



12/2020 DRAFT REVISIONS TO THE

**By-Laws of Chittenden County Senior Citizens Alliance, Inc.
d/b/a Heineberg Community Senior Center
14 Heineberg Road, Burlington, VT 05408**

MISSION:

The Heineberg Community Senior Center mission is to promote social, physical and emotional well-being of ~~community members over the age of 50~~ **older adult community members.**

We strive to develop and offer programs, events, and activities for participants to learn new skills to empower them to take a proactive role in enhancing their quality of life. The Center serves as a bridge to a variety of services and programs within the broader community.

VISION:

To develop meaningful opportunities to educate and empower participants to maintain a high quality of life.

ARTICLE I ORGANIZATION

1. The name of the organization shall be Chittenden County Senior Citizens Alliance, Inc., a not-for-profit organization (d/b/a Heineberg Community Senior Center).

2. The office and the books of the organization shall be located at Heineberg Community Senior Center, 14 Heineberg Road, Burlington, VT 05408.

ARTICLE II PURPOSES

The following are the purposes for this organization:

1. ~~To provide Chittenden County older adults with programs in content areas such as: Health and Wellness, Nutrition, Art, Education and Enrichment, and Social and Civic Engagement, and enlightenment, and Social and Civic Engagement and~~ **To provide Chittenden County older adults with programs to help enhance their quality of life through being physically, socially and mentally engaged.**
2. ~~To provide information about aging and related services for older adults, their families, and community members.~~ **To serve as a resource about aging and related services to older adults, their families, and community members.**

ARTICLE III PARTICIPANTS

Participation in this organization shall be open to ~~people aged 50 years or older~~ **older community members**. All participants must follow the policies and procedures supporting the mission of the organization.

ARTICLE IV. DECISION-MAKING

1. The business of this organization shall be managed by ~~a Board of Directors to whom an Executive Director of the day to day operations of Center will report.~~ **an Executive Director who is hired by and reports to the President and the Board of Directors.** ~~The Executive Director is hired and overseen by the Board.~~ The Executive Director shall ~~set out to~~ **determine to** whom other staff members report and of what their duties consist.
2. The Board of Directors shall consist of not ~~less~~ **fewer** than nine (9) and not more than eleven (11) voting members ~~and up to two (2) ex officio non voting members at large.~~ The Directors shall be ~~elected~~ **appointed by other members of the Board of Directors** at the Annual Meeting of this organization. There shall be staggered terms of two years. Board members may serve two terms of two years each.
3. ~~The nomination process for the Board of Directors shall consist of self nomination by the participants or a nominating committee.~~ **The Board shall seek nominations for all board vacancies.** The Board of Directors shall elect from their members an Executive Committee which will include a President, Vice-President, Secretary, Treasurer, and a Member-at-Large. The role of the Executive Committee of the Board of Directors is listed under ~~Article X~~ **Article IX** on Committees.
4. The Board of Directors shall be responsible for ~~the management of~~ **overseeing policy and management of** this organization. Fifty-one percent (51%) of the members of the Board of Directors shall constitute a quorum. Each director shall have one vote and such voting may not be done by proxy. A Director may be removed when sufficient cause exists for such removal.
5. The Board of Directors may make rules and regulations covering its meetings. Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of their term. ~~The person filling the vacancy must be officially elected to the Board at the next annual meeting.~~

ARTICLE V MEETINGS

1. Annual Meeting

The annual business meeting of this organization shall be held in ~~June of each fiscal year~~ **once during each fiscal year**. The Secretary shall notify the participants at least two weeks prior to the scheduled date as to the date, time and place of the Annual Meeting and the business to be transacted. Notice of the meeting shall be posted at the Heineberg Community Senior Center and on the website. ~~The presence of one-tenth (1/10) of the currently listed participants or twenty-five participants, whichever number is smaller, shall constitute a quorum and shall be necessary to conduct the business of this organization at the Annual Meeting.~~

2. Monthly Informational Meetings

Regular informational meetings of this organization shall be held at the discretion of the Executive Director.

3. Special Meetings

Special meetings of this organization may be called by a majority of the Board of Directors. At the written request of a majority of the Board of Directors or at least 30% of participants, a special meeting shall be called. Only the business for which the meeting was called may be transacted.

~~ARTICLE VI — VOTING~~

~~At the Annual Meeting, votes may be made by voice or show of hand. Of those present and voting, a majority vote is required. For election of Directors, ballots may be provided and shall be counted by a President selected committee~~

ARTICLE VI THE ORDER FOR THE ANNUAL MEETING

1. Call to order
2. Opening ceremonies
3. Roll call of the Board of Directors; introduction of new board members
4. Establish a quorum
5. Review the agenda
6. Approve (read or written) minutes of the last annual meeting
7. Reports: of the Treasurer

Board President

Executive Director

Treasurer

8. Reports of the Committees

9. Participant Forum

10. Old Business

11. New Business

~~11. Election of Board of Directors~~

12. Announcements

~~13. Participant Forum~~ (Note: moved to # 9)

14. Adjournment

ARTICLE VII OFFICERS

Officers of the organization shall be members of the Board and be elected by the other members of the Board of Directors.

The officers of the organization shall be as follows:

President
Vice President
Secretary
Treasurer
Member-at-large

No officer or director shall for reason of the office be entitled to receive any salary or compensation, No Board member shall violate confidentiality or engage in any role at the Center that gives the appearance of a conflict of interest.

President

The President shall present a report of the work of the organization at the Annual Meeting of the organization.

The President shall assure all books, reports and certificates required by law are properly kept or filed.

The President shall be one of the officers who signs the checks or drafts of the organization.

In the absence of the Executive Director, the President shall assume **or find an interim to assume** the responsibilities of the Executive Director until an Interim or Executive Director has been hired.

Vice President

The Vice President shall, in the event of the absence or inability of the President to exercise the office, become Acting President of the organization with all the rights, privileges and powers as if the person has been the duly elected president.

The Vice President shall work in close collaboration with the President to strengthen the processes of building working relationships with the Board members, Executive Director and Center participants.

The Vice-President shall oversee the execution of the Robert's Rules of Order in conducting the business of the Board in preparation for becoming Acting President.

Secretary

The Secretary shall **record** **be responsible for the recording of** the minutes of meetings of the Board of Directors and maintain notes of committee meetings.

The Secretary shall keep the minutes and reports of the organization in appropriate files and shall make public approved non-confidential material.

The Secretary shall give and serve all notices to the participants of this organization as directed by the Executive Director or the Board.

The Secretary may be one of the officers to sign the checks and drafts of the organization as directed by the Board.

Treasurer

The Treasurer shall oversee documentation of bookkeeping, payroll, tax preparation, and any financial reviews/audits.

The Treasurer shall have the care and responsibility of all monies belonging to the organization. The Treasurer shall oversee the deposit of all monies into a bank account.

The Treasurer shall provide a monthly financial report to the BOD and Executive Director to include investment income, revenue, expenditures, and account balances. Non- grant specified expenditures by the Executive Director of over fifteen hundred dollars (\$1500) must have Board approval. Reports will be filed with the minutes of the Board of Directors and shall be available at the Heineberg Community Senior Center.

The Treasurer shall be one of the officers who will sign checks or drafts of the organization.

Member at Large

The Member at Large shall sit on the Executive Board; be a member of the older adult population; lead an advisory committee consisting of participants of the Center; and serve as liaison and communications link between participants, the Board and the Executive Director.

ARTICLE VIII SALARIES

The Board of Directors shall determine any and all employees necessary for the conduct of the business of the organization. For regular employees of the Center, the Board, with the Executive Director, shall write the job descriptions and employment agreements and fix compensation for regular employees based on yearly performance reviews.

ARTICLE IX COMMITTEES

All committees of this organization shall be organized and appointed by the Board of Directors ~~except the Executive Committee~~. The term of office for the standing committees shall be as long as the Board determines the work of the committee is necessary.

Executive Committee

~~Four~~ Five officers of the Board (President, Vice President, Treasurer and Secretary and Member-at-Large) ~~plus one other Board Member (a Member at Large)~~ shall serve as the Executive Committee. ~~The Member at Large shall act as a liaison between the Participants,~~

~~the Board and the Executive Director. The Member at Large shall be elected to that position by the entire Board.~~

The Executive Committee shall have the powers and authority of the Board of Directors if unable to obtain a quorum of the Board to make an emergency decision in the intervals between meetings. A report of their action must be presented at the next Board of Directors meeting and recorded in the minutes.

The Executive Committee shall communicate (in writing or meeting) with the Executive Director of the Heineberg Community Senior Center ~~on a regular basis as needed~~, to address issues and determine agenda items to be addressed at the Board meetings. Items discussed at these meetings will be communicated in a timely matter to all of the Board.

Board Standing Committees

~~The Standing Committees are chaired by a Board Member or designee, consisting of other interested participants and are supervised by the Executive Director.~~ Standing committees assist in the safe and secure operation of the center. The chair of each standing committee shall report to the Executive Director.

Building Usage and Maintenance Building and Grounds Committee

~~As assigned by~~ Reporting to the Executive Director, this committee provides oversight of the maintenance and secure operations of the Heineberg Center's building and grounds. ~~may provide oversight for the rental/leasing of the building and construction and renovation projects. The committee may consider any other building and property matters referred to it by the Board or Executive Director.~~

Development and Event and Fundraising Committee

~~Oversees development and implementation of a fundraising plan; identifies and solicits funds from external sources of support. Plans and collaborates with the coordinator of major events for fundraising.~~ This committee is responsible for special events and fund-raisers; develops a calendar for fund-raising and events; and identifies chairpersons for each event.

Finance Committee

This committee, comprised of the Treasurer, President and Executive Director, oversees development of the annual budget and reports to the Board.

~~This committee consists of the Treasurer, President and Executive Director.~~

Nomination Committee

The committee, ~~consists~~ comprised of the Board of Directors, ~~who are~~ is responsible for recruiting potential new Board members and presenting nominees to the President who will follow up with each candidate for a ~~ballot~~ statement of qualifications.

Advisory Committee

The Member-at-Large is the chair of this committee, which is made up of senior participants. Committee chair meets monthly with the Executive Director.

Ad Hoc Committees

The Board may create Ad Hoc Committees designed for a specific problem or task.

ARTICLE X AMENDMENTS

The Bylaws may be amended or repealed by two-thirds (2/3) affirmative vote of the participants Board members present at an Annual Meeting, or by a special meeting, provided that prior written notice of the specific nature of any amendment is made available to the participants board members.

ARTICLE XI DISSOLUTION

In order to dissolve this organization, the President must make a resolution recommending that the organization be dissolved to the active current participants. A proposal for dissolution may be considered at a regular or a special meeting of current the active participants only after thirty (30) days' notice in writing is given to each participants in good standing. The resolution to dissolve shall be adopted upon receiving at least 80% or more of the votes entitled to be cast by active current participants present at such regular or special meeting.

Upon adoption of the resolution for dissolution, this organization shall cease to conduct its affairs, except insofar as may be necessary for the completion of its affairs. It shall record immediately a cause for the proposed dissolution to be mailed to each known creditor and shall proceed to collect its assets and apply and distribute them as provided in the Articles of Incorporation. All monies will be transferred to another not-for-profit organization working with seniors and community issues.

ARTICLE XII PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall be used at all meetings, except when contrary to the by-laws or any standing rule. Any member of the Board of Directors or active participant may request a Parliamentarian to advise the President and the Board in the Annual Meeting or any special meeting.

ARTICLE XIII FISCAL YEAR

The fiscal year of the organization shall begin on January 1 and end on December 31 of each calendar year.

Approved at Annual Meeting, June 21, 2017

Amended by Ballot Vote April 19, 2017

Revision May 2016

Revised May 2012

Revised May 2010

Revised May 2009

Revised April 2008

Revised March 2008

Originally amended at Annual Meeting February 7, 2007