

**Board of Trustees  
Yellow Springs Senior Citizens, Inc.**

**NOTICE**

The President of the Board of Trustees, with the concurrence of the Board, hereby calls for a Special Meeting of the Membership at the Senior Center on August 13, 2009, at 2:00 p.m. The purposes of the Special Meeting are (1) to vote on proposed changes to the Bylaws and (2) to hear from Karen Puterbaugh, Executive Director of the Greene County Council on Aging, about the senior services levy that has been placed on the November 3<sup>rd</sup> ballot.

Copies of the Amended Bylaws are available during business hours at the Senior Center for reading by members in advance of the meeting. The Amended Bylaws are also posted on the Senior Center's web site, [www.seniorcitizenscenter.org](http://www.seniorcitizenscenter.org).

**M E M O R A N D U M**

**TO:** Membership of Yellow Springs Senior Center

**DATE:** July 1, 2009

**FROM:** Bylaws Revision Committee  
Kenneth Huber and Shirl LeVesconte

**RE:** Bylaws Revision

**Introduction**

Bylaws are a necessary evil. The corporate charter and the bylaws comprise the two basic sets of rules for nonprofit corporations. The charter, a publicly filed document, states an organization's charitable purpose and basic legal structure. The bylaws, the organization's internal set of rules, specify its overall operating structure.

Too often, as an organization grows and changes, the old bylaws no longer fit. When the organization's board decides to do something about this, it has to spend considerable time and energy on the cumbersome task of bringing them up to date. First, a board committee must draft changes. Then, the whole board must review and approve the proposed revisions. And, finally, the membership must consider the revised bylaws and vote on whether to adopt them.

During the first five months of this year a Committee of the Board has accomplished the first of these tasks and the Board of Trustees the second. What remains to be done is a vote by the Membership.

## **Background**

Bylaws revision was one of the Board's goals in 2008 and preparatory work on this goal was assigned to Ken Huber, Vice President. This year, Shirl LeVesconte, who succeeded Ken as Vice President, joined him. We two Trustees comprised the committee that drafted the proposed revisions to the Bylaws.

We looked closely at the existing Bylaws in the context of the Center's current operational structure. We also researched the bylaws of similar organizations as well as appropriate model bylaws and one result of this was to alert us to provisions that were missing from the existing Bylaws that probably should be included.

We want to emphasize the inclusive quality of the drafting process. The Board voted its approval only after critically reviewing successive drafts and holding lengthy discussions on the drafts and on suggestions from Trustees and members of the Membership Services Committee. By incorporating many of these suggestions, the final draft reflects this collaborative approach.

Other than getting as wide an input as possible, our goal with this revision has been to construct a document that is simple and clear. We have tried to develop a structure that everyone can live with and that gives the Membership and the Board the flexibility to make less fundamental changes in the future without a need to amend the Bylaws again and again.

This memo only addresses the areas of biggest change. Explanations for several additional new provisions and for miscellaneous minor changes are to be found within the body of the proposed Bylaws. Members will not need to refer back and forth between the Bylaws and explanations of specific changes but will be able to read the comments directly below the provisions. [*The comments are set off from the provisions in italicized, underlined, and red type.*] Also, the revised Bylaws are presented side-by-side with the existing Bylaws which will allow members to make a direct comparison between the old and new versions.

## **Areas of Major Change**

At the Board retreat last summer, Trustees discussed the Center's "bifurcated" organizational structure, a result of the Center's incomplete transition from its origins as a social organization to one with a board-staff structure that provides programs and services in addition to opportunities for group projects and informal get-togethers. Over time, aspects of this "bifurcated" governance structure have fallen away. For example, at one time the Center in effect had two co-leaders — one of the Membership and one of the Board — and there was a lack of clarity as to where the oversight authority of one ended and the other began. But, while this is no longer case, vestiges of the old structure still remain.

In 2006, a focus group organized by the Membership Services Committee made several recommendations to the Board, one of which was to "reflect in the Bylaws the significance of members."

The major changes proposed in the revised Bylaws attempt to address both concerns — completing the transition to a board-staff structure and reflecting the significance of members in the Bylaws. The revised Bylaws replace the Membership Services

Committee and Nominating Committee, two committees that now exist wholly or in part outside the Board structure, with two new standing committees of the Board, the Membership Committee and the Board Development Committee. Part of this change is to have two Vice Presidents, a First Vice President, who will chair the Membership Committee, and a Second Vice President, who will chair the Board Development Committee.

**Membership Committee** [*See Article IV. Sections 1, 7b, and 9a.*]

Establishing the Membership Committee as a standing committee will provide the basis for direct and more meaningful communications between members and the Board. While communication is now provided through Chair of the Membership Services Committee, who serves *ex officio* on the Board, the critical difference is that attending to the interests of members will be an explicit Board responsibility and a part of its regular business. The Committee is to actively solicit the opinions, concerns, and suggestions of members and to assure that these are addressed by the Board. The Committee will also facilitate communications from the Board to the Membership.

In recognition of the vital role of members in the life of the Center, the Committee is to be chaired by the First Vice President. The office is a key position in the Board structure. It is second only to that of the President, assisting the President in providing leadership for the Board, substituting for the President in his or her absence, and succeeding to the Presidency when the position becomes vacant during the year.

A related change involves an addition to the Board's listed duties. The new duty, listed first, tasks the Board to "continually seek to determine the needs of seniors in the community and to identify and/or develop resources to meet those needs." This addition emphasizes that Board responsibilities extend not only to fiduciary concerns but also to the Center's core mission. Both changes — direct involvement in the interests of members through the work of the Membership Committee and the primary duty of responding to the needs of seniors in the community — make explicit the vital importance of both members and seniors in the Board's responsibilities for the Center's programs of services and activities.

The Membership Committee will continue to have the following functions: identifying and advocating for unmet needs, recruiting new and fostering the retention of existing members, and encouraging participation by members in the community and in the programs and many volunteer opportunities that are vital to the Center.

These critical tasks require the active participation of many members on the Committee. The proposed Bylaws provide for a Membership Committee comprised of five or more members — the First Vice President, one other Trustee, and three or more members of the Center appointed by the Chair. Also, the Committee, like all standing committees, is empowered to create as many subcommittees, comprised of members of the Center, as needed to accomplish its tasks.

Membership is the heart of the Center. We believe that the proposed change reflects this by making clear the significant role and voice that members have in the life of the Center and in the deliberations of the Board.

### **Board Development Committee** [See Article IV, Sections 1, 7c, and 9b, and Article V.]

A board's ability to meet its responsibilities within a board-staff structure is a critical factor in an organization's success: the better the board performs its duties the better the organization achieves its mission. In this regard, the tasks of the new Board Development Committee have been expanded beyond those of the existing Nominating Committee. The Committee will now have the responsibility of providing orientation for new Trustees, conducting workshops, Trustee self-assessments, and retreats or providing other opportunities by which the Board might increase its effectiveness.

The Board has already initiated actions along these lines, including the development of a Board manual and a Board calendar as well as the retreat held last summer. The task of the new Committee will be to build and improve on these initiatives.

Of course, the Committee will have the Nominating Committee's important tasks of presenting a slate of candidates for election at the Annual Meeting and of making recommendations for interim appointments by the Board to fill positions that become vacant during the year. The Second Vice President and the two other Trustees who comprise the Committee will be positioned to assess the strengths and limitations of the current Board and thus to seek nominees whose abilities match Board needs. The Committee will continue the Nominating Committee's practice of soliciting the names of potential nominees from Trustees, members of the Membership Committee and of other Board committees, and from members of the Center.

Members will continue to have the option of proposing additional nominations from the floor at the Annual Meeting. This option provides the openness essential to the democratic governance of the Center.

### **Miscellaneous New Provisions**

The following are additional new provisions in the proposed Bylaws. Commentary on the rationale for each is provided [*in italicized, underlined, red type*] in the body of the Bylaws immediately below the new provisions.

*Article III, Section 5. Member Removal.*

*Article IV, Section 4. Resignation or Removal [from the Board].*

*Article IV, Section 9e. Standing Committees of the Board, The Fund Raising Committee:*

*Article IV, Section 10. Special Committees of the Board.*

*Article VII. Indemnification.*

### **Conclusion**

We recognize that bylaws are probably the duller reading you could do in any given day. Nevertheless, we hope that you, as a voting Member, will take the time to read the proposed Bylaws, either by stopping by the Center to look at one of the copies there or by accessing the document on the Center's website. We also hope that you will come to the Special Meeting with any questions that you might have and, finally, that you will vote to accept or reject. The proposed Bylaws have been approved by the Board of Trustees but, in the end, it is your decision.