



**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 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 to help enhance their quality of life through being physically, socially and mentally engaged; and
2. 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 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 an Executive Director who is hired by and reports to the President and the Board of Directors. The Executive Director shall determine to whom other staff members report and of what their duties consist.

The Board of Directors shall consist of not fewer than nine (9) and not more than eleven (11) voting members. The Directors shall be appointed by other members of the Board of

Directors at the Annual Meeting of this organization. There shall be staggered terms of three years. Board members may serve two terms of three years each.

When a vacancy on the Board exists, nominations for board members to fill the vacancy may be received by the Secretary up to two weeks in advance of a Board meeting. Nominations will be included with regular Board meeting announcements to be voted upon at the next board meeting. For members who are filling a vacancy, terms will commence on the date of appointment to the board and will be filled only to the end of the term of the board member whose seat on the board has been vacated at which time the board member may begin serving a new three year term.

Resignations from the board must be submitted in writing to the Secretary.

Terminations. A Board member may be removed for cause by a three-fourths majority of board members.

2. The Board shall seek nominations for all board vacancies. The Board of Directors shall elect President, Secretary, Treasurer, and a Member-at-Large. The role of the Executive Committee of the Board of Directors is listed under Article IX on Committees.
3. The Board of Directors shall be responsible for 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.
4. 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.

ARTICLE V MEETINGS

1. Annual Meeting

The annual business meeting of this organization shall be held in 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.

2. 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. Only the business for which the meeting was called may be transacted.

ARTICLE VI THE ORDER FOR THE ANNUAL MEETING

1. Call to order

2. Opening ceremonies
3. Roll call of the Board of Directors
4. Establish a quorum
5. Review the agenda
6. Approve (read or written) minutes of the last annual meeting
7. Reports:
 - Board President
 - Executive Director
 - Treasurer
8. Reports of the Committees
9. Participant Forum
10. Old Business
11. New Business
12. Announcements
13. 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 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. 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

Five officers of the Board (President, Vice President, Treasurer and Secretary and Member-at-Large) shall serve as the Executive Committee

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 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

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 and Grounds Committee Reporting to the Executive Director, this committee provides oversight of the maintenance and secure operations of the Heineberg Center's building and grounds.

Event and Fundraising Committee 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.

Nomination Committee

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

ARTICLE XI DISSOLUTION

In order to dissolve this organization, the President must make a resolution recommending that the organization be dissolved to current participants. A proposal for dissolution may be considered at a regular or a special meeting of current participants only after thirty (30) days' notice in writing is given to 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 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.

Revised and amended at the April 19, 2022 meeting of the Board of Directors
Revised and amended at the February 25, 2021 meeting of the Board of Directors
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