

THE ABC BYLAWS

ADOPTED 10/15/90 REVISIONS 8/31/91, 9/4/93, 9/3/95, 8/30/97, 9/2/01, 9/2/04

ARTICLE 1 : NAME

I. The name of the organization shall be Affiliated Big Men's Clubs, Inc. (a Delaware Corporation) here in referred to as ABC. ABC is an incorporated not - for - profit organization of gay big men and their admirers.

ARTICLE 2 : PURPOSE

I. The purpose of this organization shall be to provide a vehicle for the gathering together (affiliation) of autonomous and diverse gay (or bi-sexual) big men's clubs in order to jointly accomplish, to their mutual benefit, the following:

A. Generation of increased interest and involvement in member clubs by:

1. Placing neutral, cooperative advertisement in national publications which have an appeal to the gay male population.
2. This organization shall provide speakers to television and radio programs, with gay themes wherever possible.
3. Tapping the resources of many cumulative years of experience in the operation of member clubs, providing member clubs with advice on any matter the member club wishes to receive
4. Providing Internet Presence (aka website)

B. Preparation of a package of data that will assist an individual wishing to form a new club. This data will be updated on a regular basis and be provided at no charge.

1. At the request of the newly forming organization, the president of ABC will appoint an advisor club to provide first hand assistance.
2. Assistance to newly forming groups is to be in the form of materials and expertise only.
3. When available in the treasury, start up monies of 500.00 maximum will be disbursed after approval by two thirds (2/3) of the board or directors

C. Promotion, whenever possible, of the acceptance of big gay men (chubbies) and their admirers (chasers) within the gay community 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 related organizations, publications, etc.

E. Publication of a quarterly newsletter to inform the member clubs of member clubs in a format that can be easily reproduced and will be included in the newsletter of each member club.

II. ABC is a non - political organization, which will 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 endorsement or conclusion.

III. ABC shall not involve itself in the activities of any member club without the written request of that member club.

IV. ABC is empowered to raise funds in addition to the 50/50 raffles and the annual per - member dues.

ARTICLE 3: MEMBERSHIP

- I.** Membership in ABC shall be limited to clubs or organizations. Individual memberships are prohibited.
- A.** All member clubs shall be gay and / or bi-sexual men's organizations who serve the needs of big men and their admirers.
- B.** No ABC function shall have any member under the age of majority in their respective state.
- C.** Discrimination on the basis of race, creed, color, size, weight, or age is prohibited by this organization.
- II.** A "club" or "organization", for the purposes of these by-laws, shall be defined as: a group of people who band together to serve the needs and wants of big gay men and their admirers.
- III.** There shall be one class of membership in this organization. Each member club will have one vote on the board of directors, but will have no privilege over non - charter member clubs.
- IV.** Applications for membership in ABC shall be addressed to the Secretary and must include the following:
- A.** Name and address of the applicant club.
- B.** Names, addresses and telephone numbers of the applicant club's founder(s) and / or officers. The Club's ABC Representative should be selected upon notification of acceptance by ABC. Names, addresses and phone numbers of said representatives must be forwarded within 30 days of notification to the ABC Secretary.
- C.** The number of paid members on the date of application
- D.** Payment of the appropriate amount of dues. This payment is refundable, and does not count toward next year's dues based on the membership on December 31st. of that year.
- E.** A short statement requesting member club status, acknowledging and agreeing to abide by the by-laws of ABC.
1. Within 30 days following the receipt of the application, the Secretary shall submit the application.
 2. Membership applications shall be approved by a majority vote of the member clubs.
 3. The Secretary shall acknowledge receipt of the application within 30 days, and notify the applicant club of the result of the application in writing within 60 days of its receipt.
- V.** Any club that has withdrawn its membership, or has been expelled, may reapply for membership following the requirements of Article 3, Paragraph IV
- VI.** A member club may be expelled from ABC for the following reasons:
- A.** Non - payment of dues.
- B.** Comments and or actions deemed, by a two thirds (2/3) majority of the board, to be adverse to the well being of ABC.
1. Such actions shall be commenced, in writing , by not less than three (3) Board members.
 2. The accused club shall be notified in writing to be given the opportunity to appear before the Board to defend themselves.
 3. An expelled member club will not receive a refund of dues.
- VII.** A member club may, at its will, withdraw from ABC without prior notice or stated cause.
- A.** The withdrawing member forfeits all dues paid to ABC.
- B.** A Charter Member club, once membership is terminated for any reason, may regain its Charter Member status after being a member in good standing for two years and by two thirds (2/3) majority of the Board.

Article 4: Dues.

- I.** Each member club shall pay ABC by the first of each year, dues in the amount of \$ 1.00 per member.

- A.** Dues are calculated from the number of members in a member club on December 31st. of the previous year.
 - B.** Dues are delinquent after the 30th. day of April in the year that they are due.
- II.** Any club whose dues are delinquent shall lose its voting status on the Board until such arrearage is cured.
- III.** Any club whose dues are not received by the 31st. of May, in the year that they are due, shall be terminated automatically. (see Article 3, Paragraph V1a)

Article 5: THE BOARD OF DIRECTORS AND OFFICERS

I. The Board of Directors (herein referred to as Board) shall consist of two individuals from each member club.

- A.** Member clubs are to elect, appoint or otherwise designate the Individuals who will represent them on the ABC Board. The term of office of a Board Member shall be two years, with each member club replacing (or re - designating) one of its representatives each year.
- B.** Each member club, although it has two members on the Board shall have only one vote.

II. A full meeting of the Board shall be held at least one time per year, on the day preceding the national convention, in the same geographical location of the national convention, or at a time and place agreed upon by a majority of the Directors.

- A.** Meeting of the Board may be held at any time deemed necessary. Meetings conducted by letter and / or telephone shall be deemed valid.
- B.** In the event that there is no national convention, the President shall, with the consensus of the Board, and with at least 60 days prior notice, declare a time and place of the annual meeting of the Board.

III. A quorum for conducting business shall be not less than fifty percent (50 %) of the voting Board Members.

IV. At the full meeting of the Board, the Board shall elect, by secret ballot, the following officers to conduct the day - to - day operations:

- A.** President
- B.** Vice – President
- C.** Secretary (Recording & Corresponding)
- D.** Treasurer
- E.** Newsletter Editor
- F.** In addition to the above Officers, the retiring President will assume the position of Moderator. This is an advisory position, without voting powers except in the case of a tie vote. In that instance, the Moderator will cast a deciding vote. The Moderator may not be the voting representative of any club.
- G.** Ninety (90) days prior to the election of ABC officers the Secretary shall send a request for nominations to each of the voting representatives. They will in turn determine whether or not their club wishes to nominate anyone for an office. These nominations along with a fifty (50) word or less statement from each candidate must be returned to the secretary by the 45th. day prior to the Meeting at which the election will be held. A list of the nominations along with the statements of the candidates shall send out a request for agenda items to each of the voting representatives. They will then determine whether or not their club has anything that it wishes to have placed on the agenda and inform the Secretary, by mail, of their club's wishes forty - five (45) days prior to the meeting. The Secretary will distribute the agenda to all ABC representatives and Officers no later than one full calendar month prior to the ABC annual Board Meeting
- I.** Officers for the corporation are the same as the elected officers for each fiscal year.
- J.** All ABC members nominated for office must be present at the designated annual ABC Board Meeting in order to be elected. This requirement can be waived in the case of a current ABC Board Member who cannot attend the Board Meeting due to health or financial reasons, but who has displayed by his dedication to his current office his ability to perform the duties of said office.
- K.** Any officer who does not perform his assigned responsibilities may be removed from office by a simple majority vote of the Board. If the Board cannot meet, a letter of intent shall be sent by the President to each delegate who will be requested to submit a vote on the matter. If it is for the removal of the President, then it will be the

responsibility of the Vice - President to distribute the letter of intent. The President, or the Vice President in the case of the removal of the President, will select a replacement officer after consulting the officers. The new officer must be approved by a simple majority vote of the officers and will carry out the remaining term for that office.

L. Should an officer resign for any reason, the same selection and approval process will be followed as outlined in section J above.

VI. In no event, shall the Board conduct business without the prior notification (written or verbal) of all Directors as to the date, location (or method) and the order of business.

ARTICLE 6: DUTIES OF DIRECTORS

I. The President shall:

- A.** Be the General Manager and Chief Executive Office of the organization and shall, subject to the control of the Board, have general supervision, direction and control of ABC.
- B.** Serve as a de - facto member of each ABC Committee.
- C.** Co - sign checks prepared by the treasurer.
- D.** Perform any other duty designated by these by - laws or the Board.

II. The Vice President shall:

- A.** In the absence or disability of the President, perform all the duties of the President, and when so acting, have all the powers of, and be subject to, all restrictions upon the President.
- B.** Serve as a de - facto member of each ABC committee.
- C.** Co - sign checks prepared by the treasurer.
- D.** Perform any other duty designated by these by-laws or the Board

III. The Secretary shall:

- A.** Record the minutes of all Board Meetings and general meetings.
- B.** Set up and maintain the agenda for all Board Meetings and general membership meetings.
- C.** Prepare and keep a record of all correspondence (snail mail and email) of the organization.
- D.** Maintain a fully up to date record of the by laws of this organization at all times, and provide said updated by laws to member clubs and Board Members upon request.
- E.** Co - sign checks prepared by the Treasurer

IV. The Treasurer shall :

- A.** Serve as a chairman of the financial Committee, and as, such, have charge of all funds of the rganization.

1. All funds of the organization are to be deposited into a federally insured banking institution vested to ABC.
2. The signature of two (2) Officers of this organization shall be required for the withdrawal of funds.

- B.** Receive invoices and / or receipts for items requiring payment or reimbursement and issue checks. The Treasurer shall sign all checks and forward them to an authorized co - signer for his co - signature. No checks shall be issued without backup documentation.
- C.** On a quarterly basis, prepare an accounting of the financial position of this organization, and provide each Board Member and member club a copy of the same.
- D.** Prepare an annual budget, with the assistance of the Finance Committee, for the approval of the Board at the annual Board meeting.
- E.** Perform any other duties designated by the Board.

V. The " Affiliate " Editor shall:

- A.** Be responsible for writing and distributing to member clubs the " affiliate " on a quarterly basis in a format easily reproduced for inclusion in the club's newsletters.
- B.** Include the following disclaimer in each " Affiliate " " The opinions stated herein are those of the Editor, and not necessarily those of the Officers and Directors of ABC or it's Member Club's."

VI. The Moderator shall:

- A.** Serve as an advisor to the Officers and Board.
- B.** Not vote on any matter before the Board, except to break a tie vote.
- C.** Perform any other duty designated by the by-laws or the Board.

VII. All officers shall serve without remuneration

ARTICLE 7: COMMITTEES

I. The following permanent committees (except as noted below) shall be established, with the Committee Chairman appointed by the President from within the Board, whenever possible.

A. New Clubs Committee - This committee shall prepare and maintain data pertinent to new club start up and shall, at the request of the President, provide individuals with such data.

B. Public Relations Committee - This committee shall assist the Board in preparation of advertising materials such as:

- 1. Newspaper ads.
- 2. A brochure listing all member clubs to be distributed to interested individuals.
- 3. Website

C. Finance Committee - This committee shall assist the Board with the following:

- 1. Fund - raising activities.
- 2. Assist the Treasurer in the formulation of the operating budget.

D. Archives Committee - This committee is responsible for the maintenance and collection of materials related to the history and activities of the Big Men's movement and specifically the role of ABC.

E. By - Laws Committee - This committee shall be responsible for the formulation by the by - laws of this organization, and for the presentation of same to all member clubs for editing and approval.

II. As needed, the President, with the approval of the Board, may create or or disband committees. The duties of newly created committees shall be outlined, in writing, at the time of formation.

ARTICLE 8: ANNUAL CONVENTION

I. Whenever possible an annual National Convention shall be held. ABC shall be empowered to award the site, alternate sites and dates of the National Convention to the member club deemed most suitable and deserving of hosting said convention.

A. An award shall be in writing. A verbal award shall not be valid.

B. The criteria for selection of the host member club shall include but 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. (See suggested policy adopted 2/95 regarding this matter as attached.)

C. When two or more clubs apply for the same year, a submission of a written proposal is to be furnished to the Board for their consideration. 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 confirm it's commitment one year in advance of the convention date.

1. Regional conferences are to be selected two years in advance

E. No host club of convergence shall also host a regional conference the same year.

F. All raffles held at ABC sponsored events are to be run for the benefit of the ABC

G. No ABC sponsored event shall be scheduled during the period 30 days in advance and 30 days after the annual convention. (aka Convergence)

II. Member clubs, who agree to do so may jointly host a convention

III. When a club has hosted an annual convention, it will make a report of it's preparations to the secretary. This report will include names of committees, when preparations were begun, monies needed and anything else which may help future host clubs in the preparation and planning of a Convergence. The secretary will compile these reports and forward them to prospective Convergence host clubs. This report shall be forwarded to the secretary within three months of convergence.

ARTICLE 9: DISPUTES

I. ABC shall not involve itself in the matter of disputes between member clubs

ARTICLE 10: AMENDMENTS

I. These by-laws may be amended or re-issued by a two thirds (2/3) vote of the Board of Directors present at the annual meeting, after every board meeting and member club in good standing has been notified, at least thirty (30) days in advance by first class mail of the proposed changes.

ARTICLE 11: DISSOLUTION

I. In the event of dissolutions of this organization, the net assets (after payment of all outstanding obligations) shall be distributed to the member clubs in good standing proportionate to the amount of dues paid at last assessment