a membership. The petition must include one of the following reasons for revocation: violent behavior at a SVB function that either threatens another person or property; malicious behavior intended to offend, hurt, or ridicule another person; or behavior or actions that are not in the spirit of the By-laws. The SVB Secretary will notify the member that his membership is in jeopardy and why by Certified US Mail. The member will be encouraged to attend the Board meeting and present any information pertinent to the issues. The Board will discuss the petition and solicit information as needed. The Board will then vote under closed session whether to revoke the membership. The member shall be notified by the Secretary of the decision of the Board by US Mail.

#### F. Dues

Annual membership dues are determined by the Board and approved by the general membership. Except for lifetime members, all members of the SVB must pay the most current annual membership dues as approved by the Board and general membership. No dues will be refunded in the event a member resigns from the SVB. Dues will be prorated and refunded to any member who has had his membership in the SVB revoked. Members may not vote at general meetings until dues have been paid in full. A former member whose membership has expired for non-payment of dues may rejoin by completing a membership application and paying all applicable dues.

#### G. Term

Membership (except lifetime) shall begin on the date the member pays his full dues and continues for one year from that date. Membership for founding members began on the date that the SVB came into existence and continues until: (1) he is deceased, (2) resigns his membership, or (3) has his membership revoked as outlined in the By-laws under paragraph "E. Revocation".

#### H. Resignation

Members may resign at any time by delivering or mailing a written notice of resignation to the Secretary. There shall not be any refund of dues when a member resigns. If a member's dues are not paid by the 2nd general meeting of the new term, the member shall be considered as resigned.

A lifetime member that resigns from the SVB, forever forfeits his rights to be a lifetime member. A former founding member may only rejoin as a member other than founding member with all rights and responsibilities as specified in the By-laws.

### **IV. Meetings**

## A. Quorum and General Provisions

General SVB meetings require a quorum. A quorum for the general meeting is defined as all members in attendance and voting. No vote shall be considered valid without a quorum. Absentee votes are allowed only at the Election and are counted towards the quorum. A quorum for a Board meeting is defined as 75% of the Board members. General SVB meetings shall be held monthly for information, business, and social purposes. The President shall preside over the meeting. Members shall be notified of meeting dates and locations in the monthly newsletter and in the SVB events webpage. Meetings may also be posted through other means using resources owned by or available to the Club.

## B. Board Meetings

Board meetings shall be held regularly. There will be at least nine Board meetings per fiscal year, and at least one Board meeting every 60 days.

Board meetings are open to all members, except for closed sessions. Only members of the Board may vote at Board meetings. Officers may call additional Board meetings as needed. Closed sessions are for members of the Board only. The Board may ask other individuals to provide testimony, if necessary.

Board members may communicate and come to consensus on business through meetings or any other means, such as electronic media. All Board members must be given an opportunity to participate before any decision is made. The Secretary shall record those decisions in the minutes for that session.

In conducting business and fulfilling duties, the Board may designate and make use of any resources available to the Club, such as electronic resources, in accordance with the provisions of these By-laws, benefit and accountability to members, and any other good-faith consideration of best practice.

Minutes of Board meetings, committee meetings, and general meetings may be reviewed by any member at any Board meeting, general meeting, or by special request to the Secretary. Copies of the minutes may be obtained for a nominal fee, if requested. Minutes shall be approved by the Board no later than the second Board meeting after the meeting for which those minutes were created.

The Secretary shall complete and archive the minutes and make them accessible to the Board members on designated Club resources. Upon approval of the minutes by the Board, the Secretary shall post the minutes on designated Club resources for access by the membership.

## V. Board Positions

The SVB is a democratic organization, with the Board's power derived from the membership. The Board consists of the President, Vice President, Secretary, Treasurer, and Member-at-Large. The term of office for all Board members is one year and begins on January 1 and ends on December 31. All Board members shall return all Club property and assets to the Club immediately upon the end of their terms or upon resignation. The Board is responsible for conducting the business of the SVB and formulating policy to advance the interests of the SVB. Decisions of the Board must be consistent with the By-laws and should foremost consider the well-being of the SVB and its members. No member may commit the SVB to any activity or financial decision without approval of the Board. Individual Board members may only serve in their respective offices to which they were elected; Board members may not be shuffle/swap their positions amongst themselves. Board members may temporarily carry out the duties of other Board positions as necessary due to the absence of the appropriate officers or vacancy of such positions.

### A. Duties

**President:** The President is the official spokesman of the SVB. He chairs and sets the agendas for all General and Board meetings. He serves as an ex-officio member of all committees.

**Vice President:** The Vice President assists the President in all duties and, in the absence of the President, acts as the President. He is also responsible for the storage and disposal of SVB property. The Vice President chairs the Events Committee, if such committee is required.

**Secretary:** The Secretary takes minutes at all official meetings and is responsible for the newsletter. The Secretary is also responsible for notifying the membership of the meetings and proposed By-law amendments, maintaining SVB records, and conducting the elections.

**Treasurer:** The Treasurer is responsible for the SVB financial records and bank accounts. He prepares monthly reports and the annual financial statement and supervises the development of the yearly budget. The Treasurer chairs the Finance Committee, if such committee is required. He is also responsible for any state and federal reporting requirements.

**Member-at-Large/Bear-at-Large:** The Member-at-Large (also referred to as "Bear-at-Large") represents the general members and votes as a member of the Board. The Member-at-Large is responsible for bringing issues or concerns of the membership to the Board, outreach to members, promoting the Club to the general public, and researching possible social and fundraising activities with the membership. The Member-at Large assumes additional duties as needed and approved by the Board.

#### B. Vacancies

If a Board position becomes vacant, the Board will appoint a member in good standing to fill the vacant position until the next election.

#### C. Resignation

A Board member may resign in writing from the Board at any time.

#### D. Removal of Board Members

A Board member may be removed from office for the following reasons: (1) bringing discredit to the SVB; (2) conviction of a felony while in office; (3) misappropriation of SVB funds or property; (4) failure to attend two Board or general meetings without prior approval of the Board; (5) failure to perform the duties of the office to which elected; and (6) failure to maintain membership in good standing. A request for removal of a Board member from the Board can only be made by a motion of the Board in a regularly scheduled Board meeting and must be approved by a vote of two-thirds of the Board, or by a petition of the membership signed by thirty members, who are in good standing, and presented to the President (or in the event of a request for the removal of the President, presented to the Vice-President). The request for removal will be announced at the next regularly scheduled general meeting and will be put to a vote of the membership at the following regularly scheduled general meeting. The request for removal must be ratified by two thirds of all members present and voting.

### **VI. Elections**

Elections will be conducted by an Election Committee, appointed by the Board and under the direction of the Secretary. No member of the Election Committee may run for office. To qualify for office, an individual must be a member in good standing of the club. A member may only hold one Board position at any given time. Members seeking election must submit their name and the office they are seeking to the Secretary no later than the November general meeting. There shall be no nominations after that date. The Board is elected at the December general meeting. Voting is by secret ballot and tallied by the Election Committee. The candidate receiving the most votes is elected to that position.

A member may vote by absentee ballot, or in person at the December general meeting. In early November the Secretary will send an absentee ballot and a specially marked envelope to each member in good standing. The absentee ballot, placed in the special envelope, must be received by the Election Committee by the start of the December general meeting for it to be counted. Any Board positions for which there are no candidates at the time of the election shall be considered as vacancies and are covered by that section of the By-laws.

The minutes of the December General meeting, reflecting the election results, must be made available by December 15.

## **VII. Committees**

Committees may be formed to perform the following functions at the discretion of the Board:

### **A. Events Committee**

The events committee shall consist of the Vice President and at least two other members as appointed by the President. The events committee shall be responsible for developing social and fundraising events that encourage the enrichment and fellowship of the members and provide funds to the SVB's charitable contributions account. The responsibility for marketing and merchandising of materials for the benefit of the members and as fundraising shall fall under this committee.

### **B. Finance Committee**

The finance committee shall consist of the Treasurer and at least two other members as appointed by the President. The finance committee shall be responsible for the development of an annual operating budget, annual review of the accounting system, annual audit of all financial records, and recommendations for investments in equipment, or other fixed assets by the SVB.

### **C. Project Teams/Committees**

The Board, for the purposes of developing and managing a specific project or event, may form other teams and/or committees. These teams/committees may be responsible for the development of project budgets, entertainment, marketing, and/or any other project as the Board deems appropriate and is in the best interests of the SVB. The Board, to ensure continuity with other projects, fiscal responsibility, and unity of purpose within the SVB, must approve all actions of project teams/committees.

### **D. Committee Appointments**

Except as otherwise stated herein, the Board shall make all appointments to committees.

## **VIII. Financial Matters**

### **A. Fiscal Year**

The SVB fiscal year is from January 1 to December 31.

## B. Signatory Power

All Board members, and only Board members, except for the Member-at-Large, shall have signatory power on SVB accounts.

## C. SVB Assets

No part of the income or assets of the SVB shall ever be distributed to its members, officers or private individuals. SVB assets may to be used solely for the benefit of the members, or designated charities, in a manner deemed equitable by the Board.

## D. Budget

A yearly budget, developed by the Treasurer and Finance Committee, if such committee is formed, shall be presented no later than the January Board meeting to the Board for approval.

## E. Financial Statement

Within thirty days of the end of the fiscal year, the Treasurer shall prepare a financial statement detailing revenues, expenditures, membership data, and the opening and closing balances of all SVB accounts and that statement shall appear in the SVB newsletter and/or be made available to the members upon request.

## **IX. Indemnification**

The SVB is indemnified and held harmless of any action(s) by its members that are expressly forbidden by these By-laws. Furthermore, no action shall be construed as an official act of the SVB unless and until it has been reviewed and approved by the Board at a properly scheduled meeting.

## **X. Amendments**

These bylaws may only be amended or revised in the following manner: amendments may be proposed by the Board or by a petition signed by ten members in good standing. Members shall be notified at least thirty days prior to the date of the vote on the proposed amendment(s). The proposed amendment(s) will be voted on at the next general meeting after that thirty-day period. Amendments to the By-laws shall be adopted by a 2/3 vote of the members present at the meeting. The text of these By-laws may, after Board approval, be changed by any incumbent Board member without the amendment procedures as detailed in this section only to update the SVB address (as specified in **I.SVB Designations**) or to correct errors in language, such as punctuation, spelling, and grammar, and only to the extent that such changes do not in any way change the operation of the SVB, change the meaning, intent, or interpretation of the text being corrected, nor obscure the language of the text being corrected. Any such change to update the address or correct errors in language shall be presented to the Board, which will vote on those changes under consideration. The Secretary will record such changes in the Minutes.

## **XI. Dissolution**

The SVB may be dissolved by unanimous vote of the Board and ratified at the next general meeting. Upon dissolution, assets of the SVB remaining after payment of all liabilities, shall be distributed to one or more organizations described in section 501(c)(3) of the Internal Revenue Code of 1954 and fulfilling the requirements of qualifications as a valid recipient of charitable organizations as proscribed in section 170(c) of the Internal Revenue Code of 1954, in such proportions as decided by the Board. The President, Vice-President, and Treasurer shall be responsible for ensuring the assets are properly distributed within 180 days of dissolution.

	<p>Adopted by the Board on 1 April 2019. Adopted by the General Membership on 1 May 2019.</p>	