



The National Association of Black and White Men Together
A Gay Multiracial Organization For All People

BYLAWS

(Revised at the General Membership Meeting, Philadelphia, July 30, 2009)

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 (NABWMT)*.

ARTICLE 2: STATEMENT OF PURPOSE

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.

ARTICLE 3: MEMBERSHIP

Section 1. Types of membership shall be of Chapter, National Member, Life, Associate, and Honorary memberships.

A. Chapter membership shall be open to any group of ten persons or more which actively supports the organization's Statement of Purpose.

B. National membership shall be open to any person inside or outside a Chapter who actively supports the organization's Statement of Purpose. National Members are affiliated directly with the National Association, pay membership dues, and are entitled to all of the services and communications provided by the NABWMT for individuals. When becoming a member, National Members can 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 NABWMT. Associate Members are not entitled to the services or communications offered by the NABWMT, but are viewed as supporting the NABWMT's Statement of Purpose.

C. Life membership shall be granted to any person who contributes an amount specified in the Standing Rules (Standing Rules 2.1.3) or more to the organization and who actively or in principle supports the organization's Statement of Purpose.

D. Non-voting affiliation with the National Association of Black and White Men Together shall be available to organizations at a rate per year specified in the Standing Rules (Standing Rules 2.1.4).

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.

Section 2. 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.

Section 3. Annual dues for all members shall be specified in the Standing Rules.

Section 4. Privileges of membership shall require compliance with the Bylaws and Standing Rules of the organization.

Section 5. Final authority for the organization rests with the membership.

ARTICLE 4: OFFICERS

Section 1. Members of Chapters, National Members, and Life Members may stand for office.

Section 2. 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. 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. 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. Substantive new business shall, whenever practical, be submitted to the Board of Directors for approval.

Section 2. The Co-Chairs shall:

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 any that deal 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 will be sufficient).

Section 3. The Corresponding Secretary shall:

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.

Section 4. The Recording Secretary shall:

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.

Section 5. The Treasurer shall:

A. Have charge of all funds for the organization.

B. Certify the dues-paid status of members when appropriate.

- C.** Make financial reports to the membership, at least quarterly.
- 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.

Section 6. 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. The Board of Directors shall consist of the five (5) elected Officers, and 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 would result in a vacancy which could otherwise be filled.

Section 2. 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. 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. There shall be an annual meeting of the Board of Directors, preferably in conjunction with an organization 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 through the mail and by telephone in such a manner as to ensure fair and adequate consideration of regular business matters.

Section 5. 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.

Section 6. Each Director, as assigned by the Co-Chairs, shall be responsible for the activities of at least one NA project and/or be assigned to work closely with specific Chapters within his or her region. 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. Should a Director's seat become vacant, a replacement shall be appointed by the Co-Chairs, subject to approval by majority vote of the Board of Directors 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. The General Membership shall consist of the elected Officers, two representatives of different races from each Chapter, and National and Life Members.

Section 2. There shall be an annual meeting of the General Membership, preferably in conjunction with an organization 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. Representatives to the annual meeting of the General Membership shall be chosen by their respective Chapter no later than 60 days prior to the convening of the General Membership, and their names and addresses forwarded to the Recording Secretary and Treasurer within ten (10) days of selection. Should a representative be replaced for any reason at any time during the year, the name and address of the replacement shall be forwarded to the Recording Secretary and Treasurer within ten (10) days of selection. National and Life Members intending to vote at the Convention shall give notice to the Recording Secretary and Treasurer either on the Convention Registration form or at the Convention so that a record is kept of those who may vote.

Section 4. 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 solely 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.

A. The Co-Chairs shall appoint three Advisors (with not more than two of the same race), 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 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.

C. Should a vacancy occur in an Advisor position, an Advisor shall be appointed by the Co-Chairs to serve at their pleasure.

Section 6

A. During the annual meeting of the General Membership, the number of members present shall constitute a quorum for conducting the business of the General Membership.

B. Chapters shall vote through their representatives with five (5) votes per chapter. Chapters may split votes into whole numbers or fractions. 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.

Section 7. 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, and National and Life Members shall vote according to the provisions of Article 7, Section 6(B). Officers shall vote as provided in Article 7, Section 6 (C).

ARTICLE 9: PARLIAMENTARY AUTHORITY

The parliamentary authority of this organization shall be the current edition of Robert's Rules of Order, Revised, except where said edition is at variance with the Bylaws or Standing Rules.

ARTICLE 10: AMENDMENTS

Section 1. These Bylaws may be amended or revised by an affirmative vote of two-thirds (2/3) of the General Membership.

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.

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.

[This document is available from the NABWMT National Web Site, www.nabwmt.org.]