

## Yellow Springs Senior Citizens, Inc.

Bylaws as approved by Membership, Dec. 16, 2005	Proposed Bylaws approved by Board of Trustees, June 3, 2009
<b>ARTICLE 1. NAME</b>	<b>ARTICLE 1. NAME</b>
<b>Section 1.</b> The name of this organization shall be Yellow Springs Senior Citizens, Inc.	This corporation is named Yellow Springs Senior Citizens, Inc., and does business as Yellow Springs Senior Center ["the Center"].
<b>ARTICLE II. PURPOSE</b>	<b>ARTICLE II. PURPOSES</b>
<b>Section 1.</b> The purpose of Yellow Springs Senior Citizens, Inc. is: a) To provide support to seniors via effective services and programs that enhance dignity, independence and quality of life for seniors, and b) To foster interactions among seniors and between seniors and local community.	The Center is organized exclusively for the purposes of supporting the well-being and quality of life of seniors residing in Yellow Springs and Miami Township. The purposes are stated in more detail in the Center's Articles of Incorporation, as Amended.  <u><i>We hope that the first sentence captures the overall mission of the Center.</i></u>
<b>ARTICLE III. MEMBERSHIP</b>	<b>ARTICLE III. MEMBERSHIP</b>
<b>Section 1. Membership Qualifications.</b> a) People of any age who support its purpose and who pay annual dues shall be designated members. b) Membership in this organization shall be open to all.	<b>Section 1. Membership Qualifications.</b> Membership in the Center ["the Membership"] shall be open to persons of any age who support its purposes. Membership is granted and maintained upon the payment of annual dues.  <u><i>Sec. 1.b of the existing bylaws was deleted as redundant.</i></u>
<b>Section 2. Duties of Members.</b> Members shall: a) Vote for three trustees annually; b) Vote for three members of the Nominating Committee annually; c) Dues shall be set by the Membership upon recommendation of the Board of Trustees. d) Take part in membership meetings; e) Support programs and activities; f) Serve on committees and volunteer as they are able; g) Promote the organization in the community.	<b>Section 2. Membership Dues.</b> The Board of Trustees ["the Board"] may recommend but the Membership retains the authority to determine the amount of the annual dues.  <u><i>This is the same as the existing Sec. 2.c.</i></u>

<p><b>Section 3. Rights of Members.</b> Participation in any Yellow Springs Senior Citizens activity, and use of facilities, shall be available to all members.</p>	<p><b>Section 3. Privileges and Responsibilities of Membership.</b> Members are encouraged to participate in Center activities, to serve on committees, to volunteer services to seniors and others in the community, to support the Center financially, to promote the Center in the community, and to take part in the Business Meetings of the Membership.</p> <p><u><i>This includes the balance of the existing Sec. 2 and also Sec. 3. The wording is a little different but not the substance.</i></u></p>
<p><b>Section 4. Membership Meetings.</b></p> <ul style="list-style-type: none"> <li>a) The Annual Business Meeting shall be held in December for the purpose of electing members of the Board of Trustees, the Membership Chair and members of the Nominating Committee and for such other business as may be necessary.</li> <li>b) Special meetings of the Membership may be called by the President or on written request of at least ten members; at least 14 days written notice of any such meeting, including its purpose, must be given to all members.</li> <li>c) Those members present at any meeting shall constitute a quorum.</li> </ul>	<p><b>Section 4. Business Meetings of the Membership.</b></p> <ul style="list-style-type: none"> <li>a) The Annual Business Meeting [“the Annual Meeting”] shall be held in the last month of the Center’s fiscal year for the purposes of receiving reports from the leadership of the Center, electing Trustees to the Board, and conducting any other business requiring a decision by the Membership.</li> <li>b) Special Business Meetings of the Membership [“Special Meetings”] may be called by the President of the Board or in response to a written request from at least ten members to the Secretary of the Board.</li> <li>c) The Membership shall be given at least twenty-one days advance written notice of the time and place of all Business Meetings of the Membership [“Business Meetings”], except for meetings at which changes to the Bylaws are to be considered when it shall be thirty days. The notice for a Special Meeting shall include its purposes and the notice for a meeting at which changes to the Bylaws are to be considered shall indicate the proposed changes.</li> <li>d) Those members present at duly called Business Meetings shall constitute a quorum.</li> </ul> <p><u><i>While no change in the month of the Annual Meeting is currently contemplated, the proposed Sec. 4 does not specify a month. We have also removed any other references to specific months. These changes will allow the Board to change the Center’s fiscal year without having to amend the Bylaws. If there are good reasons for the Board to move things around, the Bylaws as now drafted can accommodate its doing so.</i></u></p> <p><u><i>Also, the 14-day advance notice for Special Meetins is now 21 days, the same period required for publishing the slate of candidates prior to elections [See Art. V]. This change is part of being a little more careful about the notices of the time, place, and purpose of Business Meetings that members are required to receive.</i></u></p>

	<p><b>Section 5. Member Removal.</b></p> <p>a) Upon the advice of legal counsel that the continued participation in Center activities by a person might result in legal liability for the Center, the Board reserves the right to bar the person from the Center and, if applicable, to remove him or her from membership.</p> <p>b) While in the course of obtaining legal advice and of referring the matter to the Board, the Executive Director may bar from the Center any a person whose continued presence he or she believes might result in legal liability for the Center.</p> <p>c) Nothing in this Section shall limit the authority of the Executive Director or other staff members for removing temporarily from the Center any person whose behavior is disruptive or presents a threat to the safety of others.</p> <p><u><i>This section arose out of a situation several years ago when the Center found itself in the position of seeking legal advice about the membership of a person that presented potential liability issues.</i></u></p>
<p><b>ARTICLE IV. BOARD OF TRUSTEES</b></p>	<p><b>ARTICLE IV. BOARD OF TRUSTEES</b></p>
<p><b>Section 1. Board Positions.</b></p> <p>The Board of Trustees shall consist of a President, a Vice President, a Secretary, a Treasurer, a Membership Chair, and four Trustees at large. At the first meeting of each year, the Board of Trustees shall select the President, Vice President, Secretary, and Treasurer. The Membership Chair is elected directly by the membership at the Annual Business Meeting.</p>	<p><b>Section 1. Board Composition and Positions.</b></p> <p>Nine members of the Center, elected as Trustees, shall constitute the Board. The election of Board officers for the year — President, First Vice President, Second Vice President, Secretary, and Treasurer — shall be the first item on the agenda at the Board’s first meeting of the fiscal year. The officer from the previous year who is first in this sequence shall chair the meeting for this agenda item.</p>
<p><b>Section 2. Terms of Office.</b></p> <p>The members of the Board of Trustees shall each be elected for a term of three years or until their elected successors begin their terms. The terms of the President and the Vice President will run concurrently beginning in the first year of a three-year cycle of rotation, the terms of the Secretary and the Treasurer will run concurrently beginning in the second year, and the term of the Membership Chair will begin in the third year of the cycle. Effective January 1, 2002, no Trustee may serve more than two successive three-year terms. All Trustees must be members of Yellow Springs Senior Citizens, Inc. while they hold office. All terms filled by election shall begin at the first meeting of the Board of Trustees following the Annual Business Meeting.</p>	<p><b>Section 2. Terms of Office.</b></p> <p>Trustees are elected at the Annual Meeting for terms of three years, except for Trustees elected for one or two years in order to complete the three-year term of a previous incumbent. No Trustee shall be elected to more than two consecutive three-year terms. All terms of office filled by election shall begin as of the Board’s first meeting of the fiscal year.</p> <p><u><i>The new wording is brief but says all that needs to be said.</i></u></p>

<p><b>Section 4. Vacancies.</b>  The Board of Trustees shall fill vacancies on the Board by interim appointments, after requesting recommendations from the Nominating Committee. If the vacant term so filled has more than 12 months remaining, such appointment shall be voted upon by the Membership at the next Annual Business Meeting.</p>	<p><b>Section 3. Vacancies.</b>  The Board shall replace Trustees whose positions become vacant during the year by making interim appointments for the remainder of the year. In making such appointments, the Board shall consider recommendations from the Board Development Committee. If a vacancy occurs during the first or second year of a three-year term, the interim appointee's name may be included, with his or her consent, on the slate of nominees at the next Annual Meeting for possible election to complete the remainder of the term.</p> <p><u>No substantive change: just spelled out a little more.</u></p>
	<p><b>Section 4. Resignation or Removal.</b></p> <ul style="list-style-type: none"> <li>a) Resignation from the Board shall be in writing and received by the Secretary.</li> <li>b) Trustees absent from three regular meetings in succession or four regular meetings in any twelve-month period shall be automatically terminated, and the Secretary shall send the member written notification of the termination. The Board may reinstate the Trustee if, within thirty days of the termination, it receives his or her written request for reinstatement.</li> <li>c) A Trustee may be removed for other reasons by a three-fourths vote of the remaining Board members at any regular or special meeting, provided that the Secretary has sent the Trustee advance written notification that such action would be considered at the meeting.</li> </ul> <p><u>The existing Bylaws do not address this issue, but it does happen that a Trustee chooses not to complete a term. It also happens (sadly) that a Trustee just fails to show up. When either occurs the Board needs a way to declare a vacancy and fill the position. These provisions do that.</u></p>
<p><b>Section 3. Board Meetings.</b>  The Board of Trustees shall hold regular monthly meetings. Special meetings may be called by the President for a particular purpose, provided that Trustees are notified at least four days before such meeting and are told the reason for the special meeting. A quorum shall consist of a majority of the Trustees.</p>	<p><b>Section 5. Board Meetings; Quorum.</b></p> <ul style="list-style-type: none"> <li>a) During each fiscal year regular meetings of the Board shall be held in the fiscal year's first month, in the month immediately before that of the Annual Meeting, and in at least four other months, at such times and places as determined by the Board. The President may call special meetings of the Board, provided that Trustees have at least four days advance notice from the Secretary of the purpose, time, and place of the meeting.</li> <li>b) A quorum shall consist of a majority of the Trustees in office at the time of the meeting.</li> <li>c) Attendance at Board meetings, except for when it meets in executive session to discuss confidential matters, shall be open to members of the Center.</li> </ul> <p><u>While the Board is required to meet at least six times a year, the idea is that it should be able to decide how many more meetings, if any, it requires to do its business without the need to amend the Bylaws. The rest is the same as the existing Sec. 3.</u></p>

**Section 6. Duties of the Board of Trustees.**

The Board of Trustees shall:

- a) Set general policies for the organization;
- b) Evaluate programs and needs;
- c) Pursue sources of external funding, approve applications for external funding, and establish guidelines for all fundraising activities;
- d) Authorize the expenditure of all moneys;
- e) Establish check-signing authority and ensure that any employee authorized to handle moneys is bonded;
- f) Approve all budgets and revisions thereof;
- g) Be responsible for investment funds;
- h) Approve all contracts, leases, and other legal documents;
- i) Receive and hold property;
- j) Protect the assets of the organization;
- k) Have the authority to employ and dismiss the Executive Director of the Center
- l) Approve the establishment of paid staff positions;
- m) Approve job descriptions for all Trustees
- n) Assist in interpreting the organization to the community.

In all its activities, the Board of Trustees and its individual members shall follow strict ethical principles and shall avoid any conflict of interest in accordance with IRS policies (Attached).

**Section 6. Duties of the Board and of Individual Trustees.**

- a) The Board shall continually seek to determine the needs of seniors in the community and to identify and/or develop resources to meet those needs, determine the general policies of the Center, approve all budgets and budget revisions, be responsible for investment funds, approve all contracts, leases, and other legal documents, receive and hold property, protect the assets of the Center, and employ, supervise and, at its discretion, dismiss the Executive Director.
- b) Individual trustees shall participate in meetings of the Board, notifying the Secretary when they will be absent, serve on its committees, provide leadership for and participate in fund raising efforts, assist in interpreting the Center to the community, act in accord with all policies of the Center, and uphold strict ethical principles in all matters relating to Board activities.

In the existing Sec. 6, the duties of the Board as a whole and the duties of individual Trustees are all lumped together. These are now separated. Also, duties that are properly the responsibility of the Executive Director have been removed.

The main task of the Board has been added: "continually seek to determine the needs of seniors in the community and to identify and/or develop resources to meet those needs."

Also, although it was understood that hiring and supervising the job performance of the Executive Director was a Board responsibility, this was not spelled out in the existing Sec. 5. Now it is.

**Section 5. Duties of Officers.**

- a) The **President** shall preside at meetings of the Board of Trustees, and at the Annual Business Meeting, set the agendas for these meetings, appoint Trustees to Personnel, and Budget and Finance Committees, and represent the organization in the community
- b) The **Vice President** shall assist the President, assume the duties of the President in the President's absence, and serve as chair of the Nominating Committee. If the President is unable to complete the term of office, the Vice President shall succeed to the presidency for the remainder of the presidential term, and a new Vice President shall be appointed by the Board of Trustees to serve for the balance of the Vice Presidential term
- c) The **Secretary** shall oversee the recording and shall maintain the minutes of the meetings of the Board of Trustees and the Annual Business Meeting
- d) The **Treasurer** shall chair the Budget and Finance Committee and shall have oversight of all funds of the organization. The Treasurer shall make monthly reports to the Board of Trustees and an annual report to the Membership.

**Section 7. Duties of Officers.**

- a) The **President** shall preside at all meetings of the Board of Trustees and at the Annual Meeting, propose the agendas for meetings, including items received from individual Trustees, appoint Trustees to serve on and, where needed, to chair the Standing Committees of the Board, and represent the organization in the community.
- b) The **First Vice President** shall assist the President, assume the duties of that office in the President's absence, and chair the Membership Committee. If the President is unable to complete the term of office, the First Vice President shall succeed to the presidency for the remainder of the presidential term, and a new First Vice President shall be elected by the Board to serve for the balance of the term of that office.
- c) The **Second Vice President** shall chair the Board Development Committee.
- d) The **Secretary** shall prepare meeting agendas in consultation with the President, notify Trustees of the time, place, and agenda of all Board meetings, provide the Membership with notice of the time, place, and agenda of all Business Meetings, oversee the recording of the minutes of all Board and Business Meetings, and oversee the maintenance of the

<p>e) The <b>Membership Chair</b> shall be an ex officio member of the Board of Trustees, a member of the Executive Committee, chair the Membership Services Committee, serve as an advocate for the concerns of the members, make appointments to the Membership Committee, and monitor their functions. The Membership Chair shall be assisted by an elected Membership Vice Chair who will not be a member of the Board of Trustees. If the Membership Chair position becomes vacant during a term of office, the Membership Vice Chair will succeed to this position for the remainder of the term.</p>	<p>minutes and records of the Board and Membership.  e) The <b>Treasurer</b> shall have oversight of all funds of the organization, make quarterly reports to the Board and an annual report to the Membership, and chair the Budget and Finance Committee.</p> <p><u>a) <b>President</b>: no substantive change. / b.) <b>First Vice President</b> and c) <b>Second Vice President</b>: [see discussion in Memorandum to the Membership]. / d) <b>Secretary</b>: no substantive change but the duties of the position are now spelled out. / e) <b>Treasurer</b>: no change.</u></p>
<p><b>Section 7. Committees of the Board of Trustees.</b></p> <p>a) The Executive Committee shall consist of the President the Vice President, the Treasurer, the Membership Chair, and the Secretary. In addition first and second alternates from the Board of Trustees shall be designated by the Board to serve with full voting rights in place of regular Committee members unable to attend. The Committee shall be chaired by the attending officer who is first in the sequence given here. The Executive Committee will meet as considered necessary by the President or by two other members of the Committee. The Committee shall act for the Board of Trustees to deal with any emergency or special problem arising between Board meetings. Three Executive Committee members, including alternates who are serving, shall constitute a quorum.</p>	<p><b>Section 8. Executive Committee.</b></p> <p>The Executive Committee shall consist of the President, First Vice President, Second Vice President, Treasurer, and Secretary. The attending officer who is first in the above sequence shall chair the Committee. The Committee shall meet at the call of the President or at the call of two other members. Three officers shall constitute a quorum. The Committee shall act for the Board in order to deal with emergencies or special problems that arise between Board meetings.</p>
<p><b>Section 7. Committees of the Board of Trustees (Continued).</b></p> <p>All members of the committees of the Board of Trustees must be Members of the Yellow Springs Senior Citizens</p> <p>b) The Budget and Finance Committee shall include the Treasurer and two other members of the Board of Trustees. The Committee may add additional members, who may or may not be Trustees, if it wishes. It shall present a budget for the following fiscal year no later than the November meeting of the Board of Trustees. It shall review the budget and the investments of the organization at least quarterly and present recommendations for Board approval when warranted. A majority of the Committee members shall constitute a quorum.</p> <p>c) The Personnel Committee shall consist of three members of the Board of Trustees. The President may appoint an additional member who may or may not be a Trustee. The Committee shall recommend personnel policies and hear and rule on grievances in accordance with the personnel policies. A majority of the Committee members shall constitute a quorum.</p> <p>d) The Membership Services Committee shall consist of the Membership Chair the Membership Vice Chair two representatives of the Board of Trustees and additional members selected by the Membership Chair. The Committee shall make recommendations about the provision of services. The Committee shall be presided</p>	<p><b>Section 9. Standing Committees of the Board.</b></p> <p>Membership on or chairing a Standing Committee continues until a member resigns or is replaced. Those present at any duly called meeting of a Standing Committee shall constitute a quorum. Reports by Standing Committees to the Board shall constitute a record of their proceedings. Standing Committees may establish and appoint members of the Center to subcommittees as needed to accomplish their tasks.</p> <p>a) The <b>Membership Committee</b> shall include the First Vice President, who shall be its Chair, one other Trustee, and three or more members of the Center appointed by the Chair. The Committee shall facilitate communication between the Membership and the Board, recruit new members, foster retention of existing members, and promote participation by members in the life of the Center and the community.</p> <p>b) The <b>Board Development Committee</b> shall include the Second Vice President, who shall be its Chair, and two other Trustees. The Committee shall provide orientation for new Trustees, conduct workshops, Trustee self-assessments, and retreats or provide other opportunities for the Board to increase its effectiveness, present a slate of candidates for election at the Annual Meeting to fill vacant Board positions, and make recommendations to the Board for interim appointments to positions on the Board that become vacant during the fiscal year.</p> <p><u>As discussed in the Memorandum to the Membership, the Membership.</u></p>

over by the Membership Chair. A majority of the Committee members shall constitute a quorum.

Services Committee is now the **Membership Committee** and is chaired by the **First Vice President** and the **Nominating Committee** [See Art. V, Sec. 1 of the existing Bylaws] is now the **Board Development Committee** and is chaired by the **Second Vice President**.

- c) The **Budget and Finance Committee** shall include the Treasurer, who shall be its Chair, and two other Trustees. The Chair may appoint additional members from the Membership. The Committee shall present a budget for the following fiscal year to the Board no later than its meeting in the month before the Annual Meeting, review the budget and the investments of the Center on a quarterly basis, and recommend policies to the Board relevant to the fiduciary responsibilities of the Trustees.
- d) The **Fund Raising Committee** shall consist of the Chair and two other Trustees. The Chair may appoint additional members from the Membership. The Committee shall provide leadership in coordinating and monitoring all fund raising efforts on behalf of the Center.

The new **Fund Raising Committee** will not displace but coordinate ongoing fundraising efforts like the Annual Appeal, the Street Fair Bake Sales, etc. In addition to coordinating existing efforts, the Committee is to take the lead in finding new ways to raise money on behalf of the Center.

- e) The **Personnel Committee** shall consist of the Chair and two other Trustees. The Chair may appoint additional members from the Membership. The Committee shall recommend personnel policies, hear and rule on grievances, and facilitate the Board's annual evaluation of the job performance of the Executive Director.

Even though the **Personnel Committee** provided leadership last year in the Board's evaluation of the job performance of the Executive Director, the existing Bylaws did not address this task. Now they do.

**Section 10. Special Committees of the Board.**

The Board may from time to time constitute *ad hoc* committees to address special concerns. A Special Committee shall consist of as many persons as the Board decides, including at least one Trustee who may or may not be its Chair but who will serve as its liaison to the Board. Those present at any duly called meeting shall constitute a quorum. The term of a Special Committee shall end upon its making a final report to the Board or upon its dissolution by the Board.

This simply codifies the past practice by which the Board forms committees that address specific tasks that can be accomplished within a relatively short time period.

ARTICLE V. NOMINATING COMMITTEE AND ELECTIONS	ARTICLE V. ANNUAL ELECTIONS
<p><b>Section 1. Committee Membership.</b>  The Nominating Committee shall consist of five members of Yellow Springs Senior Citizens, Inc. chosen as follows: three members elected by the Membership at the Annual Business Meeting for a term of one year; one member of the Board of Trustees appointed by the Board for a term of one year; and the vice president serving as chair. Interim Membership vacancies on the Committee shall be filled by an ad hoc committee consisting of the Membership Chair and the remaining elected members of the Committee. An interim vacancy in the Board appointed position on the Committee shall be filled by the Board of Trustees. Elected and appointed members shall serve no more than two annual terms consecutively. A majority of the Committee members shall constitute a quorum.</p>	<p><u><a href="#">The major change here of replacing the Nominating Committee with the Board Development Committee is addressed in the Memorandum to the Membership [See Art. IV. Sec.9.b].</a></u></p>
<p><b>Section 2. Duties of the Nominating Committee.</b></p> <ol style="list-style-type: none"> <li>a) The Nominating Committee shall be alert throughout the year to potential candidates for service on the Board of Trustees and on Committees. A slate of nominees for elected positions shall be sent to the general Membership at least 21 days before the Annual Business Meeting.</li> <li>b) Each year the Committee shall prepare a slate that contains nominees for: <ol style="list-style-type: none"> <li>a. The three Board of Trustee terms scheduled to expire at the end of the fiscal year</li> <li>b. The three elected positions on the Nominating Committee</li> <li>c. The Membership Vice Chair</li> <li>d. Any position the Board has filled by interim appointment.</li> </ol> </li> <li>c) Every third year, the slate shall contain nominees for the Membership Chair for a three-year term.</li> <li>d) The Nominating Committee shall be asked to recommend names to the Board of Trustees for filling midterm vacancies in the Board of Trustees or in the Membership Vice Chair position.</li> </ol>	<ol style="list-style-type: none"> <li>a) At the Annual Meeting the Second Vice President shall present the Board Development Committee's slate of candidates for vacancies on the Board that are to be filled by election by the members who are in attendance. The slate of nominees shall be sent to the Membership at least twenty-one days before the Annual Meeting.</li> <li>b) The slate shall include nominees for full three-year terms to fill the positions of Trustees who are in the final year of their terms and also nominees to serve out the balance of any unexpired three-year terms for positions that became vacant during the fiscal year.</li> <li>c) Nominations in addition to those on the slate may be made by members from the floor of the Annual Meeting, provided that the member being nominated has indicated his or her assent, either orally, if present, or in writing, if not present.</li> <li>d) The President shall appoint tellers to count votes received. Nominees receiving the most votes from members in attendance shall be considered elected and their terms of office shall start at the first meeting of the Board in the fiscal year following the Annual Meeting.</li> </ol>
<p><b>Section 3. Elections.</b></p> <ol style="list-style-type: none"> <li>a) Voting for elections to fill vacant positions shall take place at the annual Business meeting, on presentation of the slate of nominees by the Chair of the Nominating Committee. Additional nominations to any office may be made from the floor, provided that written permission of such nominees is presented.</li> <li>b) The President shall appoint tellers to count votes received. Nominees receiving the most votes for each office shall be considered elected and shall take office at the beginning of the next fiscal year.</li> </ol>	

<b>ARTICLE VI. FISCAL YEAR</b>	<b>ARTICLE VI. FISCAL YEAR</b>
<b>Section 1.</b> The fiscal year of this organization shall be January 1 through December 31.	The Board has the authority to determine the Center's fiscal year.  <a href="#">This provides the Board with the flexibility for changing the Center's Fiscal Year if a different period works better without the need to amend the Bylaws. For example, some organizations choose July through June or October through September for their fiscal years.</a>
	<b>ARTICLE VII. INDEMNIFICATION</b>  The Board shall have the power and authority to indemnify and hold harmless Trustees, members of its committees, employees, agents, or volunteers of the Center to the fullest extent as permitted by Ohio Revised Code 1702.12 or other applicable law.  <a href="#">This article is based on a similar provision in the Bylaws of the Greene County Council on Aging.</a>
<b>ARTICLE VII. AMENDMENTS</b>	<b>ARTICLE VIII. AMENDMENTS</b>
<b>Section 1.</b> Changes to these Bylaws may be made by a majority vote of the Members present at the Annual Meeting or at a special meeting of the Membership called for that purpose, provided that all members are notified in writing of the proposed changes at least thirty days before such.	Changes to these Bylaws may be made by a majority vote of the Membership at an Annual Meeting or at a Special Meeting, provided such changes shall first have been approved by a majority vote of the Board. Notice of the proposed changes and of the meeting time and place shall be provided to the Membership thirty days in advance of the meeting.  <a href="#">This article, based on a similar provision in the Bylaws of the Greene County Council on Aging, now requires the Board's prior approval. This will allow the Board to obtain advice from an attorney whether proposed changes raise any legal issues. Also, the Article is a little more stringent about notifying the Membership.</a>
<b>ARTICLE VIII. DISSOLUTION</b>	<b>ARTICLE IX. DISSOLUTION</b>
<b>Section 1.</b> In the event of dissolution of this organization, the Board of Trustees shall convey the assets of this organization to another nonprofit organization with like purpose serving Yellow Springs and Miami Township or to the Village of Yellow Springs for the support of senior programs and services.	In the event of dissolution of the corporation, the Board shall convey any remaining assets of the Center to another nonprofit organization as provided for in the Articles of Incorporation, as Amended. If possible, the Board shall convey such assets to an organization with a similar purpose serving Yellow Springs and/or Miami Township.