

Bylaws of Yellow Springs Senior Citizens, Inc.

As amended, Effective February 3, 2014

(Approved by the Membership at Special Business Meeting, June 24, 2012)

ARTICLE I. NAME

This corporation is named Yellow Springs Senior Citizens, Inc. and does business as Yellow Springs Senior Center ("the Center").

ARTICLE II. PURPOSES

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.

ARTICLE III. MEMBERSHIP

Section 1. Membership Qualifications.

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 and shall be effective during the calendar year in which dues are paid.

Section 2. Membership Dues.

The Board of Trustees ("the Board") may recommend but the Membership retains the authority to determine the amount of the annual dues.

Section 3. Privileges and Responsibilities of Membership.

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 Annual and Special Meetings of the Membership.

Section 4. Business Meetings of the Membership.

- a) The Annual Meeting shall be held annually at a time and place to be determined by the Board 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.
- b) Special Meetings of the Membership 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.
- c) The Membership shall be given at least twenty-one days advance written notice of the time and place of the Annual and any Special 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 purpose and the notice for a meeting at which changes to the Bylaws are to be considered shall indicate the proposed changes.
- d) Those members present at duly called Meetings shall constitute a quorum.

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Section 5. Member Removal.

- 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.
- 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 person whose continued presence he or she believes might result in legal liability for the Center.
- 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.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. Board Composition and Positions.

Nine (9) 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 following the Annual Meeting. The officer from the previous year who is first in this sequence shall chair the meeting for this agenda item.

Section 2. Terms of Office.

Trustees are elected at the Annual Meeting for terms of three years, except for Trustees 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 after the Annual Meeting.

Section 3. Vacancies

The Board shall replace Trustees whose position become vacant during the year by making interim appointments until the next Annual Meeting. 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.

Section 4. Resignation or Removal.

- a) Resignation from the Board shall be in writing and received by the Secretary.
- 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 under certain conditions and at its discretion reinstate the Trustee if, within thirty days of the termination, it receives his or her written request for reinstatement.
- 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.

Section 5. Board Meetings; Quorum

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- 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 (4) 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.
- b) A quorum shall consist of a majority of the Trustees in office at the time of the meeting.
- 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.

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 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, as its discretion, dismiss the Executive Director.
- b) Individual trustees shall participate in meetings of the Board, notify 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.

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 notify Trustees of the time, place, and agenda of all Board meetings, shall oversee the recording of the minutes of all Board, Annual, and Special Meetings, and oversee the maintenance of the minutes and records of the Board.
- e) The **Treasurer** 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.

Section 8. Executive Committee.

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The Executive Committee shall consist of the President, First Vice President, Second Vice President, Treasurer, and Secretary. The Committee shall prepare meeting agendas and perform general managerial responsibilities of the Board. The attending officer who is first in the above sequence shall chair the Committee meeting. The Committee shall meet at the call of the President or at the call of two other members of the Committee. Three officers shall constitute a quorum. Furthermore, the Committee shall act for the Board in order to deal with emergencies of special problems that arise between Board meetings.

Section 9. Standing Committees of the Board

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.

- a) The **Membership Committee** 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 member in the life of the Center and the community.
- b) The **Board Development Committee** shall include the Second Vice President, who shall be its Chair, and two other Trustees. The Chair may appoint additional members from the Membership. 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 candidate 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.
- 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 last meeting before the end of the fiscal year, 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.
- 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.

Section 10. Special Committees of the Board.

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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 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.

ARTICLE V. ANNUAL ELECTIONS

- 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.
- 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.
- c) Nominations in addition to those on the slate may be made by members, provided that the member being nominated has indicated his or her assent in writing, and the name and biography are given to the nominating committee at least two months before the Annual Meeting so the information can be disseminated to the membership.
- d) 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 following the Annual Meeting.

ARTICLE VI. FISCAL YEAR

The Board has the authority to determine the Center's fiscal year.

ARTICLE VII. INDEMNIFICATION

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.

ARTICLE VIII. AMENDMENTS

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.

ARTICLE IX. DISSOLUTION

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.