

BYLAWS OF THE MISSOULA SENIOR CITIZENS' CENTER ASSOCIATION, INC.

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be the *Missoula Senior Citizens' Center Association, Inc.*, hereinafter called the Association.

The principal office of the Association shall be located at the Missoula Senior Citizens' Center, 705 South Higgins Avenue, Missoula, Montana 59801.

ARTICLE II: PURPOSES

This association is organized for charitable, social and educational purposes, and as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

In furtherance of its stated purposes, the activities of the Association shall include:

1. To establish and maintain in Missoula, Montana, a Center where older persons may engage in recreational, educational, and social activities, and where individual older persons may receive or be directed to counseling services and information on available health, housing, and other personal services.
2. To cooperate with existing programs, local, state, and national that benefit older persons.
3. To establish projects rendering direct services to older persons, when such service is not a duplication of a successful service already being offered by an existing agency.
4. To attract through publicity and personal contact, the largest possible number of older persons to participate in the activities and benefits of the Center.
5. To promote the social and financial status of the Center by appropriate publicity through the local news media and by maintenance of contacts with potential supporters and benefactors of the Center.
6. To engage in revenue producing activities which aim to financially support the center and its stated purposes consistent with Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future USIRS law).

ARTICLE III: MEMBERSHIP

Membership in this association is open to all individuals who are fifty (50) years of age or older. A spouse of a member is eligible for membership regardless of age.

Section 1. Membership shall be from January 1 to December 31.

Section 2. Membership fees/dues are set at discretion of the Association Board.

Section 3. A Life Membership is issued upon a minimum fee/dues of twenty (20) fold the current established yearly donation.

Section 4. Upon evidence or complaint of conduct that is unacceptable under the Association's Code of Conduct, the Association shall proceed as follows:

4.1. First Step: The offending party will receive verbal counseling from the Executive Director, President or an appointed member of the Board of Directors depending on the location, time, and nature of the offense. The offense and counseling will be documented by the Executive Director or President.

4.2. Second Step: The offending party will receive counseling and a verbal warning from the Executive Director or President followed by a letter to the offending party and referral to the Bylaws/Grievance Committee which will conduct an investigation of the offense and make recommendation to the Executive Committee.

4.3. Final Step: Upon action of the Executive Committee, a member may be expelled suspended or terminated as follows:

- (a) the member is advised in writing no less than 15 days' prior to any action of the potential expulsion, suspension, or termination and the reasons for it;
- (b) the member is given an opportunity to be heard, orally or in writing, not less than 5 days before the effective date of the expulsion, suspension or termination by the Executive Committee, and
- (c) the Executive Committee takes into consideration all relevant facts and circumstances reasonably known or reasonably available.

Where the offense is severe, threatens the loss or damage of property, or threatens the health and safety of members of the Association, the Executive Committee may take immediate action without completing the above-referenced steps. All meetings, discussions, evidence and actions pertaining to the investigation and proceedings by the two committees and members shall be maintained as private unless the rights of the membership clearly outweigh the individual's right to privacy. Any member expelled or terminated from the Association forfeits all membership fees/dues paid to the Association.

ARTICLE IV: VOTING RIGHTS, QUORUMS, PROXY VOTING

Section 1. Voting members may be required to show membership identification at any meeting.

Section 2. Voting rights shall be vested in the individual member and each member shall have one (1) vote on any matter presented at meetings of the Association.

Section 3. *Association Board Meeting, Executive Committee meetings:* At association Board meetings each Director shall have one vote and each member of the Executive Committee shall have one vote. An Alternate Director serving for an absent Director shall have the same voting rights as a Director in whose place he/she serves. At Executive Committee meetings, each officer shall have one vote including the immediate Past President.

Section 4. *Quorums:* At Association meetings a quorum shall consist of twenty-five (25) members in attendance. At Association Board meetings a simple majority of Officers, Directors, and Alternates serving in lieu of a Director shall constitute a quorum. At Executive Committee meetings a simple majority shall constitute a quorum.

Section 5. *Proxy Voting:* At no meeting of the Association shall voting by proxy be permitted.

ARTICLE V: MEETINGS OF MEMBERS AND ELECTION

Section 1. *Annual Meeting and Election:* The Annual Meeting of the membership of the Association shall be during the month of September of each year for the purpose of electing Officers, Directors, Alternates, and a Nominating Committee; and for the transaction of such other business as may properly come before the membership.

Section 2. *Other Meetings:*

2.1. Special meetings of the membership may be called by the President at the request of a majority of the Association Board.

2.2. A regular membership meeting shall be held once a year in the month of September, along with special membership meetings to be scheduled as necessary: to transact business, etc.; to provide an opportunity for Officers, Board of Directors, and the general membership to exchange information and recommendations; and to discuss the welfare of the Association.

2.3. By petition of 10 (ten%) of the members-at-large, the President shall call a special meeting of the membership.

Section 3. All meetings of the membership shall be at the Missoula Senior Citizens' Center or at such other place as the Association Board may select.

Section 4. Notice of meetings of members stating the purposes, time and place shall be posted on the bulletin board at the Center during each of ten (10) days preceding the date of the meeting and in the Center Newsletter prior to the meeting.

Section 5. All meetings shall be conducted under Robert's Rules of Order.

ARTICLE VI: NOMINATIONS, NOMINATING COMMITTEE

Section 1. The Nominating Committee shall solicit from the membership of the Association one (1) or more nominees for President, Vice-President, Secretary and Treasurer; three (3) or more nominees for Directorships; one (1) or more nominees for Alternates; and five (5) or more nominees for the Nominating Committee. The general membership may submit written nominations to Nominating Committee for review and consideration in their selection of candidates and acting in good faith, the Nominating Committee must show cause when denying such a nominee.

Section 2. No relative by blood, marriage or co-habitation of the Nominating Committee shall be eligible for nomination to any office by the Committee. No two members of an immediate family shall hold positions to an elected office. Elected officers are President, Vice-President, Secretary, and Treasurer.

Section 3. Nominations for any office under consideration may be made from the floor at the Annual Meeting provided the consent of the nominee has been obtained (consent may be in writing and signed by the proposed candidate). A Nominating Committee composed of five (5) members shall be elected from the membership at each Annual Meeting. After serving two (2) one-year terms, members of the Nominating Committee must refrain from being candidates for another one-year term for at least one (1) year.

Section 4. If a vacancy occurs in the Nominating Committee, the President shall appoint with confirmation of the Association Board a member to serve the un-expired portion of the term.

Section 5. The Nominating Committee will post the slate of nominees for all offices on the Bulletin Board in the Center at least ten (10) days prior to the Annual Meeting and in the monthly Newsletter for August and September.

Section 6. Up to three (3) Advisors to the Board of Directors may be appointed by the Executive Committee: they shall have no voting priveleges.

ARTICLE VII: ASSOCIATION BOARD OF DIRECTORS AND ALTERNATES

Section 1. The Governing Board of the Association shall be the Officers and Directors, hereinafter referred to as the Association Board.

Section 2. The Directors and Officers shall be responsible for setting the policies of the Association.

Section 3. The Senior Center Board of Directors shall consist of four (4) elected Executive Officers (including President, Vice President, Secretary and Treasurer and immediate Past President) and four (4) Directors who are members of the Center and elected by the voting membership. The terms of the Executive Officers are one (1) year with the option of one (1) additional year. The Directors will serve a three (3) year term upon completion will refrain from candidacy for one (1) full year. The terms of all elected Officers and Directors shall begin at the first meeting following the election at which time they will be sworn in by the exiting President.

Section 4. The Association's Board of Directors shall have a total of two (2) Alternate Directors. One (1) Alternate Directors shall be elected each year at the Annual Membership Meeting, and shall serve a three-year term. Each Alternate Director shall have all the rights and privileges of a regular Director when appointed as a substitute Director.

4.1. If one or more regular Directors is temporarily absent from a Board meeting, an Alternate Director shall be appointed by the President (on a rotating basis from the pool of Alternate Directors) to sit for the absent regular Director during the meeting so that the Board shall have as much of a full complement of nine (9) regular Directors as possible. The Alternate Director appointed to sit for an absent regular Director may cast a vote on all matters before the Board of Directors at that meeting. The Alternate Director's authority to vote shall expire upon the adjournment of the Board of Directors meeting for which the Alternate Director was appointed.

4.2. If one or more regular Directors is permanently unable to complete his/her office of regular Director due to death, disability, resignation or removal, an Alternate Director shall be appointed by the President (on a rotating basis from the pool of Alternate Directors) to assume the office and unexpired term of the regular Director.

Section 5. If a seat is vacated by an Alternate, the President (with confirmation of the Association Board) shall appoint a replacement from the membership to serve the unexpired portion of the term.

Section 6. Any Director or Alternate Director who fails to attend three (3) meetings of the Board of Directors without good cause shall forfeit his or her office and the vacancy filled by an Alternate Director. Good cause shall be determined by the Board.

Section 7. The Association Board of Directors shall meet regularly once each month and Special Meetings may be called by the President as well as upon written request of a majority of the Association Board.

ARTICLE VIII: OFFICERS

Section 1. The officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be limited to two (2) successive one-year terms for each office. A candidate for Officer position must be a member of the Association for one (1) year immediately preceding election to an Officer position.

Section B. These Officers, along with the immediate Past President, shall constitute the Executive Committee.

Section C. *Duties and powers of the officers.*

3.1. Powers and duties of the President. The President will preside at meetings of the members and the board of directors; will manage and supervise the business, affairs and property of the corporation, subject, however, to the control of the board of directors; will sign or countersign all contracts and other instruments of the corporation; will make reports to the board of directors; and will perform such other duties as are incident to this office or are properly requested of him or her by the board of directors.

3.2. Powers and duties of the Vice President. The principal duties of the First Vice President will be to discharge the duties of the President in the event of the absence or disability for any cause whatsoever of the President, and to perform such other duties as the board of directors or the President may from time to time request. In addition, the Vice President will countersign all contracts and other instruments of the corporation; affix the seal of the corporation thereto and to such other papers as will be required or directed to be sealed.

3.3. Powers and duties of the Secretary are to keep a record of the proceedings of meetings of the board of directors; to be custodian of the corporate records and seal of the corporation; to keep a register of the address of each member; to see that all notices are duly given as required by law and the provisions of these Bylaws; to safely and systematically keep all books, papers, records, and documents belonging to the corporation or pertaining to the business thereof; and to perform such other duties as the board of directors or the President may from time to time request.

3.4. Powers and duties of the Treasurer. The principal duties of the Treasurer will be to have charge and custody of and be responsible for all funds and investments of the corporation; to keep an account of all monies received and disbursed, and of monies and property at hand; and to perform such other duties as the board of directors or the President may from time to time request.

4. Delegation of duties. Whenever an officer is absent or whenever for any reason the board of directors may deem it desirable, the board of directors may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE IX: COMMITTEES

Section 1. *Executive Committee*: The Executive Committee shall consist of the elected Officers and the immediate Past President, shall be empowered to act for the Association Board between meetings and report all actions taken at the next Association Board meeting. The President may call meetings of the Executive Committee whenever the President deems necessary.

Section 2. The President (with the approval of the Executive Committee) shall appoint members of all Committees. The number of Committees shall be at the discretion of the President unless specified in these Bylaws. The President shall include at least one Association Board member and one Alternate on all Standing Committees. The President may appoint the Vice-President and the **Secretary** to serve on appropriate Committees. The President shall make appointments as necessary to civic or city/county Committees. The President may dismiss Committees when their purpose has been served.

ARTICLE X: AMENDMENTS

These Bylaws may be amended:

Section 1 For any matters that relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected, the Bylaws may be amended:

1.1 Upon recommendation of the Board of Directors; and

1.2 Approval by the members (a 2/3rds majority of the votes cast or a majority vote of the full membership entitled to vote) at any regular meeting or at any special meeting called for that purpose.

Section 2. For all other matters, the Bylaws may be amended:

2.1. Upon recommendation of the Board of Directors; and

2.2. Approval by a simple majority of the members at any regular meeting or at any special meeting called for that purpose.

CERTIFICATION

These Bylaws, as amended, were approved by the Board and the members as required by the Articles of Incorporation and the Bylaws, and became effective as of February 18, 2014.

| | |
|----------------------|-------------------------|
| _____ President | _____ Vice-President |
| _____ <i>Date</i> | _____ <i>Date</i> |

These Bylaws were amended on the following dates:

May 11, 1982

Aug 9, 1983

Nov 16, 1983

Aug 14, 1984

Aug 12, 1986

Nov 11, 1986

Nov 10, 1987

Aug 9, 1988

Aug 15, 1989

Feb 20, 1991

Aug 13, 1991

Feb 19, 1992

Aug 11, 1992

Dec 12, 1995

Apr 8, 1997

Nov 5, 2000

Feb 13, 2001

Apr 11, 2006

Nov 6, 2009

Feb 22, 2011

Feb 19, 2012

Feb 19, 2013

Feb 18, 2014

Sept 20, 2015