

**Wickham Park Senior Center Association, Inc.**

# **BY-LAWS**

**Revised June 6, 2011**

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# Wickham Park Senior Center Association, Inc.

## By-Laws

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### **ARTICLE I – NAME**

The name of the corporation shall be “Wickham Park Senior Center Association, Inc.” and commonly known as the Wickham Park Senior Center. The principle place of business of the corporation shall be located at 2785 Leisure Way, Melbourne, FL 32935. For the purposes of brevity, all further references to the corporation herein shall be to “the Center”.

### **ARTICLE II – NATURE AND PURPOSE**

1. The corporation shall be a NOT-FOR-PROFIT corporation, operating in accordance with the laws of the State of Florida.
2. The purpose of the corporation shall be:
  - a. To operate the “Center”, it will be open at least six (6) calendar days each week, excluding certain holidays which shall be set forth by notice to the membership, where senior citizens may enjoy social, recreational, and educational activities.
  - b. To support charitable and community projects to the best of our ability.
  - c. To operate in such a manner as to maintain an exempt status under section 501-(c)3 of the Internal Revenue Code, as amended, or any corresponding provisions of appropriate regulations.

### **ARTICLE III – MEMBERSHIP**

There shall be three (3) classes of membership (Regular, Life, and Honorary). Regular and Life Members shall be entitled to vote at both regular and special membership meetings. No proxy votes shall be accepted.

1. Regular membership shall be open to all persons at least fifty (50) years of age and their significant others regardless of their age, upon completion of a membership card to join and the payment of annual dues. Handicapped individuals may become members prior to age fifty with Board approval. Regular members shall be entitled to one (1) vote each at any regular or special meeting.
2. Life Membership shall be awarded by the Board of Directors to recognize individual members who have continually contributed to the work of the Senior Center, its operations, and who have made valuable contributions to the Center. Life Members will pay no dues, but will continue to have voting privileges and may participate in all regular meetings.
3. Honorary members shall be persons approved by the Board of Directors, who have made valuable contributions to seniors in the community but are not necessarily senior citizens. They shall pay no dues, have no voting privileges, but may participate in all regular meetings and activities.
4. The resignation of any Member shall not relieve that member from an accrued financial obligation owed the Center at the time of resignation, excepting such relief as may be given by the Board of Directors.
5. Exemptions to the above may be granted by a majority vote of the Board.

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### **ARTICLE IV – MEETING OF MEMBERS**

1. The Annual Membership Meeting of the corporation shall be held in the month of December, on such date and at such time and place as the Board of Directors may determine upon ten (10) day's notice on the Center's website and/or publicly accessible bulletins available at the Center for all members in good standing. The purpose of the Annual Membership Meeting is to discuss matters of the organization.
2. Other membership meetings shall be held from time to time as determined by the Board of Directors, and will be posted on the Center's website, published in the newsletter, displayed in the Lobby and members notified by email if necessary.

### **ARTICLE V – QUORUM**

1. A quorum for all regular and special meetings shall be at least twenty-five (25) members.

### **ARTICLE VI – OFFICERS**

1. Number and Title: There shall be four (4) Officers of the Corporation consisting of the President, Vice President, Secretary, and Treasurer.
2. Term of Office: The term of office shall be for one (1) year. Each officer shall hold office until his successor in office has been duly elected, and installed. Outgoing Officers shall provide turnover support.
3. Installation: The newly-elected officers shall be installed and take office at the first Board meeting after their election.
4. Multiple Offices: No person shall hold more than one (1) elective office simultaneously.
5. Vacancies in Office: Should the office of the President become vacant during his/her term of office, the first Vice-President shall succeed to the office for the remainder of the term. The Board of Directors shall fill vacancies in all other offices for the unexpired portion of the term.
6. Duties of the Officers
  - a. President: The President shall be the Chief Executive Officer of the corporation and preside at all meetings of the general membership, Board of Directors, and executive committee. He/she shall appoint the Chairmen of all Committees, subject to approval of the Board of Directors. He/she shall call all meetings of the corporation as appropriate. He/she shall sign all documents evidencing legal obligations of the corporation, after approval of the Board of Directors. He/she shall be ex-officio (non-voting) member of all committees, except the nominating committee. He/she shall perform other duties as may be directed by the Board of Directors or the general membership.
  - b. Vice-President: In the absence of the President, temporary inability or in the event of his/her refusal to act, the Board of Directors shall appoint one of the Vice-Presidents to the office of Executive Vice President to perform the duties of the President in addition to other duties that may be assigned by the Board, followed in succession by other officers.
  - c. Secretary: The Secretary shall take and keep the minutes of all meetings of the membership, the Executive Committee and the Board of Directors. He/she shall be the custodian of all records of the corporation. The Secretary shall handle all correspondence of the corporation as directed by the President.
  - d. Treasurer: The Treasurer shall have charge and custody of all funds (unless otherwise approved by the Board) and securities of the corporation. He/she shall deposit all monies received in such depositories as may be designated by the Board in the name and to the

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credit of the corporation. He/she shall make such disbursements as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the Board and members such accounting of all receipts and disbursements and other financial matters as the Board from time to time may require. The Treasurer and Assistant Treasurer may be authorized to sign checks drawn on the corporation's accounts. The Travel Coordinator may be authorized to sign checks on the Travel Account provided the account is reconciled monthly by the Treasurer's Department. A Surety Bond shall be required covering all persons having access to the corporate funds, provided however that the Board may dispense with requiring such surety if the monthly average revised funds on hand is one thousand dollars (\$1,000) or less.

7. **Removal:** Any officer elected or appointed by the Board of Directors, or any other member of the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby. A removal under this section shall be by a two-third vote of the members of the Board of Directors present at a duly called regularly constituted meeting.

### **ARTICLE VII – BOARD OF DIRECTORS**

1. **Management:** The general management of the affairs of the corporation shall be vested in the Board of Directors.
2. **Number and Eligibility:** There shall be thirteen (13) members of the Board of Directors, (Four (4) Officers and nine (9) Directors) to be elected from among the individual members of the corporation in good standing, present in person and entitled to vote at the annual meeting, with the exception of the immediate past president who will automatically become a member of the Board for one year (non-voting).
3. **Election & Installation:**
  - a. In the month of December, a number of directors equal to those whose terms have expired or whose vacancies need to be filled shall be elected. Upon the expiration of their terms, Directors may reapply for election.
  - b. Only regular members and life members in good standing are qualified to vote for Board Members.
4. **Duties & Powers:**
  - a. The Board of Directors, in the general management of the corporation, shall have authority to conduct its business in accordance with sound business practices, not prohibited by law or the Articles of Incorporation or By-Laws of this organization. They shall be responsible for opening and closing the building, in accordance with Policies and Procedures.
  - b. The Board may hire members or others, at its discretion, to perform janitorial clean up and maintenance work to the extent necessary to keep the premises in good order.
  - c. The Board is responsible for establishing such rules and regulations or policies and procedures as deemed advisable concerning the operations, staffing and financing of the various committees.
5. **Absence:** Unexcused absences from three (3) consecutive meetings of the Board will be sufficient reason to declare the seat of a board member vacant. The Board of Directors shall fill the position consistent with Article VI.5 of these By-Laws.
6. **Compensation:** Officers and Directors will receive no compensation for their services as a member of the Board. Directors and Officers may receive compensation for services not associated with the

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duties of a Board member that would normally be paid to other members or non-members such as teaching a class or running a program.

7. Resignation: A Director may resign his/her position with a written notice to the Board of Directors. Upon notification of a resignation of a member of the Board of Directors, the nominating committee shall meet and present recommendations for replacement of the resigning member to the Board. The member so selected shall serve until the next annual election by the membership.
8. Liability: Directors shall not be personally liable for the debts, taxes, liabilities or other obligations of the corporation. Insurance shall be provided by the Board to this effect.
9. Meetings of the Board of Directors:
  - a. The Annual Membership Meeting shall be held in the month of December preceding the Regular Board Meeting.
  - b. Other meetings of the Board shall be held at least once a month, or as determined by the Board.
  - c. A majority of Directors then in office shall constitute a quorum for the transaction of business, and the act of a majority present shall be the act of the Board.
  - d. Special meetings of the members may be called by the President, the Board of Directors, or not less than two percent (2%) of the members having voting rights, at a place designated by the Board of Directors. If no designation is made, the place of the meeting shall be the principal office of the corporation in the State of Florida.
  - e. Posted notice of such special meetings must state the place, day, and hour of any meeting of the members, not less than ten (10) nor more than fifteen (15) calendar days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting.
  - f. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which this meeting is called shall be stated in the notice. No business other than that set forth in the notice may be transacted at the special meeting.

### **ARTICLE VIII – SPECIAL COMMITTEES**

These are standing committees, but because of their special nature, are treated separately, as to their make-up, method of appointment etc.

1. Executive Committee: The Executive Committee shall consist of the five (5) elected Officers, and others deemed appropriate. The committee shall meet as necessary and report their activities to the Board and shall perform such other duties as the Board may require, but shall not have authority to modify any action taken by the Board.
2. Nominating Committee: The President shall appoint a Nominating Committee Chairman plus two additional Committee Members with the objective of identifying prospective Officers, Directors and Committee Chairmen to fill vacancies, etc.
3. Auditing Committee: Written and electronic treasury records will be audited regularly by a Board Appointed CPA who will report to the Treasurer, who in turn will report to the Board of Directors.
4. By-Laws Committee: This committee is charged with the responsibility for By-laws, Standing Rules or Policies & Procedures, and their interpretation. The Chairman will act as Parliamentarian.

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### **ARTICLE IX – STANDING COMMITTEES**

The President shall appoint persons to chair standing committees. The chairperson of each committee shall select the members of such committees. They shall be members of the Association in good standing, but need not be officers or Directors of the Corporation.

1. **Programs Committee:** This committee is composed of Board members and special interest groups with two basic functions (1) scheduling various activities to avoid conflicts of dates, etc., and (2) arranging for simulative and attractive programs for meetings, etc.
2. **Travel Committee:** The Travel committee shall be responsible for arranging short trips, tours, and cruises that will be of interest to the members. The committee is authorized to open a checking account in the name of “Wickham Park Senior Center Travel” for the deposit and disbursement of funds relating to the operation of the committee. Travel Department checks may be signed by either the Travel Chairman, or the Wickham Park Senior Center Treasurer. The checking account will be reconciled monthly by the WPSC Treasurer.
3. **Other Committees:** The Board is authorized to establish such other committees to cover special ongoing needs as the occasion may arise.

### **ARTICLE X – RULES OF ORDER**

All proceedings of the corporation shall be governed by Robert’s Rules of Order (newly revised) except when in conflict with the corporate charter and these By-Laws.

### **ARTICLE XI – ORDER OF BUSINESS**

The order of business shall be as follows, unless changed at any meeting as necessitated by those present and voting:

1. Roll call of officers and directors.
2. Pledge of Allegiance to the Flag.
3. Minutes of the Previous Meeting
4. Treasurer’s Report
5. President’s Report
6. Secretary’s Report
7. Committee Reports
8. Elections and/or Membership business
9. Unfinished business
10. New Business
11. Adjournment

### **ARTICLE XII – INSPECTORS AT ELECTIONS**

The President may appoint, or the majority of members present and voting may appoint, two (2) persons, who need not be members to act as inspectors of the elections for the purpose of tabulating and counting ballots and reporting the results to the President.

### **ARTICLE XIII – REAL ESTATE INDEBTEDNESS**

1. The Corporation shall have the right to lease the center from the Board of County Commissioners, Brevard County, Florida.
2. The highest amount of indebtedness or liability to which the Corporation at any time may subject itself is the sum of seventy-five thousand dollars (\$75,000.00).

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### **ARTICLE XIV – BY-LAWS AND AMENDMENTS**

1. The By-Laws of this Corporation are to be made, altered and rescinded by the Board of Directors and ratified by members of the Corporation at any regular meeting, or any called meeting for that purpose, by a two-thirds (2/3) vote of the eligible members present and voting.
2. Amendments to the articles of incorporation may be proposed and adopted by the Board of Directors with the approval of members of the corporation at any regular meeting for that purpose by a two-thirds (2/3) vote of the eligible members present and voting.
3. Copies of the By-Laws and standing rules shall be furnished to the board of directors and placed in a visible area for membership viewing.

### **ARTICLE XV – PURPOSE RESTRICTIONS**

1. The Corporation shall have no capital stock or stockholders, and is not formed for pecuniary gain or profit and no part of the contributions or earnings shall inure to the benefit of any private person or individual, except for reasonable compensations, but each member of said Corporation shall become a participating member in said corporation, entitled to cast one (1) vote in the general and special meetings of said corporation.
2. An incorporator or member shall not have any vested right, interest or privilege of, in or to the assets, functions or franchises of the corporation, or any right, interest or privilege which may be inheritable or transferable, or which shall continue after his membership ceases.
3. Notwithstanding any other provisions of these articles, the purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of section 501C(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

### **ARTICLE XVI – DISSOLUTION**

In the event that the Corporation ceases operations under the Charter, any and all funds and property owned or held by the Corporation shall be conveyed to the Board of County Commissioners, Brevard County, Florida, to be used for senior citizen activities in Brevard County.

These By-Laws revised this \_\_\_\_ day of \_\_\_\_\_, 2019, and signed by the following Board Members:

President: \_\_\_\_\_

Vice President: \_\_\_\_\_

Secretary: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Board Members:

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