

Seattle Gay Couples Constitution and Bylaws

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CONSTITUTION

1. Name

The name of the organization is Seattle Gay Couples, hereafter “SGC” or “the organization.”

2. Mission

SGC is a social club for male, gay couples that facilitates social activities for members for validating, promoting, and strengthening healthy relationships and building a network of gay couples across the greater Puget Sound region.

SGC shall have no political or religious affiliations. SGC will not provide or promote itself as any form of a dating service, counseling or crisis center, or sex club.

3. Dedication of Assets

The assets of SGC are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets, or dissolution of same, shall benefit any private person, individual, and/or couple.

4. Membership

A. Member Couple Defined

A member couple in good standing of SGC shall consist of male persons participating in a same-gender, self-defined couple relationship in which each person in the relationship is no younger than 21 years of age and who agrees to all conditions of membership, and have paid or arranged to pay the required annual dues.

B. Membership Availability

SGC membership is open to all male, gay couples. SGC does not discriminate on the basis of race, color, ethnic or country of origin, place of residence, age (provided they are at least 21 years old), marital status, disability, employer or type of employment, religious or political belief, or financial status.

C. Membership Application

As a condition of membership, each new member couple will complete a membership application form.

D. Categories of Membership

- 1) General Members are member couples as defined above.
- 2) Board Members are individual members of a member couple who have been duly elected or appointed to the Board of Directors.
- 3) Committee Members are individual members of a member couple who have accepted board appointment to SGC committees.
- 4) Introductory Members are non-voting, 30-day memberships, offered pursuant to board policies, which permit limited access to events and other club benefits (membership rosters, etc.) and are offered as an incentive to prospective members to try out the organization. Introductory members are expected to convert to General Members at the expiration of their introductory period, or be dropped from the membership roster.

E. Membership Dues

The Board of Directors, from time to time, shall establish a dues structure to be assessed per member couple depending upon the category of their membership. All dues paid to SGC become the property of the organization and are non-transferable and non-refundable.

F. New Members and Reinstatement of Membership

Any couple, or former member couple, may join SGC upon completion of a membership application and payment of dues. All membership applications are subject to acceptance by the organization.

Application for reinstatement of a terminated member will be reviewed and voted upon by the Board of Directors, their decision is final and binding.

G. Resignation or Termination of Membership

- 1) Resignation of membership shall occur immediately upon one of the following: a) receipt of a written and/or oral resignation, provided by either partner of a member couple, to a board member; b) failure to timely renew membership each year; or, c) the ending of the member couple's relationship. Exceptions can be made at the board's discretion.
- 2) Termination of membership shall occur immediately upon a majority vote of the board that either member of a member couple has failed in a material and serious degree to observe the Mission and Bylaws and/or purposes of SGC, or has engaged in conduct materially and seriously prejudicial to the organization, the membership shall be terminated without recourse. Notification will be given to SGC members.

In either of the above cases, should either member of the member couple hold a board or committee position, this position will be considered immediately vacated.

5. Board of Directors

A. Composition

The Board of Directors (hereafter, “the board”) will consist of a minimum of three (3) and a maximum of eight (8) individual members, each to be elected by the general membership, (except in cases of mid-term vacancies, which may be appointed by the board).

B. Overall Responsibilities

The board is charged with the overall responsibility of operating and managing the business and affairs of SGC. The board is further charged in assuring timely, legal, and proper conduct in the pursuance of its purposes. After the close of each fiscal year, the President shall call for the board to conduct an annual informational, financial review and planning session. All members of the board shall be available to new and prospective members and current members alike to answer questions about SGC and to encourage full participation.

C. Establishing Policies and Operating Procedures

The board from time-to-time will draft and implement appropriate policies and procedures regarding the operation of the organization. Such policies and procedures which will be made available electronically to the membership.

D. Term of Office

Board members shall serve a term of two (2) years, without term limits. Newly elected board members shall assume their duties at the close of the meeting at which they are elected. The outgoing board members shall, at the request of the incoming officers, serve during a transition period for the purpose of assisting the transition of newly elected officers into their respective offices.

E. Abandonment of Office

Any board member who without good cause fails to attend two or more board meetings a year, or who materially fail to carry out the duties of their office may be deemed by the board to have abandoned their office. As such the board may, without further notice and without recourse, declare their board position vacant, and may appoint another member in good standing to serve out the remainder of said member’s term.

F. Conflicts of Interest

Board members agree to, at all times, discharge their duties with SGC’s best interests at heart. Any board member (or other member who has financial dealings with SGC) who has any real, or apparent, conflict of interest shall immediately disclose the complete nature of such conflict to the board and the board will vote to acknowledge such conflicting interest and take all reasonable action to assure SGC’s interests are protected. Board members who may have such a conflict will abstain from voting on such issues.

G. Return of Documents

Upon completion of service as either a board or committee member, members agree to immediately return all hard-copy and/or electronically-stored documents, or other assets belonging to the organization which may be in their possession.

H. Interim Operating Committee

An Interim Operating Committee shall manage the operations of the organization under any of the following situations: a) during a reorganization or; b) at any time the board consists of any number less than three (3) members. The Interim Operating Committee will, as soon as is practical, seek to reestablish a board for the organization.

6. Board of Directors, Elected Offices

A. President

Serves as chief executive officer of the organization, presiding at all meetings of the board and the general membership, whose responsibilities are to generally supervise, direct, and facilitate the business of SGC; serve as spokesperson for SGC; establish and maintain relationships with the community regarding the organization's mission, services, and activities; present a report, written and verbal, to the membership about the state of the organization at an annual meeting for the membership; and perform other duties as prescribed and in keeping with this office.

B. Vice President

Assists the President in fulfilling the duties of the president as well as to serve as Acting President in the absence of the President. He performs any other duties as prescribed and in keeping with this office.

C. Secretary

Serve as the secretary of the organization by maintaining all historical and other records of the organization, which include but are not limited to: minutes of all board meetings, a yearly record of all proceedings and actions, and the policies and operating procedures of the organization. They perform any other duties as prescribed and in keeping with this office.

D. Treasurer

Serve as the chief financial officer of the organization, and is responsible for receiving, depositing and disbursement of funds and maintaining the membership roster and appropriate financial records and controls. He provides annual financial statements as well as a written and verbal financial report and, if deemed necessary by the board, a proposed annual budget at an annual meeting of the membership. He is also responsible for all communications with members regarding their membership, once they are established as general members.

E. Board Members-at-Large

All remaining Board members assist with the operation of the organization and may be delegated responsibility for or participation in committees created by the board.

7. Board of Directors, Ad Hoc Committees

The board, at its sole discretion, may choose to create and empower ad hoc, single purpose committees for fixed durations of time, each chaired by a board member, for the purpose of dealing with any issue of interest to the board

8. Amendments to the Constitution and Bylaws

Amendments to the Constitution and Bylaws may only be made at an annual meeting or a special meeting of the membership. Any proposal for such amendments must be given to the Secretary in writing. The proposal must then be circulated with the notice of the meeting. Any vote on any proposal to amend the constitution or bylaws will require a two-thirds majority of those present and entitled to vote. No proxy voting or absentee ballots shall be used. Each member couple is permitted no more than one vote.

9. Dissolution

Dissolution of SGC is accomplished by convening a special meeting of the membership whose sole purpose is dissolution of SGC. Any proposal to dissolve SGC must be given to the Secretary in writing. The proposal must then be circulated with the notice of the meeting. If it is agreed to dissolve the group, all remaining money and other assets, once outstanding debts have been paid, will be donated to a local charitable organization agreed upon at the meeting.

BYLAWS

1. Confidentiality

All member couples, as a condition of membership, agree to respect the privacy of other members and agree not to use or disclose any information relating to other members, or any other confidential information they may come to obtain relating to the group, to anyone else or use it for any purpose other than SGC activities.

SGC shall at all times respect the rights of privacy of all of its members. Complete full names consisting of first and last names or nicknames, addresses, telephone numbers, email addresses, photographs, video recordings, and other information about member couples shall not be published, used, or otherwise released except to appropriate officers of the organization, and then only as essential to the provision of services to the members.

Photographs and video recordings of SGC events may be taken by members at any event.

A. In organizational publications that include photographs and video recordings for public consumption, photographs and video recordings will not include any caption or attachment of members' names whatsoever.

B. In organizational publications that do not include photographs and video recordings for public consumption, members' first names followed by the initial of the last name, e.g., John Doe would appear as John D., may be published, used, or otherwise released.

C. In organizational publications that include photographs or video recordings for members' viewing only, members' first names followed by the initial of the last name, e.g., John Doe would appear as John D., may be published, used, or otherwise released.

2. Board of Directors, Meetings

A. Regular Meetings

The board shall meet on a regular, periodic basis. Meetings may be held either in person or by telephone, or any combination, and shall be open and accessible to the membership. Only board members in attendance may cast votes.

Membership should be advised at least one month in advance as to the date and location or procedures for attending the board meeting. The board shall encourage member participation and use its best efforts to assure that members are able to access or attend its meetings.

B. Special Board Meetings

A Special Board Meeting is any meeting called by a quorum of the board to address a specific issue outside of normally scheduled board meetings.

A Special Board Meeting can be called when an officer of the board, member or member couple has failed in a material and serious degree to observe the Bylaws and/or purpose of SGC or has engaged in conduct materially and seriously prejudicial to the interest of the organization. This meeting is only open to the parties concerned and not to the general membership. There is no minimum notice requirement.

C. Quorum

A quorum of the board is a simple majority (over 50%) of the seated board members.

3. Board of Directors, Vacancies

In the event a board member's seat is vacated prior to the completion of their term, the board, at its sole discretion, may elect or appoint a board member during a transition, or may adopt any board member election procedure which it deems fair and appropriate in the interim.

4. Annual General and Special Meetings of the Membership

A. Date

The date for the Annual General Meeting (AGM) shall be established by board policy.

B. Voting

Except as otherwise provided herein, the organization shall always operate under a democratic process in which the majority vote of member couples shall prevail. The organization shall allow one (1) vote per attending member.

C. Notification to Membership

The membership shall be notified of the date and location of the AGM not less than 45 days prior to the meeting. An agenda for the meeting shall be posted and accessible electronically to each member.

D. D. Content Requirements

The AGM must include: an annual state of the organization report from the President, summarizing the activities and actions of the board for the current year-to-date; the Treasurer's annual financial report that summarizes the assets and liabilities of SGC (including revenue, expenses, disbursements and changes in financial status as of the end of the fiscal year) and, if requested by the board, a proposed operating budget for the ensuing year. Additionally, other board members, at the request of the board, may give written and verbal reports summarizing other activities and actions for the preceding year.

E. Special Meeting of the Membership

A Special Meeting of the Membership may only be called by a quorum of the board, or at the request of a majority of the membership. The membership shall be provided with at least 15 days notice of such a meeting. Such notice shall be considered sufficient when provided by email to the last known email address of any member couple, as well as a posting on the organization's web site or other internet-based organizational communication tool. Any vote on any proposal to the assembled membership will require a two-thirds majority of those present and entitled to vote. No proxy voting or absentee ballots shall be used.

F. Quorum

A quorum of the general membership is fifty percent (50%) of the board and any number of attending general members.

5. Administrative and Financial Operations

A. Authority to Bind Contractually

Only the President or the President's delegate, with the express written approval of the board (as recorded in the minutes), shall have the authority to contractually bind SGC and obligate the payment of a debt.

B. Bank Account

The President, Vice President, and Treasurer shall sign bank signature cards for the checking account of the organization. Disbursements made by check shall require one (1) authorized signature. No facilities other than checks (debit/credit card or other electronic payment facilities) will be used by SGC to pay its obligations. Disbursements in excess of \$300 must have prior board approval.

C. Expenditures

No board member shall vote to approve any budget, expend any funds or create any liability, if in so doing it could reasonably be foreseen that such an action would create an operating /cash flow deficit, or create a situation with could cause financial harm to SGC.

D. Fiscal Year

The fiscal year end for accounting and membership purposes shall be December 31st.

This constitution and its bylaws were agreed upon at a Special Meeting of the Membership of Seattle Gay Couples held on January 21, 2018, with two stipulations:

Stipulation 1 concerned the definition of a member couple in Constitution item 4, A, Member Couple Defined.

Stipulation 2 concerned the issue of confidentiality of member information and identification in organizational media in Bylaws item 1, Confidentiality.

Stipulation 1 was addressed and new language was approved by the board on May 6, 2018.

Stipulation 2 was addressed and new language was approved by the board on September 9, 2018.

IN WITNESS WHEREOF, the seated officers of the organization have signed their names on this ninth day of September in 2018 at Seattle, Washington.

(Signed)

Charles C. Santon
Vice President, Acting President

(Signed)

Thomas Furino
Treasurer

(Signed)

Steven Andaloro
Secretary