

**BY-LAWS OF
THE FORKS SENIOR CENTER**

Revised May 20, 2015

ARTICLE I

Name and Purpose

Section 1. Name. The name of the corporation is The Forks Senior Center.

Section 2. Purpose. The purposes of the corporation are to develop, administer and provide services and programs for senior citizens in the greater Albion, Michigan, area; to operate, develop and encourage the growth of a multi-purpose senior center; and provide related financing and support services.

ARTICLE II

Membership

Membership

Section 1 Members Any person who is at least 60 years old may become a member by applying and paying dues. Notwithstanding this age limitation, persons aged 50-59 who were members of record prior to May 20, 2015 may continue as members of the organization provided all fees and other obligations of membership are met.

Section 2 Term of Membership The term of membership shall be one year.

Section 3 Dues Dues shall be in an amount set by the board of directors by resolution from time to time, payable annually by June 1 each year.

Section 4 Privileges All members may attend non-fee activities, use the senior center's exercise equipment, attend board meetings and vote at the annual meeting. Participation in fee-based activities or programs is conditioned upon payment of the applicable fees.

Section 5 Removal A member may be removed by a vote of two thirds of the members present at an annual or special membership meeting, for conduct detrimental to the purposes and mission of the corporation.

ARTICLE III

Board of Directors

Section 1. Directors The business, property and affairs of the corporation shall be managed by a Board of Directors of 11 people. Under certain circumstances, the Board may expand to 12 or 13 people: (A) In any period during which funds are provided to the corporation by the Calhoun County Office of Senior Services, the board shall be expanded to include a member appointed by the Senior Millage Advisory Committee of the county office; (B) As stipulated in Article III, Section 3, the Board may vote to extend the term of an outgoing officer by one year to provide leadership continuity. The executive director shall serve ex officio. The other directors shall be elected by the members.

Section 2. Qualifications Directors shall be chosen on the basis of their interest in the mission of the corporation and their knowledge and experience in matters related to the corporation's operations. Of the directors, no more than three may be non-member residents of Calhoun County; all others shall be members.

Section 3. Term and Succession Except for the executive director, whose service on the board shall be concurrent with his or her employment, each director shall serve a term of two (2) calendar years, beginning at the end of the meeting at which he or she is elected and continuing until the organizational meeting of the board of directors two years later, or until his or her successor has been appointed and seated. No person shall be elected to serve more than three consecutive terms, except that:

a. a person whose first appointment or election was to less than half a full term may be appointed to three full terms thereafter; or

b. the Board may vote to extend the term of an outgoing Board officer by one year to provide leadership continuity.

The terms of directors shall be staggered so that at the end of each organizational year, the terms of approximately half of the directors expire. If from any cause the regular rotation of trustees has become disproportionate, at the next annual meeting the members shall elect directors to terms of one or two years as necessary to restore a regular rotation. The term of a director shall be specified upon his or her election.

Section 4. Nomination and Election A candidate for each directorship that is vacant or about to become vacant shall be proposed by a committee appointed by the president and submitted to the membership at the annual meeting. Further nominations may be made from the floor at the annual membership meeting. The candidate receiving the largest number of votes for the seat shall be declared elected.

Section 5. No Compensation Directors of this corporation shall serve without compensation. Directors shall be reimbursed for reasonable and necessary actual expenses incurred in service to the corporation.

Section 6. Attendance Regular attendance at meetings of the Board of Directors and its committees is essential to the effective conduct of the affairs of the corporation.

Section 7. Removal The term of office of any director may be terminated, and the director's seat declared vacant, by the vote of a majority of the directors, for any one or more of the following reasons:

- a. Physical or mental incapacity.
- b. Moving from the area.
- c. Gross misconduct.
- d. Breach of fiduciary duty.
- e. Resignation by written notice to the secretary.
- f. Missing two consecutive board or committee meetings without excuse sufficient to the board.

Section 8. Vacancies. A vacancy occurring other than at the end of a term shall be filled by a majority vote of the remaining directors. A person so elected shall serve until the next annual membership meeting, when the remainder of the vacant term shall be filled as provided by these by-laws.

ARTICLE IV

Officers

Section 1. Officers. The Board of Directors shall annually elect from their number a president, a vice president, a secretary and a treasurer. No director appointed by the Senior Millage Advisory Committee of the Calhoun County Office of Senior Services shall be eligible for election to any office.

Section 2. Term and Succession. Officers shall take office at the end of the meeting at which they are elected and shall serve until the end of the next annual organizational meeting of the board, or until the successor of each is elected and seated.

Section 3. Nomination and Election. One candidate for each office shall be proposed by a nominating committee of three members of the Board of Directors appointed by, but not including, the president. The officers shall be elected at the organizational meeting of the Board of Directors, which shall be the board meeting next after the annual membership meeting. Further nominations may be received from the floor, and the candidate receiving the largest number of votes for each office shall be declared elected.

Section 4. President. The president shall be the chief officer of the board, shall preside at all board and membership meetings, and shall make appointments as provided in these by-laws. He or she shall be *ex officio* a member of all committees.

Section 5. Vice President. The vice president shall exercise all the powers of the president in the absence or disability of the president. The vice president may attend all committee meetings, and shall take such other steps as may be necessary to be fully informed about the activities and operations of the corporation.

*Section 6. **Secretary.*** The secretary shall attend all meetings of the Board of Directors and shall keep accurate and complete minutes of the proceedings. He or she shall give all notices required by statute, these by-laws or resolution, and shall perform such other duties as may be delegated to him or her from time to time by the Board of Directors or the president.

*Section 7. **Treasurer.*** The treasurer shall oversee the bookkeeping of all corporate funds and securities and shall keep abreast of monthly, quarterly and annual financials. He or she shall present monthly and quarterly financials at board meetings. He or she shall sit on the Finance Committee and help steer the financial decisions for the center and shall report to the president and the directors, whenever required by them, an account of the financial stability of the center. An audit of the books of the corporation shall be conducted as per requested by the Finance Committee when deemed necessary. No member of such an audit committee shall also be a member of the executive committee.

*Section 8. **Multiple Offices.*** One person may hold two or more offices, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

*Section 9. **No Compensation.*** Officers of the corporation shall serve without compensation.

*Section 10. **Other Officers and Agents.*** The Board of Directors may appoint other officers and agents, including a chief executive officer, and may delegate to them such powers and duties as the Board of Directors deems necessary for the transaction of the business of the corporation. Such other officers and agents need not be directors.

*Section 11. **Removal.*** Any officer or agent may be removed by the Board of Directors whenever, in the sole judgment of the board acting through a majority of its members, the best interests of the corporation will be served.

ARTICLE V

Meetings

*Section 1. **Annual Membership Meeting.*** Annually in May, at a date, time and place specified by the Board of Directors, a meeting of the membership of the corporation shall be held for the purpose of electing directors, reviewing the affairs of the corporation, and conducting such other business as may come before the meeting. Notice shall be given as provided in this article.

*Section 2. **Special Membership Meetings.*** A special membership meeting may be called by resolution of the Board of Directors, or by request of any five (5) members to the secretary of the corporation, or by action of the membership at an annual or special meeting. Notice shall be given as provided in this article.

*Section 3. **Regular Board Meetings.*** The Board of Directors shall by resolution adopted at its annual organizational meeting, which shall be the meeting next after the annual membership meeting, fix the dates of regular meetings to be held during the ensuing year, and the secretary shall provide a copy of the meeting schedule to each director. No further notice of regular meetings is required to be given.

*Section 4. **Special Board Meetings.*** A special meeting of the Board of Directors may be called by the president, any two other officers, or any three directors. Notice shall be given as provided in this article.

*Section 5. **Notice Requirements.*** Notices of annual membership meetings and special meetings shall be given by the secretary as follows:

- a. Notice of a membership meeting shall be given personally or by mail to each member at his or her address of record at least 10 days and not more than 60 days before the meeting date. In addition, a notice of the annual meeting shall be given by a prominent announcement in any periodical published by the corporation and regularly distributed to its membership.
- b. Notice of a special directors' meeting shall be given at least 24 hours before the meeting by mail, in person, by telephone or by e-mail.

c. A record of the manner of giving notice of each annual membership meeting or special membership or Board of Directors' meeting shall be read at the meeting and placed in the permanent records of the corporation.

Section 6. Participation by Telephone. A director or member of a committee of the board may participate in a meeting of the Board of Directors or of a committee by means of conference telephone call or other similar device which permits all participating to hear each other. Such participation shall be deemed participation in person.

Section 7. Quorum. The number of people necessary to conduct business shall be:

a. At a meeting of the Board of Directors or a committee, a simple majority of the members then seated of the board or committee.

b. At an annual or special membership meeting, any six members. Once a meeting has been duly called to order with a quorum present, the directors or members present may continue to do business until adjournment, notwithstanding the withdrawal of directors or members leaving less than a quorum.

Section 8. Voting. Each member or director is entitled to one vote on each matter submitted to a vote. Votes other than in elections shall be cast orally unless otherwise directed by the chair. Votes in elections shall be by written ballot, except that the chair may entertain an oral vote by acclamation in the event a nomination is uncontested.

Section 9. Order of Business. The order of business at all meetings of the Board of Directors or membership shall be:

a. Roll call.

b. Reading notice and proof of mailing or other service.

c. Report of secretary, including minutes of previous meeting.

d. Report of treasurer.

e. Reports of committees.

f. Transaction of unfinished business.

g. Transaction of new business described in the notice or that may properly come before the meeting.

h. Elections.

i. Adjournment. In the absence of objection the chair may vary the order of business at his or her discretion.

Section 10. Presumption of Assent.

a. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or before a vote on a matter not noticed as required by law or these by-laws objects to notice and does not thereafter vote for or assent to the action objected to.

b. A director of the corporation who is present at a meeting of the board of directors or a committee of the board of directors when action is taken is deemed to have assented to the action unless:

(i) the director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting business at the meeting;

(ii) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(iii) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the corporation immediately after adjournment of the meeting.

c. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 11. Parliamentary Procedure. The board shall abide by rules of parliamentary procedure as presented in a recent edition of Robert's Rules of Order. The president shall serve as parliamentarian. The ruling of the chair on parliamentary questions shall be binding.

ARTICLE VI

Committees

Section 1. Standing Committees. There shall be a standing executive committee of the Board of Directors, and other standing committees as provided in this section. The members and chair of each such committee shall be appointed by the president at the organizational meeting or whenever a vacancy

occurs. The committees shall meet according to schedules adopted by them, or on call of their chairs, and shall perform such tasks as are set forth in the descriptions provided in these by-laws, and that are assigned them by the board from time to time. The chair of each committee, or his or her designee, shall report to the Board of Directors at each meeting of the board.

*a. **Executive Committee.*** The Executive Committee shall consist of the four elected officers. The committee shall provide leadership and direction to the board, oversee the administration of the affairs of the corporation, shall coordinate the recruitment, hiring and evaluation of the executive director; shall ensure that appropriate human-resources policies are maintained and applied for all employees of the corporation, and shall advise the secretary on the preparation of the agenda for each regular meeting and the annual membership meeting.

*b. **Program Committee.*** The Program Committee shall have two members. The committee shall work with the executive director and other staff to plan, organize and publicize events, programs and activities of the corporation, and to plan the annual meeting.

*c. **Finance Committee.*** The Finance Committee shall have three members, one of whom shall be the treasurer. The committee shall oversee an internal or external audit of the financial records of the corporation at least annually, and provide other financial oversight as needed.

*d. **Fund-Development Committee.*** The Fund-Development Committee shall have three members. The committee shall recommend fund-raising activities to the board and, with board approval, shall organize and carry out those activities.

*e. **Policy Committee.*** The Policy Committee shall have two members. The committee shall draft policies for board consideration and adoption, and maintain and monitor the application of policies.

*Section 2. **Ad Hoc Committees.*** The president may from time to time appoint such *ad hoc* committees as he or she deems necessary for the efficient conduct of the affairs of the corporation. The chairs of such committees shall report to the board in the same manner as the chairs of the standing committees.

ARTICLE VII

Administration

*Section 1. **Fiscal Year.*** The fiscal year of the corporation shall be the calendar year.

*Section 2. **Checks and Other Instruments.*** All checks, drafts and orders for payment of money shall be signed in the name of the corporation by any two officers of the corporation whom the Board of Directors shall designate from time to time. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president or vice president and the secretary or treasurer may execute it on behalf of the corporation. The Board of Directors shall have the power to designate the officers who shall have authority to execute any instrument on behalf of the corporation.

*Section 3. **Bonding.*** The Board of Directors may require any officer or agent of the corporation to file with the corporation a bond guarantying the faithful performance of his or her duties.

*Section 4. **Depository Banks.*** Annually at its organizational meeting, the Board of Directors shall designate one or more financial institutions doing business in Albion, Michigan, to serve as depositories for the funds of the corporation.

*Section 5. **Endowment Fund.*** A permanent endowment for the corporation has been established within the Albion Community Foundation, a portion of the annual earnings of which are to be made available to the corporation to support its programs.

*Section 6. **Minutes, Records.*** The secretary shall preserve in books belonging to the corporation a complete set of minutes of the proceedings of the membership and the directors, and such records, together with the other documents evidencing the organization and actions of the corporation shall be kept as permanent records. The records shall be open to members at reasonable times and places.

ARTICLE VIII

Conflicts of Interest

Section 1. Disclosure. A director shall disclose to the board (a) any personal interest he or she has or may have in a contract or other transaction involving the corporation and (b) any interest, whether or not personal, in any contract or other transaction between the corporation and any other non-profit organization or agency of which the director is a member, director or officer.

Section 2. Nonparticipations in Deliberation and Decision. A director shall not participate in deliberations or a vote concerning any contract or other transaction in which he or she has a personal interest. Such nonparticipation shall not affect the ability of the board to act if a quorum is otherwise present.

ARTICLE IX

Non-Discrimination

Section 1. Policy of Nondiscrimination. It shall be the policy of the corporation to promote pluralism and diversity in the membership of the board of directors, the staff, and the organizations it serves.

Section 2. Services Without Discrimination. The services provided by the corporation shall be furnished without regard to age, sex, race, religion, national origin, or other impermissible standard.

ARTICLE X

Dissolution

In the event of dissolution of the corporation, all assets after payment of liabilities shall be distributed to or among such organizations described in Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any subsequent revenue act, or to the State of Michigan or any political subdivision of it, including the City of Albion, Michigan, as the members determine, to be used for a charitable or public purpose.

ARTICLE XI

Indemnification of Volunteer Directors

Section 1. Indemnification. A volunteer director of this corporation shall not be personally liable to the corporation or to its members for monetary damages for any breach of the director's fiduciary duty.

However, this provision shall not be construed to limit the liability of a trustee for any of the following:

- a. a breach of the director's duty of loyalty to the corporation or its members;
- b. acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- c. a violation of Section 551 (1) of the Michigan Nonprofit Corporation Act (Section 450.2551 (1) of the Michigan Compiled Laws), P.A., 1982, No. 162, as amended, which defines certain actions prohibited to nonprofit corporations;
- d. a transaction from which the director derived an improper personal benefit;
- e. an act or omission occurring before the date of incorporation of the corporation.

Section 2. Assumption of Liability. The corporation assumes all liability to any person other than the corporation and its members for all acts or omissions of a volunteer director acting within the scope of his or her duties and authority as a director, except liability arising from any intentionally harmful act, or any intentional act or omission substantially likely to cause harm or liability to the corporation. The protection afforded by this section shall not extend to any act or omission occurring before the date of incorporation of the corporation.

ARTICLE XII

Amendment of By-Laws

These by-laws may be amended from time to time by the Board of Directors by action of a majority of its members. No proposed amendment to the by-laws shall be acted upon unless the text of the proposed amendment has been submitted to the directors at least 20 days before the action is taken

Revised by the Board of Directors
May 20, 2015