

THE NATIONAL ASSOCIATION OF BLACK AND WHITE MEN TOGETHER

A GAY MULTIRACIAL ORGANIZATION FOR ALL PEOPLE, INC.

BYLAWS



INTRODUCTION

Conventional bylaws are a product of Western European culture. There are, however, other customs in group process and self-government. As a national association with members drawn from different ethnic backgrounds, we recognize our responsibility to explore these other customs and perhaps to incorporate them into our **BYLAWS** at some time in the future.

ARTICLE 1 NAME

The name of this organization shall be the *National Association of Black and White Men Together: A Gay Multiracial Organization for All People, Inc. (NABWMT)*.

ARTICLE 2 STATEMENT OF PURPOSE AND VISION STATEMENT

SECTION 1. The NABWMT is a gay multiracial, multicultural organization committed to fostering supportive environments wherein racial and cultural barriers can be overcome and the goal of human equality realized. To these ends, we engage in educational, political, cultural, and social activities as a means of dealing with the racism, sexism, homophobia, HIV/AIDS discrimination, and other inequities in our communities and in our lives.

SECTION 2. NABWMT envisions America free of racism and homophobia.

ARTICLE 3 MEMBERSHIP

SECTION 1. MEMBERS SUPPORT. All members in good standing shall support the organization's Statement of Purpose, and fulfill the requirements of membership as stated herein and in the **STANDING RULES**.

SECTION 2. TYPES OF MEMBERSHIP shall be Chapter, National Member, Life, Associate, and Honorary.

A. **CHAPTER MEMBERSHIP** shall be open to any group of five persons or more who submit an application for membership and pay annual dues as described in the **STANDING RULES 2.1.1, 2.2.2, 2.5, 2.6**

B. **NATIONAL MEMBERSHIP (STANDING RULES 2.1.2, 2.2.2)** shall be open to any person who submits an application for membership and pays annual dues as described in the **STANDING RULES 2.5, 2.5, 2.6**. National Members are entitled to all of the services and communications provided by the NABWMT for individuals. When becoming a member, National Members may identify themselves as affiliated with a local chapter, or as a Member-at-Large (a National Member not affiliated with a local chapter). Members of local chapters who are not National Members are identified as Associate Members of the NA. Associate Members are not entitled to the services or communications offered by the NA. Couples membership is available for any National Individual Members for individuals residing at the same address. The rate will be twice the amount specified, minus 20% (**STANDING RULES 2.5.9, 2.6.8.7**).

C. **LIFE MEMBERSHIP** shall be granted to any person who contributes an amount specified in the Standing Rules (**STANDING RULES 2.1.3, 2.2.3**) or more to the organization.

D. **AFFILIATE NONVOTING ORGANIZATIONAL MEMBERSHIP** may be granted to organizations at a rate per year specified in the Standing Rules (**STANDING RULES 2.1.4, 2.2.4**) who submit an application.

E. **HONORARY MEMBERSHIP** may be conferred upon an individual or group by two-thirds vote of the Board of Directors. Honorary memberships shall have the same privileges as other memberships, except the Honorary members shall neither vote, hold office, nor be required to pay dues (**STANDING RULES 2.1.5 2.2.5**).

F. **COMBINED DUAL MEMBERSHIP** in the National and in a single local chapter may be granted to anyone who submits a combined application with dues annually as specified in the **STANDING RULES 2.1.6 2.2.6**. Such a combined application will require a written agreement between the local chapter and the Board of Directors.

SECTION 3. ADMISSIONS TO MEMBERSHIP shall be by application to the Treasurer or his/her designated representative. The Board of Directors reserves the right to refuse or reject an application for membership. Except when an application for membership is refused or rejected by the Board of Directors, membership dues are non-refundable. Those members whose applications and dues are accepted by the NABWMT are considered "Members in Good Standing," and entitled to all privileges of membership, including but not limited to voting during the annual meeting, regular communications, and discounts when offered.

SECTION 4. ANNUAL DUES for all members shall be specified in the **STANDING RULES 2.5 2.6**.

SECTION 5. PRIVILEGES OF MEMBERSHIP shall require compliance with the **BYLAWS** and **STANDING RULES** of the organization.

SECTION 6. FINAL AUTHORITY for the organization rests with the membership.

ARTICLE 4 OFFICERS

SECTION 1. ELIGIBILITY FOR OFFICE. Only members of Chapters, National Members, and Life Members may stand for office (**STANDING RULES 3.4**).

SECTION 2. ELECTED OFFICERS. There shall be the following elected Officers, of whom no more than two (2) shall be primarily affiliated with the same chapter (if any) at the time of his or her election; the limit of two (2) officers from the same chapter will be waived when to enforce such limitation would result in a vacant position which could otherwise be filled:

- A. Two Co-Chairs, each of a different race;
- B. A Corresponding Secretary;
- C. A Recording Secretary and a Treasurer, each of a different race, except when to enforce such racial parity would result in a vacant position which could otherwise be filled.

SECTION 3. TERM OF OFFICE. All officers shall serve a term of two (2) years, with the two Co-Chairs and the Corresponding Secretary elected in even-numbered years, and the Recording Secretary and the Treasurer elected in odd-numbered years. The term of office shall commence at the beginning of the fiscal year following election. A person may serve no more than three (3) consecutive terms in the same office. An Officer who does

not fulfill duties and assigned responsibilities may be relieved of office by a two-thirds (2/3) vote of the Board of Directors.

SECTION 4. VACANCY IN OFFICE. Should a vacancy occur in an office, a replacement shall be appointed by the Co-Chair(s), subject to approval by a two-thirds (2/3) vote of the Board of Directors within 60 days, or by majority vote of the General Membership at its annual meeting if the appointment occurs within 60 days preceding the annual meeting of that body. In the case of vacancies in both Co-Chair offices, the Corresponding Secretary, Recording Secretary, and Treasurer shall assume the duties of the Co-Chairs in an acting capacity. The Board of Directors shall select replacement Co-Chairs by majority vote, to serve until the annual meeting of the General Membership, at which time there shall be a special election to fill the remainder of the Co-Chairs' terms of office.

ARTICLE 5 DUTIES OF OFFICERS

SECTION 1. THE OFFICERS shall be in regular communication and shall conduct the day-to-day and mandated business of the organization. Each officer will serve on the Executive Committee. Substantive new business shall be submitted to the Board of Directors for approval.

SECTION 2. THE CO-CHAIRS SHALL (see also STANDING RULES 3.4.1):

- A. Be the spokespersons for the organization, or shall designate such representatives.
- B. Preside at all meetings of the Board of Directors and General Membership.
- C. Make interim appointments as needed.
- D. Sign with the Corresponding or Recording Secretary all contracts for the organization.
- E. Serve as ex-officio members of all Committees except the Elections Committee, which deals with the nomination or election of Officers of the organization.
- F. Call special meetings of the Board of Directors when necessary.
- G. Perform all other functions normally associated with this office or as mandated by the Board of Directors and/or the General Membership, and in keeping with the organization's stated goals.
- H. Sign with the Treasurer all checks for the organization (the signature of either Co-Chair with the Treasurer will be sufficient).
- I. Other duties as described in the **STANDING RULES**.

SECTION 3. THE CORRESPONDING SECRETARY SHALL (see also STANDING RULES 3.4.2):

- A. Be responsible for the recording and disseminating of the minutes of all proceedings of the annual General Membership meeting and act as secretary to the General Membership.
- B. Be responsible for taking and distributing the minutes of the Board of Directors meeting if the Recording Secretary is unable to attend the meeting.
- C. Assist the Recording Secretary at the Board of Directors meetings by maintaining and recording the final wording and final vote tally for all proposals, resolutions, and amendments presented or voted upon at a Board Meeting.
- D. Notify any Board Member who misses a meeting of any tasks or requests that were assigned at the meeting to the missing Board Member.
- E. Other duties as described in the **STANDING RULES**.

SECTION 4. THE RECORDING SECRETARY SHALL (see also STANDING RULES 3.4.3):

- A. Be responsible for recording and disseminating the minutes of all proceedings of the Board of Directors.
- B. Facilitate internal communication of organization business at the direction of the Co-Chairs.
- C. Perform all other functions normally associated with this office and/or as mandated by the Board of Directors and/or Co-Chairs, and in keeping with the organization's stated goals.
- D. Other duties as described in the **STANDING RULES**.

SECTION 5. THE TREASURER SHALL (see also STANDING RULES 3.4.4):

- A. Have responsibility for all funds for the organization.
- B. Certify the dues-paid status of members when appropriate.
- C. Make financial reports to the Board of Directors at least quarterly, and to the membership at the annual meeting.
- D. Sign with either Co-Chair all checks for the organization.
- E. Maintain with the Recording Secretary an up-to-date membership directory.
- F. Perform all other functions normally associated with this office and/or as mandated by the Board of Directors and/or Co-Chairs, and in keeping with the organization's stated goals.
- G. Other duties as described in the **STANDING RULES**.

SECTION 6. BANK ACCOUNTS. Notwithstanding any provision in these **BYLAWS** to the contrary, the Board of Directors may authorize the creation and maintenance of bank accounts for which only one signature is required to effect transactions, provided that: A) such accounts serve a particular purpose specified by the Board of Directors, and B) no such account is used as the organization's primary repository of funds.

ARTICLE 6 BOARD OF DIRECTORS

SECTION 1, COMPOSITION. The Board of Directors shall consist of the five (5) elected Officers, and no more than ten (10) Directors elected from among the Chapter, National, and Life Memberships. No more than two (2) Directors or three (3) Board Members (Officers and Directors) shall be affiliated primarily with the same Chapter at the time of their election, and no more than eight (8) Board members (Officers and Directors) may be of the same race, except when to enforce the limit of three Board members from one chapter or eight Board members (Officers and Directors) would result in a vacancy which could otherwise be filled. [Amended 7/18/15]

SECTION 2, ELECTION OF DIRECTORS. Directors shall be elected for a term of two (2) years, with five (5) elected each year. The term of office shall commence at the beginning of the fiscal year following election.

SECTION 3, ESTABLISHING POLICY. The Board of Directors shall determine the focus and priorities and set policy for the organization, conduct the regular business of the organization and shall be the decision making body of the NABWMT, including approving Convention sites, except with regard to powers specifically reserved to the General Membership in these **BYLAWS**, and shall be empowered generally to implement the policies set by the Board of Directors. The Board of Directors shall promulgate **STANDING RULES** to facilitate the execution of its business.

SECTION 4, ANNUAL MEETING. There shall be an annual meeting of the Board of Directors during the organization's National Convention. As the budget permits, the Co-Chairs may call additional meetings during the year, provided that each member of the Board of Directors receives at least 30 days notice. In addition, business

shall be conducted electronically (e.g., e-mail), through the mail, and/or by telephone (e.g., teleconferences) in such a manner as to ensure fair and adequate consideration of regular business matters.

SECTION 5, ONE MEMBER, ONE VOTE AND QUORUM FOR MEETINGS. Each Officer and each Director shall exercise one vote in conducting the business of the Board of Directors. A quorum for conducting business of the Board of Directors shall be at least half of the authorized members of the Board including at least two (2) Officers and at least five (5) Directors, either in person or represented by properly completed proxy. A proxy authorizing another director or officer to vote on an absent member's behalf, must be tendered to the Executive Committee of the Board by e-mail, US mail, or by telephone call prior to meetings. Such a proxy does not necessarily constitute an "excused absence" on the part of that member.

SECTION 6, DIRECTOR RESPONSIBILITIES. Each Director, as assigned by the Co-Chairs, shall be responsible for the activities of at least one NABWMT project and/or be assigned to work closely with specific Chapters within his or her geographic vicinity. A Director who does not fulfill duties and assigned responsibilities may be relieved of office by a two-thirds vote (2/3) of the Board of Directors.

SECTION 7, DIRECTOR VACANCY. Should a Director's seat become vacant, a replacement shall be appointed by the Co-Chairs, subject to approval by 2/3 vote of the Board of Directors at an official meeting of the Board within 60 days, except that if the vacancy should occur within 60 days preceding the annual meeting of the General Membership, it shall be filled by special election at that meeting.

ARTICLE 7 GENERAL MEMBERSHIP

SECTION 1, COMPOSITION. The General Membership shall consist of all National and Life members in good standing, including all elected officers and members of the Board of Directors. Two representatives from each Chapter in good standing shall serve as voting representatives of their chapter during the annual meeting. Chapters are encouraged to select two representatives of different races as their voting representatives.

SECTION 2, ANNUAL MEETING. There shall be an annual meeting of the General Membership during the organization's National Convention. Special meetings of the General Membership may be called by the Officers, the Board of Directors, or by written request of one-half the member chapters and/or one-half of the National and Life Members. Notice of special meetings shall be given to the members at least thirty (30) days before the meeting.

SECTION 3, CHAPTER REPRESENTATION. Two representatives to the annual meeting of the General Membership shall be chosen by their respective Chapter. Notification of who those representatives are must be made to one of the officers of the Board no later than the start of first business meeting to permit voting during the annual meeting.

SECTION 4, BUSINESS CONDUCTED. The General Membership at its annual meeting shall receive reports from the Board of Directors regarding its focus and priorities for the organization and the policy for implementation by the Officers and Directors; and elect the Officers and Directors. The General Membership is empowered to amend these **BYLAWS** or to promulgate new **BYLAWS** for the organization. Chapter Representatives to the General Membership shall act during the year as the contact person(s) and communication link for their Chapter with the Board of Directors. The Advisors appointed by the Co-Chairs shall act in that capacity for the National and Life Members.

Section 5, Co-CHAIR FACILITATION DURING MEETING.

A. The Co-Chairs shall appoint no more than three Advisors (with not more than two of the same race, ethnic or cultural background), as needed, to assist them as provided in Article 7 Section 5.B. The Advisors shall serve at the pleasure of the Co-Chairs. The Co-Chairs and Advisors shall act in accordance with the requirements of these **BYLAWS, ARTICLE 7, SECTION 4.**

B. The Co-Chairs shall chair and preside over the annual meeting of the General Membership. The Co-Chairs shall compile the agenda for the annual meeting and include in it items originating in the General Membership and the Board of Directors. The Co-Chairs shall work with the Advisors in compiling the General Membership items and other input; the Advisors will help in getting input from all members of the General Membership in their respective Board districts. The Co-Chairs shall compile Board of Directors items.

SECTION 6, QUORUM. During the annual meeting of the General Membership, the number of members and chapter representatives present shall constitute a quorum for conducting the business of the General Membership.

SECTION 7, NUMBER OF VOTES ALLOWED PER MEMBER OR CHAPTER REPRESENTATIVE.

Chapters shall vote through their representatives with five (5) votes per chapter. Chapters may split votes into whole numbers or fractions, if more or less than two are officially in attendance. Officers, National, and Life Members shall have one vote each, except that an Officer who also holds National or Life Membership shall have two votes each (i.e. one vote by virtue of his or her office, and a second vote by virtue of membership). National and life members must be present to vote; they may not assign a proxy to vote in their absence. A chapter not in attendance, may assign their 5 votes to another chapter or to another member in good standing as a proxy, with appropriate communication to one of the Board officers (by e-mail or letter). Such a proxy must be received in hand by a Board Officer no later than the start of the annual meeting.

SECTION 8, PROXIES ALLOWED. Any individual National and Life member in good standing may elect to cast their ballot at any membership meeting by official proxy. The official proxy form may be acquired through the web site, e-mail, fax, or photocopy, but must have an original ink signature and date, with the member's printed name, in order to be valid. The proxy holder must present the proxy form for certification during the voting check-in to the Board's Treasurer.

SECTION 9, DECORUM. Discipline of representatives to the General Membership shall be handled in general accordance with the discipline procedures as outlined in the current edition of Robert's Rules of Order, Revised.

ARTICLE 8 ELECTIONS

SECTION 1. ELECTION OF OFFICERS AND DIRECTORS shall be held annually.

SECTION 2. CHAPTERS, through their representatives, National and Life Members, and Officers of the Board shall vote according to the provisions of the **BYLAWS ARTICLE 7.**

ARTICLE 9 PARLIAMENTARY AUTHORITY

The parliamentary authority of this organization shall be the current edition of Robert's Rules of Order, Revised.

ARTICLE 10 AMENDMENTS

SECTION 1. BYLAWS MAY BE AMENDED by the membership with a simple majority, if the Board of Directors has previously voted to accept the proposed Bylaw changes. Otherwise, these **BYLAWS** may be amended or revised by an affirmative vote of two-thirds (2/3) of the General Membership without prior approval of the Board of Directors.

SECTION 2. PROPOSED AMENDMENTS shall be submitted in writing to the General Membership at least thirty (30) calendar days prior to the taking of a vote, except at General Membership meetings where one (1) day's notice shall be required.

SECTION 3. ANY CONFLICTS between articles and sections in these **BYLAWS** and/or the corresponding **STANDING RULES**, now, or whenever amended, shall be resolved by following the spirit of the motion or amendment rather than the letter.

SECTION 4. ALL PROPOSED AMENDMENTS to the **BYLAWS** should be presented to the Board of Directors or the **BYLAWS** and **STANDING RULES** Committee or to the membership in accord with the **BYLAWS ARTICLE 10** in the following format: a) the actual resolution(s); b) the rationale and/or justification; c) possible positive or negative implications, if any; d) financial impact to the NABWMT, if any; and e) signature and printed name and identity(ies) of the member, chapter, or committee, with the date of submission.

ARTICLE 11 DISSOLUTION

In the event of lawful dissolution of the organization, following payment of all just debts and obligations, the net assets of the organization shall be conveyed pursuant to designation by the Board of Directors to one or more organizations devoted to purposes and activities similar to those of the organization.

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[THESE **BYLAWS** ARE AVAILABLE FROM THE **NABWMT NATIONAL WEB SITE, WWW.NABWMT.ORG.**]

A RESOLUTION TO CORRECT ALL REFERENCED STANDING RULES SECTION IN RED ABOVE WILL BE INTRODUCED IN MEMPHIS.

A MOTION TO RESCIND THE EXCEPTION IN THE LAST LINE OF ARTICLE 6 SECTION 1 WILL BE ENTERTAINED BY THE Co-CHAIRS.

ARTICLE 6 BOARD OF DIRECTORS

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