

1 **THE NATIONAL ASSOCIATION OF BLACK AND WHITE MEN TOGETHER**
2 **A GAY MULTIRACIAL ORGANIZATION FOR ALL PEOPLE, INC.**
3 **BYLAWS**



4 **INTRODUCTION**

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

10 **ARTICLE 1 NAME**

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

14 **ARTICLE 2 STATEMENT OF PURPOSE AND VISION STATEMENT**

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

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

22 **ARTICLE 3 MEMBERSHIP**

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

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

28 A. **CHAPTER MEMBERSHIP** shall be open to any group of five persons or more who submit an application
29 for membership and pay annual dues as described in the **STANDING RULES 2.2.1**.

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

41 C. **LIFE MEMBERSHIP** shall be granted to any person who contributes an amount specified in the Standing
42 Rules (**STANDING RULES 2.2.3, 2.6.8.3**) or more to the organization.

43
44 D. **AFFILIATE NONVOTING ORGANIZATIONAL MEMBERSHIP** may be granted to organizations at a rate per year
45 specified in the Standing Rules (**STANDING RULES 2.2.4**) who submit an application.
46

47 E. **HONORARY MEMBERSHIP** may be conferred upon an individual or group by two-thirds vote of the Board
48 of Directors. Honorary memberships shall have the same privileges as other memberships, except the
49 Honorary members shall neither vote, hold office, nor be required to pay dues (**STANDING RULES 2.2.5**).
50

51 F. **COMBINED DUAL MEMBERSHIP** in the National and in a single local chapter may be granted to anyone
52 who submits a combined application with dues annually as specified in the **STANDING RULES 2.2.6**. Such a
53 combined application will require a written agreement between the local chapter and the Board of
54 Directors.
55

56 **SECTION 3. ADMISSIONS TO MEMBERSHIP** shall be by application to the Treasurer or his/her designated
57 representative. The Board of Directors reserves the right to refuse or reject an application for membership.
58 Except when an application for membership is refused or rejected by the Board of Directors, membership
59 dues are non-refundable. Those members whose applications and dues are accepted by the NABWMT are
60 considered "Members in Good Standing," and entitled to all privileges of membership, including but not
61 limited to voting during the annual meeting, regular communications, and discounts when offered.
62

63 **SECTION 4. ANNUAL DUES** for all members shall be specified in the **STANDING RULES 2.6**.
64

65 **SECTION 5. PRIVILEGES OF MEMBERSHIP** shall require compliance with the **BYLAWS** and **STANDING RULES** of the
66 organization.
67

68 **SECTION 6. FINAL AUTHORITY** for the organization rests with the membership.
69

70 **ARTICLE 4 OFFICERS**

71 **SECTION 1. ELIGIBILITY FOR OFFICE.** Only members of Chapters, National Members, and Life Members may stand
72 for office (**STANDING RULES 3.4**).
73

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

- 78 A. Two Co-Chairs, each of a different race;
- 79 B. A Corresponding Secretary;
- 80 C. A Recording Secretary and a Treasurer, each of a different race, except when to enforce such racial
81 parity would result in a vacant position which could otherwise be filled.
82

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

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

89
90 **SECTION 4. VACANCY IN OFFICE.** Should a vacancy occur in an office, a replacement shall be appointed by the Co-
91 Chair(s), subject to approval by a two-thirds (2/3) vote of the Board of Directors within 60 days, or by majority
92 vote of the General Membership at its annual meeting if the appointment occurs within 60 days preceding the
93 annual meeting of that body. In the case of vacancies in both Co-Chair offices, the Corresponding Secretary,
94 Recording Secretary, and Treasurer shall assume the duties of the Co-Chairs in an acting capacity. The Board of
95 Directors shall select replacement Co-Chairs by majority vote, to serve until the annual meeting of the General
96 Membership, at which time there shall be a special election to fill the remainder of the Co-Chairs' terms of
97 office.

98 99 **ARTICLE 5 DUTIES OF OFFICERS**

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

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

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

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

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

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

- 131 A. Be responsible for recording and disseminating the minutes of all proceedings of the Board of
132 Directors.
133 B. Facilitate internal communication of organization business at the direction of the Co-Chairs.
134 C. Perform all other functions normally associated with this office and/or as mandated by the Board of
135 Directors and/or Co-Chairs, and in keeping with the organization's stated goals.
136 D. Other duties as described in the **STANDING RULES**.
137

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

- 139 A. Have responsibility for all funds for the organization.
140 B. Certify the dues-paid status of members when appropriate.
141 C. Make financial reports to the Board of Directors at least quarterly, and to the membership at the
142 annual meeting.
143 D. Sign with either Co-Chair all checks for the organization.
144 E. Maintain with the Recording Secretary an up-to-date membership directory.
145 F. Perform all other functions normally associated with this office and/or as mandated by the Board of
146 Directors and/or Co-Chairs, and in keeping with the organization's stated goals.
147 G. Other duties as described in the **STANDING RULES**.
148

149 **SECTION 6. BANK ACCOUNTS.** Notwithstanding any provision in these **BYLAWS** to the contrary, the Board of
150 Directors may authorize the creation and maintenance of bank accounts for which only one signature is
151 required to effect transactions, provided that: A) such accounts serve a particular purpose specified by the
152 Board of Directors, and B) no such account is used as the organization's primary repository of funds.
153

154 **ARTICLE 6 BOARD OF DIRECTORS**

155 **SECTION 1, COMPOSITION.** The Board of Directors shall consist of the five (5) elected Officers, and no more than
156 ten (10) Directors elected from among the Chapter, National, and Life Memberships. No more than two (2)
157 Directors or three (3) Board Members (Officers and Directors) shall be affiliated primarily with the same
158 Chapter at the time of their election, and no more than eight (8) Board members (Officers and Directors) may
159 be of the same race, except when to enforce the limit of three Board members from one chapter or eight
160 Board members (Officers and Directors) would result in a vacancy which could otherwise be filled. [Amended
161 7/18/15]
162

163 **SECTION 2, ELECTION OF DIRECTORS.** Directors shall be elected for a term of two (2) years, with five (5) elected each
164 year. The term of office shall commence at the beginning of the fiscal year following election.
165

166 **SECTION 3, ESTABLISHING POLICY.** The Board of Directors shall determine the focus and priorities and set policy for
167 the organization, conduct the regular business of the organization and shall be the decision making body of
168 the NABWMT, including approving Convention sites, except with regard to powers specifically reserved to the
169 General Membership in these **BYLAWS**, and shall be empowered generally to implement the policies set by the
170 Board of Directors. The Board of Directors shall promulgate **STANDING RULES** to facilitate the execution of its
171 business.
172

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

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

178
179 **SECTION 5, ONE MEMBER, ONE VOTE AND QUORUM FOR MEETINGS.** Each Officer and each Director shall exercise one
180 vote in conducting the business of the Board of Directors. A quorum for conducting business of the Board of
181 Directors shall be at least half of the authorized members of the Board including at least two (2) Officers and
182 at least five (5) Directors, either in person or represented by properly completed proxy. A proxy authorizing
183 another director or officer to vote on an absent member's behalf, must be tendered to the Executive
184 Committee of the Board by e-mail, US mail, or by telephone call prior to meetings. Such a proxy does not
185 necessarily constitute an "excused absence" on the part of that member.

186
187 **SECTION 6, DIRECTOR RESPONSIBILITIES.** Each Director, as assigned by the Co-Chairs, shall be responsible for the
188 activities of at least one NABWMT project and/or be assigned to work closely with specific Chapters within his
189 or her geographic vicinity. A Director who does not fulfill duties and assigned responsibilities may be relieved
190 of office by a two-thirds vote (2/3) of the Board of Directors.

191
192 **SECTION 7, DIRECTOR VACANCY.** Should a Director's seat become vacant, a replacement shall be appointed by the
193 Co-Chairs, subject to approval by 2/3 vote of the Board of Directors at an official meeting of the Board within
194 60 days, except that if the vacancy should occur within 60 days preceding the annual meeting of the General
195 Membership, it shall be filled by special election at that meeting.

196 197 **ARTICLE 7 GENERAL MEMBERSHIP**

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

202
203 **SECTION 2, ANNUAL MEETING.** There shall be an annual meeting of the General Membership during the
204 organization's National Convention. Special meetings of the General Membership may be called by the
205 Officers, the Board of Directors, or by written request of one-half the member chapters and/or one-half of the
206 National and Life Members. Notice of special meetings shall be given to the members at least thirty (30) days
207 before the meeting.

208
209 **SECTION 3, CHAPTER REPRESENTATION.** Two representatives to the annual meeting of the General Membership shall
210 be chosen by their respective Chapter. Notification of who those representatives are must be made to one of
211 the officers of the Board no later than the start of first business meeting to permit voting during the annual
212 meeting.

213
214 **SECTION 4, BUSINESS CONDUCTED.** The General Membership at its annual meeting shall receive reports from the
215 Board of Directors regarding its focus and priorities for the organization and the policy for implementation by
216 the Officers and Directors; and elect the Officers and Directors. The General Membership is empowered to
217 amend these **BYLAWS** or to promulgate new **BYLAWS** for the organization. Chapter Representatives to the
218 General Membership shall act during the year as the contact person(s) and communication link for their
219 Chapter with the Board of Directors. The Advisors appointed by the Co-Chairs shall act in that capacity for the
220 National and Life Members.

221
222 **Section 5, CO-CHAIR FACILITATION DURING MEETING.**

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

227
228 B. The Co-Chairs shall chair and preside over the annual meeting of the General Membership. The Co-
229 Chairs shall compile the agenda for the annual meeting and include in it items originating in the
230 General Membership and the Board of Directors. The Co-Chairs shall work with the Advisors in
231 compiling the General Membership items and other input; the Advisors will help in getting input from
232 all members of the General Membership in their respective Board districts. The Co-Chairs shall compile
233 Board of Directors items.

234
235 **SECTION 6, QUORUM.** During the annual meeting of the General Membership, the number of members and
236 chapter representatives present shall constitute a quorum for conducting the business of the General
237 Membership.

238
239 **SECTION 7, NUMBER OF VOTES ALLOWED PER MEMBER OR CHAPTER REPRESENTATIVE.**

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

248
249 **SECTION 8, PROXIES ALLOWED.** Any individual National and Life member in good standing may elect to cast their
250 ballot at any membership meeting by official proxy. The official proxy form may be acquired through the web
251 site, e-mail, fax, or photocopy, but must have an original ink signature and date, with the member's printed
252 name, in order to be valid. The proxy holder must present the proxy form for certification during the voting
253 check-in to the Board's Treasurer.

254
255 **SECTION 9, DECORUM.** Discipline of representatives to the General Membership shall be handled in general
256 accordance with the discipline procedures as outlined in the current edition of Robert's Rules of Order,
257 Revised.

258 **ARTICLE 8 ELECTIONS**

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

260
261 **SECTION 2. CHAPTERS,** through their representatives, National and Life Members, and Officers of the Board shall
262 vote according to the provisions of the **BYLAWS ARTICLE 7.**

263
264 **ARTICLE 9 PARLIAMENTARY AUTHORITY**

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

268 **ARTICLE 10 AMENDMENTS**

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

273
274 **SECTION 2. PROPOSED AMENDMENTS** shall be submitted in writing to the General Membership at least thirty (30)
275 calendar days prior to the taking of a vote, except at General Membership meetings where one (1) day's
276 notice shall be required.

277
278 **SECTION 3. ANY CONFLICTS** between articles and sections in these **BYLAWS** and/or the corresponding **STANDING**
279 **RULES**, now, or whenever amended, shall be resolved by following the spirit of the motion or amendment
280 rather than the letter.

281
282 **SECTION 4. ALL PROPOSED AMENDMENTS** to the **BYLAWS** should be presented to the Board of Directors or the **BYLAWS**
283 and **STANDING RULES** Committee or to the membership in accord with the **BYLAWS ARTICLE 10** in the following
284 format: a) the actual resolution(s); b) the rationale and/or justification; c) possible positive or negative
285 implications, if any; d) financial impact to the NABWMT, if any; and e) signature and printed name and
286 identity(ies) of the member, chapter, or committee, with the date of submission.

288 **ARTICLE 11 DISSOLUTION**

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

292
293 **###**

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