

MT. JULIET SENIOR ACTIVITY CENTER

BY-LAWS

ARTICLE I: NAME, PURPOSE AND PLACE OF BUSINESS

Section 1: The name of this corporation shall be the "Mt. Juliet Senior Activity Center," hereinafter referred to as the "Corporation."

Section 2: The mission of the Mt. Juliet Senior Activity Center is to provide a place for older adults aged 55+ to gather for social, educational and recreational activities and to alleviate isolation and loneliness among the elderly.

Section 3: The principal office for the transaction of business of the Corporation is hereby fixed and located at 2034 North Mount Juliet Road, Mount Juliet, TN 37122. The principal mailing address is 2034 North Mount Juliet Road, Mount Juliet, TN 37122.

Section 4: All affairs of the Corporation shall be managed by its Board of Directors and its Officers, hereinafter described under Articles III and IV.

ARTICLE II: MEMBERS OF THE CORPORATION

Section 1: Any individual who is recognized as a Senior Citizen, as such term is defined by the Tennessee Commission on Aging, is eligible to become a Member of the Corporation.

Section 2: Membership to the Corporation shall be granted only upon receipt of a completed application and payment of appropriate dues. Membership dues shall be determined by the Board of Directors from time to time. A Member shall be in good standing when such member has paid all annual dues and has conducted himself in keeping with the Rules and Regulations. Reasonable accommodation shall be made for all Members and potential Members of the Corporation who are unable to pay normal dues and fees. All Members in good standing shall have the right to avail themselves of the programs of the Corporation.

Section 3: Any Member may be removed from membership in the Corporation for conduct unbecoming a Member or prejudicial to the aims or repute of the Corporation, after notice and opportunity and reasonable time for improvement of such conduct are afforded the person complained against. "Reasonable time" shall be determined by Executive Director at his/her sole discretion.

Section 4: The MAC shall hold meetings at least once every other month. All MAC meetings shall be open to all Members of the Corporation. Participation of paid staff of the Corporation is optional.

Membership Advisory Council

The **Membership Advisory Council** will bring together key members of the organization on a regular basis to discuss the programs & events of the center to assure that any needs or concerns are addressed. Key members are defined as representatives of the various groups.

- 1) A representative of various groups will attend a meeting every other month after the board meeting. These spokespersons will be the voice of their groups. Any interested member may volunteer to be a group representative. The Executive Director will assist in recruiting representatives. All paid members may attend the meetings.
- 2) A member of the MAC will volunteer to serve as the **Sunshine Representative**.
- 3) **Two members** of the MAC, chosen by the MAC, will serve as a **Liaison** to the Board of Directors. They will attend the council meeting and the board meetings and report on progress of each group. They may both speak at each meeting and will each have a vote on the Board of Directors. A liaison will volunteer for one year beginning July, 1.
- 4) There will be no officers of the MAC.
- 5) The Executive Director is responsible for coordinating, leading and organizing the meetings of the MAC.
- 6) Minutes should be taken at the MAC meetings and the MAC can appoint a **volunteer to take minutes** at the MAC meeting.

ARTICLE III: Board of Directors of the Corporation

Section 1. Officers of the Board of Directors shall be elected annually by the Board of Directors at the last regular meeting of the fiscal year, and the term of office will be one (1) year and will begin on the first day of the following fiscal year. No person shall be elected an Officer of the Board of Directors unless that person has served on the Board of Directors for a period of at least 6 months prior to his election. Officers shall be composed of:

A. Chairperson

1. The Chairperson shall be elected from the Board of Directors by said board.
2. The Chairperson shall be the chief executive officer of the Corporation and shall sustain executive and advisory relation to the work of the policies of the Corporation.
3. No person may serve as Chairperson for more than two consecutive one year terms.
4. The Chairperson shall:
 - a. Preside at all meetings of the Directors at which he/she is present, and perform other duties as the Board shall direct.
 - b. Call for and conduct special meetings of the Board of Directors pursuant to Article VI, Section 6 herein.
 - c. Appoint or dissolve committees appointed by the Chairperson or Board of Directors as necessary.
 - d. Serve as an ex-officio member of all committees.

- e. Review all proposals for appropriation of funds, submitting them with recommendations to the Executive Director.
- f. Sign, or countersign, all instruments that require his/her signature, and make such reports and perform such other duties as deemed reasonable and necessary by the Board of Directors.
- g. Serve as Chairman of the Executive Committee of the Board of Directors.

5. Upon resignation or removal of the Chairperson, the Board of Directors shall, at its next regularly-scheduled meeting, elect an eligible member to serve the remainder of the outgoing Chairperson's term. The Vice Chairperson shall not automatically become Chairperson as a result of resignation or removal of the Chairperson, but shall perform the duties and hold the powers of the Chairperson during the Chairperson's absence until that office is filled by a vote of the Board of Directors.

B. Vice Chairperson

1. The Vice-Chairperson shall be elected from the Board of Directors by said Board.
2. The Vice-Chairperson shall exercise the powers and authority and perform the duties of the Chairperson in the temporary absence or disability of the Chairperson. In the absence of both Chairperson and Vice-Chairperson, the Board of Directors shall choose one of its members to serve as Chairperson.
3. Temporary service as Chairperson, if less than three (3) months, shall not preclude a Vice-Chairperson from service for two (2) full terms as Chairperson.

C. Secretary

1. The Secretary shall be a member of the Board of Directors.
2. There shall be no limit to the number of terms of office for this position.
3. The Secretary shall:
 - a. Record the minutes of all meetings held by the Board of Directors and record all votes and proceedings thereof in books provided for that purpose. The minutes shall be kept on file at the offices of the Corporation.
 - b. Send meeting announcements, agendas, and the minutes of the previous regularly scheduled Board meeting to all Board of Directors members no later than 7 days prior to any regularly scheduled meeting, with the exception of the Annual Meeting of the Corporation, in which case such announcement, agenda, and minutes must be sent no later than 10 days prior to the meeting.

4. The Secretary shall be a voting member of the Board.
5. At the discretion of the Board, the position of Secretary may be combined with that of Treasurer

D. Treasurer

1. The Treasurer shall be a member of the Board of Directors.
2. No person shall serve as Treasurer for more than two consecutive one year terms.
3. The Treasurer shall:
 - a. Make a report of the financial condition of the Corporation at each board meeting
 - b. Assist in the preparation of the Corporation's annual budget.
 - c. Assist in the development of fundraising plans for the Corporation.
4. The Treasurer may, at any time, inspect the records of the Corporation, including all financial records of the Corporation.
5. At the discretion of the Board of Directors, this position may be combined with that of the Corporation's secretary.

E. Executive Director

1. The Executive Director shall be hired by the Board of Directors.
2. The Executive Director shall serve for an unspecified length of time at the discretion of the Board of Directors.
3. The Executive Director shall be responsible for the active management and operation of the Corporation pursuant to the policies set by the Board of Directors.
4. The Executive Director shall be an ex-officio member of the Board of Directors, Executive Committee, and all committees, without a vote.
5. The Executive Director shall have the authority to employ personnel for the Corporation as provided for by the Board of Directors and to terminate the employment of such personnel. The Executive Director is responsible for directing and supervising all employees and volunteer staff.
6. With the cooperation of the Finance Committee, the Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Corporation, subject to approval, of the Board of Directors.

7. The Executive Director shall be responsible for making all expenditures within the budget allocations, except those payable to the Executive Director. The Executive Director shall not make expenditures exceeding budget allocations without the approval of the Board of Directors.
8. The Executive Director shall have such other authority as the Board of Directors may, from time to time, confer by Resolution.
9. The Executive Director shall make an annual report to the Board of Directors at the annual meeting of the Corporation.
10. The Executive Director will prepare all reports pertinent to the financial status and/or operation of the Corporation, and shall make a monthly financial report to the Treasurer of the Board of Directors. The Executive Director may delegate the responsibilities described in this paragraph.
11. The Executive Director shall Record the financial activities of the Corporation, making said records available to members of the Board of Directors. The Executive Director may delegate the responsibilities described in this paragraph.
12. The Executive Director shall provide copies of outside auditors' reports to the Board of Directors at the regularly-scheduled Board of Directors meeting following the Executive Director's receipt of such reports.
13. Any payments from the Corporation to the Executive Director must be individually and personally approved by the Treasurer or the Chairperson of the Board of Directors.
14. Notwithstanding anything to the contrary in these By-Laws, the Executive Director shall have the authority to take any actions the Executive Director deems necessary for the imminent safety of the members of the Corporation or others. The Executive Director will immediately inform the Chairperson of the Board of Directors of any action taken by the Executive Director pursuant to this provision.

Section 2. Officer Removal. Any officer of the Board of Directors may be removed by a 2/3 vote of the full Board of Directors, at anytime.

Section 3. Officer Resignation. Any officer of the Board of Directors may resign at anytime by giving written notice to the Board of Directors. Any such resignation shall take effect on the date specified therein.

Section 4. Vacancies in Office. Any vacancy in an office of the Board of Directors shall be filled by the Board of Directors at its next regularly scheduled meeting. Any person elected or appointed to fill the vacancy of any office shall hold office for the unexpired term of his/her predecessor in office. If the unexpired term filled by the elected or appointed person exceeds one year, it shall be considered a full term of office.

ARTICLE IV: Composition of the Board of Directors

Section 1. Composition. The Board of Directors shall consist of:

- A. One person to be appointed by the Mayor of the City of Mount Juliet.
- B. One person to be appointed by the Wilson County Mayor.
- C. Fifteen "At-large" members, elected in accordance with Article IV, Section 2, below.
- D. Two liaison representatives during the term of that person's volunteer service.

Section 2. Election. The Board of Directors, at its last regular meeting of the fiscal year, shall elect Directors to replace those rotating off the Board at the completion of their three-year term. The newly elected Directors shall assume office at the first regular meeting of the following fiscal year, and will serve a term of three years.

Section 3. Term. A Board member may be elected to two consecutive three year terms. Following such terms and after an intervening period of one year, a Board member may again serve as though he had never previously served.

Section 4. Member Participants. Of the 19 total members of the Board of Directors specified in Article IV, Section I, at least six must be members of the Corporation.

Section 5. Any member of the Board of Directors may be removed by a 2/3 vote of the voting membership of the Board of Directors at anytime, with cause.

Section 6. Any member of the Board of Directors may resign at anytime by giving written notice to the Board of Directors. Any such resignation shall take effect on the date specified therein.

ARTICLE V: Responsibilities of the Board of Directors

Section 1. Compensation. All Board members shall serve without compensation.

Section 2. Duties.

- A. The Board shall select and hire an Executive Director and determine the compensation to be paid.
- B. The Board shall determine the compensation for any personnel deemed necessary to the operation and/or maintenance of its facilities and/or programs.
- C. The Board shall determine all policies with regards to the operation and/or maintenance of the Corporation, such policies being consistent with Federal, State, County, and local regulations and will be conducted as a non-profit organization as defined in Section 501 (C) (3) of the Internal Revenue Code.
- D. The Board shall adopt and implement an annual budget, provide for an audit that is in compliance

with the Single Audit Act, and establish fiscal policies consistent with sound business practices within the constraints of said budget.

E. The Board shall formulate and annually review the 3-year plan of the Corporation.

F. The Board shall exercise its influence with other agencies, groups and systems in the service area to ensure provision of adequate programs and funding for members of the Corporation.

G. Members of the board agree, by accepting their appointment, not to communicate with members of the press, government officials, or members of the community in any way that might be disparaging or negative toward the Corporation, its members and employees, or their fellow directors.

Section 3. Quorum. A quorum shall consist of not fewer than 10 voting Board members. All action taken by the Board of Directors is subject to a majority vote of those Board members present, as long as that presence constitutes a quorum, excepting an amendment to these By-Laws, in which case it shall require 13 votes of the Board of Directors, such membership being defined under Article IV of these By-Laws.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Frequency of Meetings. The Board shall meet at least once every two months, and as necessary, to transact business with notice given at least seven (7) days prior to meeting.

Section 2. Time of Meetings. Regularly scheduled meetings shall be held on the third Tuesday of each January, March, May, July, September, and November. Notice of Board meetings and the meeting agenda shall be provided to all members at least one week prior to such meeting.

Section 3. Voting. Each Board Member must vote in person and will not be allowed to vote by proxy vote.

Section 4. Attendance at Meetings. It is assumed that by accepting nomination and subsequent election to the Board of Directors, a person has expressed an interest in the governing and operation of the Corporation. Therefore, any Board member absent from any regular Board meeting three (3) consecutive times is automatically removed from the Board without any action on the part of the Board and the remainder of the term filled as specified herein.

Section 5. The annual meeting of the corporation. The Corporation shall meet annually to discuss the affairs of the Corporation. The time and place of this meeting shall be fixed by the Board of Directors. Notice of the annual meeting shall be provided to each member of the Corporation no fewer than 10 days prior to the meeting. The annual meeting may, at the discretion of the Board of Directors, be combined with a regular meeting of the Board of Directors.

Section 6. Special Meetings. Special meetings of the Corporation may be called by the Chairperson at anytime. In the event a special meeting is necessary, the Chairperson, or in the absence of the Chairperson, the Vice-Chairperson, will provide reasonable notice of the time, place, and purpose of the special meeting to the members of the Board of Directors. If, at any time, a majority of the members

Board of Directors together requests, in writing to the Chairperson or acting Chairperson, a special meeting, the Chairperson or acting Chairperson shall call such a meeting within 30 days of the request.

ARTICLE VII. COMMITTEES.

Section 1. All committees shall present a report of their activities to the Board of Directors at each regular meeting of the Board. Except as otherwise provided below, the Chairperson of the Board of Directors shall appoint Committee Chairpersons, who shall then select the members of their Committees. All Committee Chairpersons shall be members of the Board of Directors. Committee members other than Chairpersons need not be members of the Board of Directors, except as otherwise provided below. Committee meetings may be called at any time by the Board Chairperson or respective Committee Chairperson.

Section 2. The Chairperson of the Board of Directors may create and appoint special committees of three or more Directors with such powers, duties, and duration as the Chairperson of the Board of Directors may determine.

Section 3. The Chairperson of the Board of Directors shall be a member, ex-officio, of all committees. The Chairperson of the Board of Directors shall appoint members of the Board of Directors to the standing committees of the Board. Standing committees shall include:

A. Executive Committee

1. The four officers, being the Chairperson, Vice Chairperson, Treasurer and Secretary, serve as the members of the Executive Committee, along with one other member of the Board of Directors selected by the Chairperson of the Board of Directors.
2. Except for the power to amend the Articles of Incorporation and By-Laws, the Executive Committee shall have all the powers and authority of the Board of Directors between meetings of the Board of Directors, and is subject to the direction and control of the full board.
3. Vacancies shall be filled by the Board.
4. Minutes of the Executive Committee's proceedings shall be recorded and kept in a book in the offices of the Corporation.
5. The Chairperson of the Board will serve as Chairperson of the Executive Committee.
6. The function of the Executive Committee shall be to implement the projects and goals selected by the Board of Directors and to oversee the activities of the membership, Membership Advisory Council and staff of the Corporation.
7. The Executive Committee shall annually review the performance of the Executive Director.

B. Budget and Finance Committee

1. The Budget and Finance Committee will review budgets initially prepared by staff, help develop appropriate procedures for budget preparations and maintain a consistency between the budget and the organizations plans. The Board must approve the budget and all expenditures must be within budget. Any change in the budget must be approved by the Board or the Executive Committee.
2. The Committee will report to the board any financial irregularities, concerns, or opportunities.
3. The Committee will recommend financial guidelines to the board.
4. The Committee will work with staff to design financial reports and ensure that reports are accurate and timely.
5. The Committee will recommend short and long-term investments.
6. The Committee will interview auditors as necessary, recommend selection of the auditor and work with the auditor. They will also receive the auditor's report, meet with the auditor and respond to the auditor's recommendations.
7. The Committee will advise the Executive Director and other appropriate staff on financial priorities and information systems, depending on committee member expertise.
8. The Treasurer of the Board of Directors will serve as the chair of the Budget and Finance Committee. The Committee will consist of the Treasurer and four other individuals.
9. The fiscal year of the Corporation shall be July 1 to June 30. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, board members and the public.

C. Strategic Planning Committee

1. The Strategic Planning Committee is responsible for working with the Executive Director In creating the organization's 3-year strategic plan and updating the rest of the Board about its progress.

D. Board Development Committee

1. The Board Development Committee shall be composed of the Board Members who are in the second or third year of either their first or second term.
2. The Committee will prepare priorities for board composition and meet with prospective board members.
3. The Committee shall:
 - a. prepare a slate of nominees for consideration by the current Board at the last regular meeting of the fiscal year of the Board. The slate shall be divided into one group of members and one group of non-members, maintaining the balance as defined in these By-Laws.
 - b. The number of nominees in each category must be at least one (1) more than the number of openings within that category.
4. The Committee is responsible for conducting orientation sessions for new board members and organizing training sessions for the entire Board.

E. Facilities Committee

1. The Facilities Committee shall check the building and grounds periodically for care,

- cleanliness, repair and beautification.
2. The Committee shall work in conjunction with the Chairperson of the Board, the Executive Director and the Membership Advisory Council .
 3. The Committee shall be responsible for negotiating contracts related to building and grounds issues for approval of the Board of Directors, obtaining plans for improvements, and overseeing major repairs.
 4. The Committee shall also work with the Board, Executive Director and MAC to evaluate the existing location and consider a move to a different location, to review a new lease or to weigh the feasibility of purchasing a building.

F. Membership Committee

1. The Membership Committee shall formulate and exercise plans to reach potential new members of the Corporation by working with the Executive Director and staff of the Corporation as well as the Membership Council.
2. Each Committee member should be an advocate of the center and be willing to make presentations of programs and services to the community.
3. The Committee is responsible for evaluating current membership retention and recommending Corporation membership fee amounts to the Board of Directors.

G. Programs and Services Committee

1. The Programs and Services Committee shall work in coordination with the Executive Director and staff, MAC and Membership Committee in developing and implementing programs, activities, and services for the membership and community.
2. The Committee will oversee new program development and will monitor and assess existing programs and provide recommendations to the Board of Directors.
3. The Programs and Services Committee should consist of individuals who are most familiar with the approaches and operations of the organization's programs.

H. Fundraising Committee

1. The Fundraising Committee's major responsibility is overseeing the organization's overall fundraising efforts.
2. The Committee should work with staff to establish a fundraising plan that incorporates a series of appropriate vehicles such as special events, direct mail, etc.
3. The members of the Committee should identify and solicit funds from external sources of support.
4. Committee members should be willing to take the lead in certain types of outreach efforts, such as chairing a dinner/dance committee or hosting fundraising parties, etc.
5. The Fundraising Committee will be responsible for involving all board members in fundraising.
6. The Committee will monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

ARTICLE VIII. PARLIAMENTARY AUTHORITY.

Section 1. The rules of parliamentary procedure contained in the 7th Edition of Roberts Rules of Order shall govern the Board of Directors in all cases except where these By-Laws do not dictate procedure in resolving specific articles of procedure.

Section 2. The Chairperson shall have authority to employ a Professional Registered Parliamentarian to assist in the conduct of meetings and the determination of questions or controversies under these By-Laws. The determinations of such Professional Registered Parliamentarian shall be binding upon the Board of Directors.

ARTICLE IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Corporation shall indemnify each and every director and officer of the Corporation from and against any and all expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been a director or officer except in relation to matters as to which he shall have been guilty of gross negligence or willful misconduct. The foregoing right to indemnity accruing to any such person shall not exclude any other right to which such person may lawfully be entitled.

ARTICLE X. NON-DISCRIMINATION

Section 1. General. The Corporation shall comply with all State and Federal laws and regulations, as the same may be promulgated from time to time, including but not limited to those which prohibits employment discrimination in institutions or agencies which have contracts with the Federal government for \$10,000 or more. (Those institutions with Federal contracts of \$50,000 or more and 50 or more employees are required to develop written affirmative action plans with numerical goals and timetables.) Although the contract may involve only one unit within the institution, the affirmative action plan must cover all employees throughout the institution. Prohibited discrimination involves race, religion, color, sex, and national origin. Essentially the same as Title VII with respect to the particular terms and conditions of employment covered.

Section 2. Age Discrimination Act of 1975. The Corporation shall comply with this Act, which prohibits discrimination on the basis of age in programs or activities receiving Federal financial assistance.

Section 3. Rehabilitation Act of 1973. The Corporation shall comply with the Act, and specifically Section 503, which requires any employer with a Federal contract of \$2500 or more to take affirmative action to employ and advance in employment qualified handicapped persons. Section 504 of the Act prohibits discrimination against qualified handicapped persons in programs or activities receiving Federal financial assistance.

Section 4. Vietnam Era Veterans Readjustment Act of 1974. The Corporation shall comply with the said Act, which requires any employer with a Federal contract of \$10,000 or more to take Affirmative Action to employ and advance in employment one (1) qualified Vietnam Era Veteran during the first four

(4) years after their discharge and two (2) qualified disabled veterans through their working life if they have 30% or more disability and veterans of the Vietnam Era.

ARTICLE XI. NEPOTISM – HIRING OF RELATIVES

Section 1. General. Two or more members of an immediate family shall not be employed by the Corporation if such employment will result in one individual supervising a member of his/her immediate family, or where one member occupies a position which has influence over another's employment, promotion, salary administration and other related management or personnel considerations.

Section 2. Definitions. For the purpose of this policy, the immediate family shall include spouse, mother, father, sister, brother, son, daughter, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, grandmother, grandfather, grandson, and granddaughter.

ARTICLE XII. CODE OF CONDUCT.

Section 1. No Corporation employee, member of the Board of Directors, or agent thereof shall solicit or accept gratuities, favors, or anything of monetary value (value \$50 or above) from service providers, contractors, or potential contractors of the Corporation.

ARTICLE XIII. CONFLICT OF INTEREST.

No paid staff may serve as a member on the governing Board of Directors, except the Executive Director, who shall serve by virtue of his position in the Corporation.

ARTICLE XIV. DISSOLUTION.

The Board of Directors may, at any time, on the votes of 14 of the members of the Board of Directors at 2 consecutive regular meetings, dissolve the Corporation. On dissolution, no residual assets may accrue to the benefit of any member or employee of the Corporation or Board of Directors; but shall be directed to one or more non-profit organizations that serve the community in similar or related matters that will be selected by the Board of Directors as defined in the Internal Revenue Service Section 501(c)(3).

ARTICLE XV. AMENDMENTS TO THE BY-LAWS

The By-Laws may be amended by the votes of not fewer than 13 members of the Board of Directors at two (2) consecutive meetings, at least one (1) of which must be a regular meeting, providing that any such amendment be submitted in writing and copies furnished each Board member at least seven (7) days prior to that first meeting which has such amendment on the agenda.

ARTICLE XVI. CONFLICTING BY-LAWS

In the event any Article, or portion thereof, of these By-Laws, either by commission or omission, conflicts with any present or future regulation, policy or memoranda of Federal, State, or Area Agency on Aging, that Article, or portion thereof, shall be deemed null and void, and the Federal, State, or Area Agency on Aging regulation, policy, or memoranda shall prevail.

ARTICLE XVII. ADOPTION

Upon adoption of these By-Laws by the Board of Directors, all previous By-Laws of the Corporation are voided, vacated and superseded.

ARTICLE XVIII. GENDER

Whenever these By-Laws refer to any person or persons with a gender-specific pronoun, the intent is to include all genders, or no gender, within the meaning of such reference.

ARTICLE XIX. NOTICES

All notices that are required by these By-Laws to be sent or provided may be sent or provided either by US Mail or by electronic means, including email.

These By-Laws were approved at a meeting of the Board of Directors of the Mt. Juliet Senior Activity Center on July 19, 2011.

Signed:

Board Chairman: _____ Date _____

Board Secretary: _____ Date _____