

BYLAWS OF SAN ANTONIO PRIME TIMERS
Revised November 2015, 2nd Revision May 2026

ARTICLE I: NAME AND AUTHORITY:

(a)

The legal name of said Organization shall be San Antonio Prime Timers and may be referred to hereinafter as SAPT or the Association, and follows all pertinent business regulations related to a social club. San Antonio Prime Timers is an Unincorporated Nonprofit Association authorized and empowered by the Internal Revenue Service Code Chapter 170, Section 501, Subsection C, Paragraph 7, and Texas Business Code Chapter 252.

(b)

It shall be an autonomous Chapter of Prime Timers Worldwide, also known as PTWW, so long as permissible by local, state and federal law, governmental, regulatory agencies and/or a court of competent jurisdiction over such matters.

(c)

The principal mailing address and business address shall be 1107 Austin Highway, Post Office Box 6421, San Antonio Texas 78209-6421. The Secretary shall be in charge of collecting and distributing said mail. The Board may appoint another Board Member, who need not be an officer to do same, and duly recorded by the Secretary.

ARTICLE II: SCOPE:

Although it shall be empowered to engage in charitable activity and/or events, it is not in and of itself a public charity as described in Chapter 170 Section 501, Subsection C, Paragraph 3 of the Internal Revenue Service Code. SAPT shall be operated in a manner consistent with and not in conflict with the legal authority under which it was founded, BOC Chapter 22, 501(c) (7). Texas law, primarily the Business Organization Code, Chapter 22 governs

501C7 social clubs, requiring at least three directors, Officers (President, Secretary), bylaws, and regular meetings, while the IRS sets federal tax rules for 501C7 status (social/recreational), emphasizing member benefit over public, with strict IRS Form 990 reporting each year, creating a dual governance layers of state corporate law and federal tax compliance.

SAPT shall be self-supporting through membership dues and activity fees to be used for the benefit of members or at their discretion, but not to injure any officer, director or member as described herein.

ARTICLE III: PURPOSE

SAPT shall be a private Association with limited membership restricted to men over the age of legal majority as described in these bylaws and in the PTWW Bylaws, who are self-identified as Gay or Bi-sexual, and enjoy the company of one another in a supportive atmosphere to promote social, cultural, educational and/or charitable activities in and around San Antonio, Texas.

The SAPT bylaws is the governing document for the Association. What is not covered in the bylaws, SAPT will follow the Robert's Rules of Order newly revised edition, 12th edition, printed 2025.

ARTICLE IV: MEMBERSHIP

a) Eligibility:

Membership may be considered for any Gay or Bi-sexual man who has not been convicted of a felony or crime of moral turpitude, and

- Has agreed to abide by and follow SAPT policies and procedures so long as they are lawful
- Has completed an application for membership as prescribed by the board

- Has paid upfront the membership fee that would become due upon approval
- Has attended at least one SAPT official public event to meet active members. Main public events include, but are not limited to: Tuesday luncheon, Tuesday Bowling, Wednesday morning coffee, Thursday darts, a monthly meeting, Saturday coffee, etc.
- The host of any personal house event venue may invite a prospective member to his sponsored house event venue at his own discretion, or must approve the invitation to his personal house event venue if requested by another member

b) Determination:

1) Once the Membership Chairman has received the applicant's membership form and the Treasurer has received the dues amount, the board, at its next monthly Board meeting shall vote to approve or deny membership for each applicant. The vote must be a plurality vote in the affirmative or negative of the Board in attendance in quorum to approve or deny the applicant's membership. The applicant may request that the vote be held in open session of the Board and not in executive session. If approved for membership, the Membership Chairman will contact each applicant to let them know of their approved membership and then invite them to attend the next monthly meeting and additional upcoming SAPT events. The Treasurer will contact the approved new Member to let them know that their dues amount was processed.

2) Former SAPT members who have quit/left/did not pay their dues for more than one year shall be considered for membership upon their request. These members who have already attended SAPT events in the past and who are already known to current members shall have their membership form considered by the Board as soon as possible.

3) If the applicant is denied membership, the paid membership fee shall be returned. The Membership Chairman shall inform the denied Membership applicant of the denial. The Membership chairman shall inform the Board that the applicant was informed. The Treasurer will inform the denied applicant that their dues money will be returned to them as soon as possible.

4) Members accepted based upon material misrepresentation of fact(s), or falsification of information used to determine eligibility

may be removed from the membership immediately upon discovering such misrepresentation or falsification. Material information of falsification or misrepresentation must be presented to the board before they vote on removal of the member. Removal must be by a plurality vote in the affirmative of the Board.

(c) Good Standing:

- 1)A member is "in good standing" when he abides by the policies and procedures governing SAPT
- 2)He is not in default owing dues or other obligations
- 3)He has been a member for at least 6 months, which is considered a probationary period. All members shall follow all the Rules, Regulations, and By-Laws set forth by the PTWW, SAPT, and all governmental laws applying to SAPT. If at any time during this probationary period it is determined that said member is not following said rules, then their membership may be terminated by a plurality vote of the Board in the affirmative. If the probationary period passes without issue(s), said member is in Good Standing according to these By-Laws.
- 4)Only members in good standing may vote in elections

(d) Rights and Responsibilities of MEMBERS IN GOOD STANDING

All members must act in a respectful, civil, non-discriminatory, and courteous manner towards fellow members to promote a positive environment and set a clear standard for interaction, even when addressing disagreements, including at SAPT events, house events, and elsewhere.

Any member displaying a lack of civility and/or lack of respect shall be considered for removal from membership by the Board following the procedures in this document. Any member who feels that they have been verbally and/or physically abused or harassed by an SAPT member at an SAPT event are encouraged to speak with any Board Officer to seek advice and ask that the issue be brought to the Board's attention for discussion and assistance. The Bylaws include a process to seek a solution.

Members in Good Standing:

- 1) May vote in any election
- 2) May be a candidate for any position on the Board
- 3) May be appointed and/or elected to ad hoc committees or standing committees
- 4) May participate in any event or activity
- 5) May invite up to 2 (two) non-member guests to any function up to 2 (two) times when considering application for membership
- 6) May move and/or vote on business at general monthly meetings
- 7) May receive a copy of the membership roster to be used only by him and not to be shared

Members convicted of a felony or crime of moral turpitude, shall immediately be removed from the rolls after material information is presented to the Board and a plurality vote is taken by the Board in the affirmative for removal.

Plurality votes or simple majority votes are to create an ease of voting at Membership meetings and at Board meetings. An example is: 1) A vote for Yes or No that receives the most votes is successful and carries or fails the motion.

Any member in good standing who has a camera-ready business card for an ad may have 1 (one) business card or ad placed in the monthly newsletter for the time they are a member in good standing and the newsletter is published. This must be requested directly to the Newsletter Editor and he may approve the request or ask for Board action.

ARTICLE V: BOARD OF DIRECTORS / BOARD OFFICERS

GENERAL MATERIAL ABOUT THE BOARD

(a)

The Board of Directors hereinafter referred to as the Board, shall be elected by the members in good standing at the November general meeting each calendar year, and take office beginning January 1st of the year following the election. The Board may meet in person or online via internet, but at least eight (8) meetings each calendar year must be held in person.

Board members must attend all meetings of the board and meetings of the general membership monthly. If a member needs to be absent from a Board meeting, they must inform the President at least one week prior to the absence unless the absence is because of an emergency. Inform the President after the emergency is over so a Board official can be made aware of the concern. If a Board member misses three (3) or more consecutive Board meetings, that person may be considered for removal from the Board for cause of not fulfilling their duties as a Board member in representation. Digital participation at a meeting is considered as attendance at a meeting.

Should any member serving in a Board position be unable to conduct his duties or be continually absent from his duties, the Board by plurality affirmative vote may appoint an SAPT member to serve in his place, excluding the President position, until the next election or his return, and the Secretary shall duly record same. While a position is vacant, it shall not be counted to consider a quorum. The Board may appoint a replacement for the vacant position for the remainder of that calendar year.

(b)

There shall be a total of up to 12 (twelve) Board members, comprised of the President, Vice-President, Treasurer, Secretary, Newsletter and Calendar Editor, Membership Chairman, Activities Director, Historian, Charities Director and up to 3 (three) at large members

No Board member has the authority to privately or solely address complaints or issues presented to him regarding SAPT members. The Board member must inform the Board of any and all complaints presented to him so the Board can help address complaints, be they verbal abuse of a member complaints, physical abuse of a member complaints, harassment complaints, and/or any other issues that arise within or from the membership. All Board members who have knowledge of an issue related to a complaint must present that information to the Board via email and/or in person. The Board is the sole authority to address members' issues and will do so in a respectful and confidential manner.

The Treasurer is the only authorized person to make payments, as approved by the Board, to any entity on behalf of SAPT. The Treasurer may approve someone to assist, but only when the Treasurer and the President agree, and it is documented in the Board minutes or via email then documented in the next Board meeting minutes.

The Board must approve the following year's budget by November each year.

(c)

The Officers of the Board shall be the President, Vice-President, Treasurer, and Secretary

SPECIFIC BOARD POSITIONS

(d)

The President shall preside over meetings of the Board and general membership, and:

- 1) shall be the Primary contact of Principal (SAPT).
- 2) shall represent the Association at meetings outside the Association.
- 3) shall serve as an Ex-Officio member of all committees except any nominating committee
- 4) shall coordinate the work of all officers and committees to ensure adherence to the purpose and scope of the Association.
- 5) shall have authority to appoint or elect, via a Board plurality vote in the affirmative, an SAPT member to serve in an ad hoc capacity to advise the Board on any specific topic deemed appropriate by the President. This person will not be a member of the Board serving in the ad hoc capacity. In ad hoc capacity, said member(s) shall serve only during the President's term. If the President is re-elected, the ad hoc appointments must be renewed by the Board by a plurality vote in the affirmative. If not re-elected, the new President and Board must determine if the ad hoc positions continue.

If the President is unable to act or otherwise perform his duties of office, the Vice-President shall act in his stead until such time as a new election can be held, or he is able to resume the performance of his duties. The Secretary shall duly note same. The Vice-President shall be considered

an Ex-Officio member of committees for voting purposes during that period.

(e)

The Vice-President shall take direction from the President and assist him in the performance of his duties and carry out all his duties in the absence or inability of the President to serve. In addition, the Vice President:

1) shall oversee the By-Laws and maintain that they are in order and up to date as required by the Board. He shall serve as the person to make Board approved By-Laws revisions and make recommendations for revisions as needed. At times the Board shall require the Vice-President to bring to their attention needed changes. The Board may also require the Vice-President to utilize an ad hoc committee to conduct said review and revision. The membership, by a plurality vote in the affirmative of the monthly Membership meeting quorum may request a review, meeting discussion, and/or Board update and/or presentation of the By-Laws.

2) shall request from the Treasurer SAPT financial records to be submitted annually for internal review when directed by the Board and duly noted by the Secretary, but not later than every 3 (three) years. The Vice President shall conduct the review in a volunteer capacity, or the Board may request that an ad hoc committee, working with the Vice President, all in a volunteer capacity may conduct the internal review.

3) shall serve as the organizer and in-charge of the Christmas Luncheon each December at a selected San Antonio restaurant. He shall work in coordination with the Activities Director. The Vice-President shall call to service any SAPT member as needed to assist in the Luncheon planning and day of work. The restaurant selection shall be approved by the Board by September each year.

Also, if the President is unable to act or otherwise perform his duties of office, the Vice-President shall act in his stead until such time as a new election can be held, or he is able to resume the performance of his duties.

(f)

The Treasurer shall receive all funds and financial documents of the Association, and

- 1) keep an accurate record of both revenue and expenditures
- 2) pay funds only upon approval of the Board and present a financial report monthly to the Board and the general membership.
- 3) is the only authorized person to make payments, as approved by the Board, to any entity on behalf of SAPT. The Treasurer may approve someone to assist, but only when the Treasurer and the President agree, and it is documented in the Board minutes or via email then documented in the next Board meeting minutes.
- 4) must prepare a draft budget by September each year, with assistance from the President. This draft will be presented to the Board at its October meeting for approval by November each year.
- 5) must place the annual dues paid for the following year only in the SAPT financials for the following year, and not include those monies in the current year's revenue.

The financial records of the Treasurer are proprietary and property of the Association. Members in good standing may request a review of said records and granted same within a reasonable time at a place and time designated by the Treasurer, only after Board approval upon written request and duly recorded by the Secretary. Copies of records and/or reports may be dispensed in the same manner, however, a nominal fee for each page may be charged in advance for the expense of same.

He shall submit a full financial statement to the Board and General Membership no later than the 15th day of the 2nd month following the close of the tax year. His records shall be maintained in accordance with generally accepted accounting practices and principles of the Internal Revenue Service and submitted annually to the Vice-President for audit or review when directed by the Board and duly noted by the Secretary, but not later than every 3 (three) years. The Board may request audit at any time after being duly recorded by the Secretary. When requested said records shall be delivered to the Vice-President at a place and time agreed to by both and set reasonably soon after the request having been made. Should such records not be obtained or attainable, the Vice-President shall have a financial responsibility to notify the Board of

SAPT.

(g)

The Secretary shall keep all records of the Association, and

- 1) take and record minutes,
- 2) keep a copy of the minutes book, by-laws, newsletters, rules of procedure, membership roster, as well as any other necessary supplies or documents required and bring same to all meetings of the Board.
- 3) shall duly record for record, all Board actions except, no minutes shall be taken during closed (executive) meetings of the Board, unless requested by a member/prospective member for whom the meeting is called, and said request must be made in writing witnessed by at least 2 (two) other members in good standing, if such request be granted by the board.
- 4) shall never reflect their opinion, favorable or otherwise, in the minutes, on anything said or done, following Robert's Rules of Order 48:2

(h)

The Newsletter and Calendar Editor shall solicit items of general interest from the membership, pictures, report on the activities of the Board and that of the General Membership and publish a monthly newsletter distributed via electronic media at least once a month, no later than the 25th day of the prior month. It shall contain summarized reports from all Officers as well as other information he and/or the Board feel pertinent or that may be of interest to members. A calendar of events and activities will be sent out by the third (3rd) week of the prior month for which it is dated. The Board may make paper copies available to those without access to electronic media at a member's request. Said request may be made to any Board member. Non-members may not receive the newsletter for any reason unless approved by a vote of the general membership.

(i)

The Membership Chairman shall help and lead the recruiting of new members who meet the criteria set forth in this document as perspective new members and obtain applications from those eligible men wishing to join. The Membership Chairman is encouraged to invite as many non-members to activities or functions as he has

candidates for membership who have made application for same or not.

Also,

- 1) he shall publish a membership roster that is updated quarterly, and make distribution at the request of the Board, or when he deems it necessary.
- 2) he shall work with the Board appointed Technology person to create a dynamic, online membership roster that can be updated at a moment's notice.
- 3) he shall report monthly to the Board on behalf of prospective members and submit applications for same.

(j)

The Activities Director shall develop activities and/or schedule and coordinate events such as Tuesday lunch, Birthday Night and other events and activities members in good standing wish to have considered. Also,

- 1) he may obtain information from the members to determine what and when to schedule events
- 2) notify the Newsletter Editor no later than fifteen (15) days prior to month end for placement in the following months calendar.
- 3) he shall keep the web calendar up-to-date by working with the Board appointed Technology person.

(k)

The Historian will collect and maintain a dialogue of events and the history of SAPT as well as copies of newsletters etc. to periodically make reports to the members in good standing at the regular monthly meetings or when directed by the Board.

(l)

The Charities Director will be SAPT's liaison to charitable organizations seeking donations or services from the Association. Said charity must be a current 501(c) 3 with public charity status as designated by the Internal Revenue Service. He may solicit donations and/or volunteers from members in good standing on behalf of SAPT, with Board approval.

(m)

At Large Board members shall, when requested, assist any Board member or committee to which he may be appointed or assigned, so long as it creates no conflict-of-interest and is lawful.

ARTICLE VI: VOTING AND QUORUM

Voting

All Board members shall be voting members. The Officers of the Board shall retain all customary powers, duties and voting rights as stated in this document unless found to be in contradiction of any local, state or federal guideline

Quorum

a) Utilizing the official membership roster each year, a quorum shall be 15% of the members in good standing present at a monthly membership meeting. With this quorum, voting may take place at the meeting if needed. Determination of a quorum is always duly recorded by the Secretary.

A quorum of the Board at their meetings shall be a simple majority of the Board. Determination of a quorum is always duly recorded by the Secretary. For example, a simple majority or plurality for a quorum at a Board meeting of twelve people means 6 (half) plus 1 or 7 people needed for a Board quorum.

No member shall vote on any item of business at any time when he is known or thought to be in conflict of interest. He must abstain and is not counted to determine a quorum. See conflict-of-interest material in this document for more details.

a) The Board shall be empowered to call for special meetings with notice as provided in this document. The Board may also form ad hoc committees and standing committees to further the purpose of the Association. An ad hoc committee is formed with a purpose to serve only during the current President and Board's term of appointment and

must be re-appointed after the next election cycle if the Board and/or President desire that committee to continue its work. A standing committee is a new regular committee that is formed with a purpose and continues beyond any given President or Board's term(s).

ARTICLE VII: ELECTIONS/VOTING

(a)

Elections of members of the Board of Directors and Officers of the Board shall take place at the regularly scheduled monthly meeting in the month of November each calendar year and the elected Board and Officers shall assume their duties on January 1st in the calendar year following said election. All elections results are duly recorded by the Secretary. The Vice President of SAPT shall be the official to oversee the election process.

(b)

In the November election by members in good standing, the President shall be allowed to vote if held by written ballot and shall be counted to determine a Quorum then duly recorded by the Secretary.

(c)

Candidates:

Any member in good standing may seek nomination for any Board position, even when that position is currently held by another member, unless said candidate would place himself in conflict-of-interest.

(d)

Nominations for candidates can be taken at any general membership meeting, and elsewhere, beginning with the month of August. Nominations may only be made by a member in good standing, and the nominee must be a member in good standing at the time he is nominated. Nominations must not place the nominee or other nominees in conflict-of-interest. Any member in good standing may self-nominate. A candidate shall only be nominated for one office or Board position per election cycle.

(e)

All nominees must accept nomination to be considered a candidate. Nominees must fill out an SAPT Nomination Form, providing the candidate's name and contact information, a brief reason for their interest in running for office, and must sign the form accepting the nomination. This form must be given or sent to the Vice President by October 15 postmarked/email date/in-person, etc. to be considered official

(f)

Nominees found to be ineligible at the time of nomination, shall not be permitted to accept nomination until the next election cycle. Nominees revoking their nomination acceptance may not re-enter during that election cycle.

(g)

The current President may not nominate candidates for any Board position.

(h)

The Secretary shall duly record all nominations, their acceptance or otherwise, duly record each and submit a list of candidates to the Board at the November Board Meeting. The Vice President shall submit the membership approved newly elected Board names to the Secretary at the December Board meeting.

(i)

When one candidate is unopposed, he must be voted into office by acclamation of the members at the November meeting.

(j)

Should all candidates be unopposed, they are elected without ballot by acclamation of the general members in good standing at the November monthly meeting, and being duly recorded by the Secretary.

(k)

Should there be two candidates for a position and in the event of a tie vote, a coin shall be flipped to determine who is the winner for that position.

(l)

The candidate receiving the most votes shall be considered the winner. Any office may remain vacant and not counted for the purpose of a Quorum except the Officers, which must be filled.

If no member in good standing should move forward to run for an officer position and no special election can be held, the current officer for that position or current officers for those positions may retain office until such time eligible members can be elected or the Association must be dissolved in accordance with this document outlining current legal directive. These positions are President, Vice President, Treasurer, and Secretary as officers of SAPT.

(m)

The term of office for all positions elected, appointed or otherwise is to be one year commencing on the 1st day of January in the year next following the date of election or appointment, and ending on the 31st day of December in that same year. Appointments to fill vacancies or assignment begin at acceptance and terminate on the 31st day of December in that same year.

(n)

The Board may vote on regular agenda items or matters of importance via email and then certify said vote at the regular monthly Board meeting. The Secretary shall duly record same.

(o)

Standard operating procedures may be brought to the members at large and passed with a simple majority for passage and the Secretary shall duly record same.

(p)

The board is empowered to carry on the business of the Association without voting of the members to ensure compliance with pertinent business regulations related to social clubs.

(q)

The Board, Officers, and or members of any standing may only receive

compensation for actual expense they incur to conduct the business of the Association, and only after approval of the Board before he makes purchase or payment, only after a receipt for same is given the Treasurer with Board approval for reimbursement. All pertinent information shall be duly recorded by the Secretary.

ARTICLE VIII: REMOVAL FROM OFFICE - BOARD OR BOARD OFFICER OR MEMBER IN GOOD STANDING OR MEMBER NOT IN GOOD STANDING

(a)

Individuals listed above may be removed from Office, or removed as a member for just cause including but not limited to;

- 1) Conviction of a crime of moral turpitude or felony
- 2) Verbal and/or physical altercation(s) and/or harassment of other members or the Board
- 3) Non-compliance with the bylaws, rules, policies or procedures of the SAPT

(b)

PROCEDURE FOR REMOVAL OF AN SAPT MEMBER:

Executive (closed) meeting after at least three (3) days' notice to be held and a plurality vote of the Board in the affirmative for the motion to carry to remove an SAPT member. He shall have the right to address the Board in a courteous and professional manner before any vote, and may request an open meeting, which will be considered, however, the accused member may not be present during said vote and the vote itself is to be taken with only those Board members to vote. The Secretary shall keep no minutes during the closed session but shall duly record the actual vote only to the extent of the removal motion carries or fails.

(c)

The subject, if present, will be notified immediately. If the motion is carried, he will be removed as a member in accordance with this document. If the motion fails, he shall remain a member if he so chooses.

(d)

Any Board Officer or member who divulges how another person voted in closed session shall be subject to removal himself for just cause without

voting of the Board or the members. The secretary shall duly record such actions.

(e)

A member removed has the right to appeal, except persons removed pertaining to Article VIII(a) (1) of this document.

(f)

The appeals process includes the accused/offending member submitting in writing their interpretation of additional facts as to what occurred in any incident for which they stand accused. This submission is to be sent to the Board President, and the President must share the information with the Board and inform the Board of a special meeting to be held to consider this information. The Board may request other members involved for their written material regarding the given incident under consideration. The Board will review all written material before voting on the appeal. The President shall solicit from the Board any additional information they may be privy to as well. The accused may appear before the Board to present their comments in brief statement of no more than five (5) minutes as part of their appeal only. This appeal is only for the presentation of new material not considered in the original membership removal decision. As called by the President, the Board will meet within fifteen (15) days of the postmarked envelope or receipt of electronically sent material from the accused to consider the appeal. After, the Board will meet in executive session to consider the issues and material to vote in the majority in quorum to uphold the removal or reconsider the removal.

ARTICLE IX: RESIGNATION OR REMOVAL

1. A member may resign from SAPT at his choosing, verbally or in writing to an SAPT Officer. The Officer must email notice of the resignation to the whole Board. The President will contact the member to verify the resignation via phone or email. There will be a three (3) day waiting period to allow for a response from the member in the negative that they did not intend to resign if the resignation was done verbally. Hearing nothing after three (3) days, the resignation is confirmed and the

Board must vote in the plurality to acknowledge the resignation and place it onto the record. If the resignation is done in writing the Board must vote in the plurality to acknowledge the written notice onto the record. The President or Vice President will send the member resigning an email to confirm that the Board voted in the affirmative to record into the minutes the resignation. A member who selects to resign/quit/not renew may rejoin by filling out an online membership form so the Board may consider their application for approval or denial.

2. When removed for just cause as stated in this document. Just cause must be presented to the Board in writing and must be considered by the Board. The Board must vote in plurality in the affirmative for removal in a quorum to remove a member. Any SAPT member who is removed from the membership may never rejoin SAPT in the future.

3. If the member was also a Board member, that seat shall be considered vacated if the Board member is voted out of SAPT.

4. Upon vacating office for any reason, Board members shall return any and all items to the newly elected or appointed officeholder immediately. Failure to do so will require the current President to report same to the Board for further action.

ARTICLE X: MEETINGS/NOTICE

(a)

Board meetings shall be on the 1st Monday of every calendar month unless rescheduled for illness or Holidays. The time and place are subject to change but will be announced in the Newsletter and distributed electronically at least three (3) days prior to the date of the meeting.

(b)

General members meetings shall be held on the Sunday next following the Board meeting with the time and place subject to change and notification to the membership at least ten (10) days prior to the Sunday meeting.

(c)
Members not having access to electronic media waive the right to notice as stated in this document.

(d)
Error and/or omission shall not invalidate the covenants of this document in regard to notice.

ARTICLE XI: AMENDMENTS TO BYLAWS

(a)
This document may be amended at any regular or special meeting provided notice has been given to all members in good standing at least ten (10) days prior to the meeting at which a vote will be cast.

(b)
Members who lack access to electronic media may request a copy via snail mail.

(c)
It shall require 2/3rds of the members in good standing, who are present and voting yes to carry, after a Board vote in favor by 3/4ths of a Quorum as defined in this document.

(d)
After passage by the membership, it shall become effective immediately unless stated otherwise within the amendment itself.

ARTICLE XII: CONFLICT OF INTEREST POLICY

(a)
Definitions:

Interested Person(s)
any Officer, Board member or other member on the Board or a committee with delegated powers who has a financial interest either directly or indirectly.

Financial Interest
a person has a financial interest if he has, or an immediate family

member or other person residing with him, has directly or indirectly an interest through business, investment or transactions that may inure him directly or indirectly, including but not limited to, a compensation agreement or potential ownership, investment or interest in any business, individual, organization or other entity in which this Association is or may tender a contract for any goods and/or services or other compensation. This shall include, but is not limited to, indirect remuneration as well as gifts or favors no matter how negligible.

(b)

Duty to Disclose:

In connection with any actual, possible or perceived conflict of interest, the interested person must disclose same and be given opportunity in a timely manner to disclose all material fact(s) he may deem relevant to the Board or a committee prior to the Board or committee making a final vote or decision on any given action item.

(c)

If there develops reasonable cause to suspect a conflict occurred without disclosure and it is determined that such non-disclosure was intentional, whether a conflict actually existed or not, the interested person shall be removed from the Board, committee, and membership for just cause. The President, committee Chair or other leader shall have a financial responsibility to notify the Board for investigation and determination.

ARTICLE XIII: INDEMNIFICATION

The Board, committees or officers thereof, if having acted in good faith, shall be held harmless by all members of the Association, so long as no act of intentional or willful nature was of his own volition and deed. Notwithstanding the above, this body has no authority to determine tort or civil actions.

ARTICLE XIV: DISCRIMINATION POLICY

This Association does not discriminate against any person on the basis of race, color, religion, sexual orientation, political affiliation, or other personal characteristics.

ARTICLE XV: GENERAL COVENANTS:

(a)

The Association shall not participate in activities that carry on propaganda, attempt to influence legislature on any local, state or federal level, nor speak on or against or campaign for or against any candidate for public office. The Association will not participate in, support, or intervene in the publication of, or distribution statements such propaganda for or against any candidate for public office, or legislation of or at any public agency.

(b)

The Association will not collect from nor expend funds on any non-members, except that it may contribute member funds to charitable organizations after a vote of members to do so, and provided said charity is a recognized 501(c)3 entity listed in Publication 78 of the Internal Revenue Service.

(c)

The Association shall not make loans, gifts, gratuities or any remuneration of any nature to any interested person as described in this document.

(d)

Only the President and/or Vice- President shall be empowered to enter into any contract or other obligation for payment on behalf of the Association for goods or services directly related to the purpose of the Association and for the benefit of members, but only after Board approval for same. All actions with respect to same shall be duly recorded by the Secretary. Only the SAPT Treasurer is empowered or authorized to make payment to any entity on behalf of the Association. If a member needs payment for work they are doing on behalf of SAPT, they must be in contact with the Treasurer and President to seek pre-payment approval. All actions of this type must have prior Board approval.

(e)

Should any section of this document become invalid for any reason whatsoever it shall not render the entire document void, but only that portion, and the Board will be empowered to take a temporary measure to remedy in the best interest of the Association until such time that an amendment can be ratified as a permanent solution.

(f)

All records of the Association shall be kept for a period of 10 (ten) years unless otherwise prescribed by law and shall be held by the Board Officer currently serving the Association, so long as it violates no law nor creates any conflict of interest.

(g)

Any policy, procedure or rule not discussed in this document shall be addressed in a manner used in Robert's Rules of Order unless otherwise prescribed by law.

ARTICLE XVI: DISSOLUTION

In the event of termination or dissolution of the Association for any reason whatsoever, after having retired all indebtedness and satisfied any judicially ordered payments, any remaining assets of any nature shall be, in accordance with IRSC 501 Chapter 170, be expended to the Local or State government, or a court of competent jurisdiction in which the Association operated, to be distributed for use of the public good, or as prescribed by prevailing law at said time of termination or dissolution. The Officers, Board and/or members may be held harmless should assets fail to retire all indebtedness providing they acted in good faith, received no compensation during, after or within 6 (six) months of said termination or dissolution and is not in conflict of existing law at the time of termination and/dissolution.

10 MAY 2026

KNOW ALL YE MEN BY THESE PRESENTS THAT:

COMES NOW Calvin Hammock, President of the San Antonio Prime Timer's, duly elected by and of it's General Membership, whose Term in Office Expires 12/31/2026.

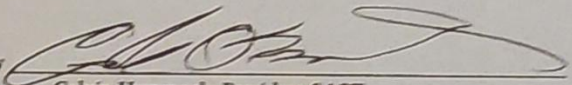
AND CERTIFIES, DECREES AND OR OTHERWISE ASSERTS, THAT,

On or about the aforementioned date above stated, A Vote by written ballot to question changing the By-Laws of San Antonio Prime Timer's, hereinafter referred to as SAPT, and having first been duly deposed of his OATH, does hereby assert his authority of decree, with the Secretary being present, the ballots having been counted and tallied by two Members at Large volunteers,

DOES NOW DECLARE, THESE BY-LAWS HAVING BEEN FIRST PRESENTED TO THE BOARD, RATIFIED THERIN FOR BALLOT, AND PASSED AS DESCRIBED HEREIN, WITH THE ORIGINAL BALLOTS BEING RETAINED BY SAID PRESIDENT.

Ballots show 28 of 32 in favor of the By-Laws as drafted, and ALL eligible members who wished to vote cast their ballot this 10th day of May 2026.

Witness my hand this day


Calvin Hammock, President SAPT


Witness 1


Witness 2

Print names below signature

JAMES P. HALLINAN

Keith Mast

AGENDA FOR SAN ANTONIO PRIME TIMERS

General Meeting
Sunday, May 10, 2026 @ 2 pm
Quaker Meetinghouse
7502 N Vandiver Rd 78209

Introduction- Calvin Hammock

Welcome Members, Board members and visitors

Voting to approve the Revised version of the bylaws.

Vice President Report- Larry Schou

Bylaws revisions quick summary, Vote to approve by written ballot, Yes or No

Treasure's Report- Keith Mast

Financial Report

Secretary- Jim Tappero

Record Minutes for Bylaw Revision

Board meeting summary

Newsletter Editor- Jim Halloran

Membership Chairman- Larry Schou

Introduce new members & Current Members 176

Activities Director- Rob Weaver

Michale Goff & Dan Macias

Bylaws voting results

SAAF- Frank Elliott

Care and Concern- Peter Van Dusen

Book Club- Bob Foster, Ed Westbury

Adjourn with refreshments and socializing