

Bylaws of Yellow Springs Senior Citizens, Inc.
As amended, Effective June 26, 2024
(Approved by the Membership at Annual Meeting, June 26, 2024)

ARTICLE I. NAME

This corporation is named Yellow Springs Senior Citizens, Inc. and does business as Yellow Springs Senior Center (“the Center”).

ARTICLE II. PURPOSES

The Center is organized exclusively for the purposes of supporting the well-being and quality of life of seniors residing in Yellow Springs and Miami Township. The purposes are stated in more detail in the Center’s Articles of Incorporation, as Amended.

ARTICLE III. MEMBERSHIP

Section 1. Membership Qualifications.

Membership in the Center (“the Membership”) shall be open to persons of any age who support its purposes. A person becomes a Member of the Center (“Member”) upon the payment of annual dues or by donating funds to the Center’s operations (not Capital Campaigns) of an amount greater than the current dues. Tax exemption allowable amounts would be reduced by the amount applied to dues payments, as annual dues are not eligible for income tax exemption. Member status is maintained during each calendar year in which dues are paid. All memberships renew in January. Free or reduced membership is available as determined appropriate by the Center’s Support Services Manager.

Section 2. Membership Dues.

The Board of Trustees (“the Board”) may recommend but the Membership shall determine the amount of the annual dues.

Section 3. Privileges and Responsibilities of Membership.

Members are encouraged to participate in Center activities, to serve on committees, to volunteer services to seniors and others in the community, to support the Center financially, to promote the Center in the community, and to take part in the Annual and Special Meetings of the Membership.

Section 4. Business Meetings of the Membership.

- a) The Annual Meeting shall be held in June, at a time and place to be determined by the Board, for the purposes of receiving reports from the leadership of the Center, electing Trustees and Officers, and conducting any other business requiring a decision by the Membership.
- b) Special Meetings of the Membership may be called by the President of the Board or in response to a written request from at least ten members to the Secretary of the Board.
- c) The Membership shall be given at least twenty-one days advance written notice of the time and place of the Annual and any Special meetings, except for meetings at which changes to the Bylaws are to be considered when it shall be thirty days. The notice for a Special Meeting shall include its purpose and the notice for a meeting at which changes to the Bylaws are to be considered shall indicate the proposed changes.
- d) Those members present at duly called Meetings shall constitute a quorum.

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ARTICLE IV. BOARD OF TRUSTEES

Section 1. Board Composition and Positions.

The Board shall consist of nine Members elected as Trustees. The Officers of the Board shall consist of Trustees elected as President, Vice President, Secretary, and Treasurer. Trustees and Officers are elected by the Membership at the Annual Meeting.

Section 2. Terms of Office; Term Limits.

The nine Trustee positions are evenly divided into three groups with the terms for the groups staggered so that, each year, the terms end only for the three positions in one of the groups.

- a) The term for Trustees shall be three years and the term for Officers shall be one year. Election to these positions shall be effective as of the end of the Annual Meeting.
- b) Trustees shall not be elected to more than two consecutive three-year terms but shall be eligible for reelection after a lapse of one year.

Section 3. Trustee and Officer Vacancies.

- a) When Trustee or Officer positions become vacant during the year, the Board shall fill the positions for the remainder of the year.
- b) In filling vacant Trustee and Officer positions the Board shall consider nominees recommended by the Board Development Committee.
- c) If a Trustee vacancy occurs during the first or second year of a three-year term, the interim appointee may be included, with his or her consent, on the Board's slate of nominees at the next Annual Meeting for possible election to complete the remainder of the term.

Section 4. Resignation or Removal.

- a) Resignation from the Board shall be in writing and received by the Secretary.
- b) Trustees absent from three regular meetings in succession or four regular meetings in any twelve-month period shall be automatically terminated, and the Secretary shall send the member written notification of the termination. The Board may under certain conditions and at its discretion reinstate the Trustee if, within thirty days of the termination, it receives his or her written request for reinstatement.
- c) A Trustee may be removed for other reasons by a three-fourths vote of the remaining Board members at any regular or special meeting, provided that the Secretary has sent the Trustee advance written notification that such action would be considered at the meeting.

Section 5. Board Meetings; Quorum; Open Meetings

- a) Each year the Board shall schedule at least six regular meetings at such times and places as it determines.
- b) The President may call special meetings of the Board, provided that the Secretary has given Trustees at least four days notice of the purpose, time, and place of the meeting.
- c) A quorum shall consist of a majority of the Trustees in office at the time of the meeting.
- d) Attendance at Board meetings, except for when it meets in executive session to discuss confidential matters, shall be open to the public.

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Section 6. Duties of the Board and of Individual Trustees.

- a) The Board shall continually seek to determine the needs of seniors in the community and to identify and/or develop resources to meet those needs, determine the general policies of the Center, approve all budget revisions, be responsible for investment funds, approve all contracts, leases, and other legal documents, receive and hold property, protect the assets of the Center, and employ, supervise and, as its discretion, dismiss the Executive Director.
- b) Individual trustees shall participate in meetings of the Board, notify the Secretary when they will be absent, serve on its committees, provide leadership for and participate in fund raising efforts, assist in interpreting the Center to the community, act in accord with all policies of the Center, and uphold strict ethical principles in all matters relating to Board activities.

Section 7. Duties of Officers.

- a) The **President** shall preside at all meetings of the Board of Trustees and at the Annual Meeting, propose the agendas for meetings, including items received from individual Trustees, appoint Trustees to serve on and, where needed, to chair the Standing Committees of the Board, and represent the organization in the community.
- b) The **Vice President** shall assist the President, assume the duties of that office in the President's absence, and chair the Board Development Committee.
- c) The **Secretary** shall notify Trustees of the time, place, and agenda of all Board meetings, shall oversee the recording of the minutes of all Board, Annual, and Special Meetings, and oversee the maintenance of the minutes and records of the Board.
- d) The **Treasurer** shall have oversight of all funds of the organization, make quarterly reports to the Board and an annual report to the Membership, and chair the Budget and Finance Committee.

Section 8. Executive Committee.

The Executive Committee shall consist of the President, Vice President, Treasurer, and Secretary. The attending officer who is first in the above sequence shall chair the Committee meeting. The Committee shall meet at the call of the President or at the call of two other members of the Committee. Three officers shall constitute a quorum. Furthermore, the Committee shall act for the Board in order to deal with emergencies or special problems that arise between Board meetings.

Section 9. Standing Committees of the Board

Membership on or chairing a Standing Committee continues until a member resigns or is replaced. Those present at any duly called meeting of a Standing Committee shall constitute a quorum. Reports by Standing Committees to the Board shall constitute a record of their proceedings. Standing Committees may establish and appoint members of the Center to subcommittees as needed to accomplish their tasks.

- a) The **Board Development Committee** shall include the Vice President, who shall be its Chair, and two other Trustees. The Chair may appoint additional members from the Membership. The Committee shall provide orientation for new Trustees, facilitate Trustee self-assessments; conduct workshops, retreats, etc., in order to increase the Board's effectiveness; present to the Board slates of Trustee and

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Officer candidates for election at the Annual Meeting; and make recommendations to the Board for interim appointments to Trustee or Officer positions that become vacant during the year.

- b) The **Budget and Finance Committee** shall include the Treasurer, who shall be its Chair, and two other Trustees. The Chair may appoint additional members from the Membership. The Committee shall present a budget for the following fiscal year to the Board no later than its last meeting before the end of the fiscal year, review the budget and the investments of the Center on a quarterly basis, and recommend policies to the Board relevant to the fiduciary responsibilities of the Trustees.
- c) The **Fund Raising Committee** shall consist of the Chair and two other Trustees. The Chair may appoint additional members from the Membership. The Committee shall provide leadership in coordinating and monitoring all fund raising efforts on behalf of the Center.
- d) The **Personnel Committee** shall consist of the Chair and two other Trustees. The Chair may appoint additional members from the Membership. The Committee shall recommend personnel policies, hear and rule on grievances, and facilitate the Board's annual evaluation of the job performance of the Executive Director.

Section 10. Special Committees of the Board.

The Board may from time to time constitute ad hoc committees to address special concerns. A Special Committee shall consist of as many persons as the Board decides, including at least one Trustee who may or may not be its Chair but who will serve as its liaison to the Board. Those present at any duly called meeting shall constitute quorum. The term of a Special Committee shall end upon its making a final report to the Board or upon its dissolution by the Board.

ARTICLE V. ANNUAL ELECTIONS

- a) At the Annual Meeting the Vice President shall present the Board's slate of nominees for election to vacant Trustee positions and for election to Officer positions. The slates and personal background information about the nominees shall have been sent to the Membership at least twenty-one days before the meeting.
- b) The slate for Trustees shall include: (1) nominees for full terms to fill the three positions whose terms expire as of the end of the meeting; and (2) nominees to serve out the balance of the unexpired terms of any other Trustee positions that became vacant during the year.
- c) Additional nominations for Trustees may be made by Members at the meeting, provided that Members being nominated are present, assent to the nomination, and provide brief personal background statements.
- d) Trustee nominees who receive the most votes from Members present shall be considered elected.
- e) The slate of Officers shall include nominees for one-year terms as President, Vice President, Secretary, and Treasurer. The nominees shall be elected by acclamation.
- f) The terms of all positions begin as of the end of the Annual Meeting.

ARTICLE VI. YEAR; FISCAL YEAR

- a) "Year" unless modified by "calendar" or "fiscal" shall be the period beginning at the end of an Annual Meeting and continuing to the end of the next Annual Meeting.
- b) The Center's fiscal year shall be the calendar year.

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ARTICLE VII. Authorized Communications Equipment (Additional Article)

Authorized Communications Equipment (“ACE”) means any type of communications equipment that provides a transmission, including without limitation, by telephone, telecopy, or any other electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Board member involved, and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other. It specifically permits the Board and Membership to use ACE in the conduct of its business for the purposes of: (i) giving notice of meetings or any other notice required under these bylaws or applicable law; (ii) attending and participating in meetings; (iii) giving a copy of any document; (iv) transmitting any writing required or permitted under these bylaws or applicable law; or (v) voting to the extent described in this Section. Attending and participating in meetings and voting on matters presented for decision during the course of those meetings, requires using such forms of ACE that allow contemporaneous communication among all persons participating in the meeting. Voting on actions taken without meeting may be conducted through ACE, whether or not it enables contemporaneous communication. Participating in meetings through permitted forms of ACE constitutes presence at the meeting. The use of ACE also constitutes a writing for purposes of satisfying written requirements under these bylaws or applicable law.

ARTICLE VIII. INDEMNIFICATION

The Board shall have the power and authority to indemnify and hold harmless Trustees, members of its committees, employees, agents, or volunteers of the Center to the fullest extent as permitted by Ohio Revised Code 1702.12 or other applicable law.

ARTICLE IX. AMENDMENTS

Changes to these Bylaws may be made by a majority vote of the Membership at an Annual Meeting or at a Special Meeting, provided such changes shall first have been approved by a majority vote of the Board. Notice of the proposed changes and of the meeting time and place shall be provided to the Membership thirty days in advance of the meeting.

ARTICLE X. DISSOLUTION

In the event of dissolution of the corporation, the Board shall convey any remaining assets of the Center to another nonprofit organization as provided for in the Articles of Incorporation, as Amended. If possible, the Board shall convey such assets to an organization with a similar purpose serving Yellow Springs and/or Miami Township.