Bylaws of the
Missoula Senior Citizens Center Association, Inc.


Article 1. NAME AND LOCATION

1.1. Name. The name of this Association will be Missoula Senior Citizens Center Association, Inc., hereinafter called the “Association”.

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

Article 2. PURPOSES

2.1. This Association is organized exclusively for charitable, social and educational purposes, and as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954. Filed with State of Montana, Feb. 11, 1972, as “Certificate of Amendment to Certificate of Incorporation Revised Article II”.

2.2. To establish and maintain in Missoula, Montana, a center where older adults may engage in recreational, educational, social, and wellness activities; and receive or be directed to counseling services and information regarding available health, housing, legal, and other personal services.

2.3. To collaborate with existing local, state, and national programs that benefit older adults.

2.4. To establish projects rendering direct services to older adults, when such service is not a duplication of a successful service already being offered by an agency.

2.5. To attract through publicity and personal contact older adults to participate in the activities and benefits of the Association.

2.6. To promote the social and financial status of the Association by appropriate publicity and by maintenance of contacts with potential supporters and benefactors of the Association.

2.7. To engage in revenue producing activities which aim to financially support the Association and its stated purposes consistent with Section 501(c)(3) of the Internal Revenue Code of 1954.
Article 3. MEMBERSHIP

3.1. Eligibility and Term. 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. Membership will be for one year with the effective period defined as stated in the Association’s Policy and Procedures Manual ("P&PM").

3.2. Fees. Membership fees/dues are set by the Board of Directors ("Board").

3.3. Life Membership. A Life Membership is issued upon minimum dues of twenty (20) fold the established yearly dues.

3.4. Member Discipline. Upon evidence or complaint of membership conduct that is unacceptable under the Association’s Code of Conduct as stated in the Association’s P&PM.

3.4.1. First Step: The offending party will receive verbal counseling from an administrator, the President, or an appointed member of the Board depending on the location, time, and nature of the offense. An administrator or the President will document the offense and counseling in writing.

3.4.2. Action Subsequent to First Step: If section 3.4.1. does not resolve the issue the offending party will receive counseling and a verbal warning from the President followed by a letter to the offending party and referral to the Bylaws/Grievance Committee, which will investigate the offense and make recommendation to the Executive Committee.

3.4.3. Expulsion, Suspension or Termination: If the Executive Committee decides to expel, suspend, or terminate a member the following process will be followed:

3.4.3.1. The Executive Committee will advise the member in writing of the decision and the reasons for it no less than 15 days prior to acting.

3.4.3.2. The member may respond to the Executive Committee in writing. In addition, the Executive Committee will provide the member an opportunity to appear before the full committee not less than 5 days before the effective date of the expulsion, suspension, or termination.

3.4.3.3. The Executive Committee, taking into consideration all relevant facts and circumstances, will decide whether to implement or modify its previous decision and present a final decision.

3.4.4. Action Outside of Process (3.4.1-3.4.3): Where the offense threatens the loss or damage of property, or the health and/or safety of members of the Association, the Executive Committee may take immediate action without completing the above-referenced steps.

3.4.5. Forfeiture of Dues: Any member expelled from the Association forfeits all membership fees/dues paid to the Association.
3.4.6. **Confidentiality of Process:** The Association, through its officers, authorized representatives, and committees, will maintain all meetings, discussions, evidence, and actions pertaining to the investigation and proceedings in the above-referenced steps as confidential unless the Executive Committee determines the rights of the membership clearly outweigh the individual’s right to privacy. The Association may announce or publish the final action of the Association without reference to the reasons for the action.

**Article 4. MEETINGS, VOTING RIGHTS, QUORUMS, PROXY VOTING**

4.1. *Types of Meetings.* The Association acts through three types of meetings – Membership Meetings, Board Meetings, and Committee Meetings. Meetings are either regular (i.e. previously scheduled), or special (i.e. called for specific purposes and outside the regular meetings).

4.2. *Membership Meetings:* At Membership Meetings, each member will have one vote. Only current members of the Association will have the right to vote. Voting members may be required to show identification at any meeting. Ten (10) percent of the membership will constitute a quorum. [Montana Code Annotated 35-2-537(1)].

4.3. *Board Meeting:* At Board Meetings, each member of the Board will have one vote. A simple majority of Board members will constitute a quorum.

4.4. *Committee Meetings:* At all Committee Meetings, including meetings of the Executive Committee, each duly appointed or elected member will have one vote. A simple majority of the committee members appointed/elected to a committee will constitute a quorum.

4.5. *Proxy Voting:* The Association does not allow proxies or proxy voting at any meeting of the Association.

4.6. *Approval of Action:* If there is a quorum, approval of an action is by majority vote unless otherwise stated in these bylaws or in the Association’s P&PM.

4.7. *Meeting Minutes:* Minutes will be taken at all meetings by the Association Secretary, or in the absence of the Secretary, an administrator or another member appointed by consensus of those present.
Article 5. MEMBERSHIP MEETINGS, ELECTIONS, AND BALLOTS

5.1. Annual Membership Meeting. The Association will hold an Annual Membership Meeting at 9:30 AM on the third Tuesday of September, or at a date/time set by the Board. The purposes of the Annual Meeting are to transact business; to provide an opportunity for Officers, Board, and the general membership to exchange information and recommendations and discuss the welfare of the Association; and for the transaction of other business as may properly come before the membership.

5.2. Special Membership Meetings. Special Membership Meetings will be scheduled as necessary. Special Membership Meetings will be called by the President at the request of a majority of the Board, or on petition of ten (10) percent of the members of the Association.

5.3. Place of Meetings. All Membership Meetings will be at the Missoula Senior Citizens' Center or at such other place as the Board may select.

5.4. Notice. Notice of Membership Meetings stating the purposes, time, and place will be: (a) posted on the bulletin board at the Center during each of ten (10) days preceding the date of the meeting and, (b) announced by mail at least thirty (30) days and not more than sixty (60) days prior to date of the meeting [Montana Code Annotated 35-2-530(3)(a)].

5.5. Conduct of Meetings. All meetings will be conducted by “Robert’s Rules of Order, Newly Revised, 11th Edition, Section 49” as referenced in the Association’s P&PM.

5.6. Action by Written Ballot. Recognizing the difficulty of assembling the Association membership for specific votes, especially as required by Montana law and the Association’s Articles of Incorporation, the Association adopts the following mechanism for action by written ballot [Montana Code Annotated 35-2-533]:

5.6.1. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter either in person or by mail at least thirty (30) days and not more than sixty (60) days prior to date of the meeting [Montana Code Annotated 35-2-530(3)(a)].

5.6.2. The Association may deliver a written ballot by electronic communication as long as a member gives consent. Consent by a member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner. The Secretary will retain a record of members giving consent.

5.6.3. A written ballot will set forth each proposed action and provide an opportunity to vote for or against each proposed action.
5.6.4. Action by written ballot cannot be approved unless (a) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and (b) the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting.

5.6.5. All solicitations for votes by written ballot will comply with Montana Annotated Code 35-2-533(5):

5.6.5.1. Indicate the number of responses needed to meet the quorum requirements.
5.6.5.2. State the percentage of approvals necessary to approve each matter.
5.6.5.3. Specify the time by which a ballot will be received by the Association in order to be counted.

Article 6. ELECTION TO OFFICE AND NOMINATIONS

6.1. Declaration: Members may become candidates for an Association office (President, Vice-President, Secretary, Treasurer, and Director-at-large) by submitting a nomination petition (see Association’s P&PM) at least forty (40) days prior to the Annual Membership Meeting. The nomination petition includes the name and signature of the candidate, as well as the title of the office for which the member wishes to be a candidate.

6.2. Submission: The candidate will submit the nomination petition to the Association’s Secretary.

6.3. Publication: The Officers will publish the names of all candidates properly submitting Nomination Petitions, along with the office each candidate seeks, by (a) posting on the bulletin board at the Center during each of ten (10) days preceding the date of the Annual Membership Meeting, and (b) announcing in the Association newsletter at least thirty (30) days prior to date of the Annual Membership Meeting.

6.4. Ballot: An official ballot will be mailed to all current members of the Association with voting closed no later than 5 PM a minimum of one (1) business day preceding the Annual Membership Meeting.

6.5. Return of Ballots: To be counted, ballots will be returned to the Association in person or by mail by the return date specified on the ballot.

6.6. Counting Ballots: All ballots will be counted independently by three members not currently on the Board who are appointed by the President and approved by the Board. Results will be presented to the President and Secretary for reporting to the membership.
Article 7. **BOARD OF DIRECTORS ("Board")**

7.1. **Composition.** The Board will consist of eleven (11) voting Directors. The eleven (11) voting Directors will be the President, the Vice-President, the Secretary, the Treasurer, the Immediate Past President, and six (6) Directors-at-large. The six (6) Director-at-large positions will be filled by members of the Association who are elected by the voting membership. Directors-at-large will serve staggered three-year (3-year) terms. The term of the incoming Board members commences at the conclusion of the annual election.

7.2. **Regular and Special Meetings.** The Board will meet regularly once each month. Special Board Meetings may be called by the President, or upon written request of a majority of the Board or by majority vote at a Regular Board Meeting.

7.3. **Compensation.** The Directors of the Association receive no compensation for their services but receive reimbursement of their reasonable and necessary expenses as may be authorized and approved by the Board.

7.4. **Insurance:** The Association will maintain Directors and Officers (D&O) Liability Insurance which is liability insurance payable to the directors and officers of the Association, or to the Association itself, as indemnification (reimbursement) for losses or advancement of defense costs in the event an insured suffers such a loss because of a legal action brought for alleged wrongful acts in their capacity as directors and officers as well as defense costs arising out of criminal and regulatory investigations/trials. The specifics of the D&O Liability Insurance are provided in the Association’s P&PM.

7.5. **Executive Director, Administrator, or Manager:** The Board may hire an Executive Director, Administrator, or Manager. The Board is responsible for hiring, evaluating, and terminating the employment of the Executive Director, Administrator, or Manager. The duties of these administrative positions will be defined in the Association’s P&PM. It is essential that the relationship between the Board and these administrative positions be characterized by open communication, mutual respect and trust, thus facilitating operational decisions, problem solving and planning. The Board retains oversight of any administrative position.

Article 8. **OFFICERS**

8.1. **Offices.** The Officers of this Association will be a President, a Vice-President, a Secretary, Treasurer, and Immediate Past President. Each Officer will serve in the Officer’s position for a term of one (1) year.
8.2. **Duties and Powers of the Officers.** Unless modified or limited by a majority vote of the Board, the Officers have the following inherent duties and powers:

8.2.1. **President:** The President will preside at Membership Meetings and Board Meetings; manage and supervise the business, affairs and property of the Association; sign or countersign all contracts, Memorandum’s-of-Understanding, and other instruments of the Association; make reports to the Board; and perform such other duties as are incident to this office or are properly requested of him or her by the Board. The President will be an *ex officio* member of all committees and may designate the chair of all committees.

8.2.2. **Immediate Past President:** Upon leaving office the President will immediately succeed to the office of Immediate Past President.

8.2.3. **Vice President:** The Vice President will discharge the duties of the President in the event of the absence or disability of the President, and perform such other duties as the Board or the President may from time to time request.

8.2.4. **Secretary:** The Secretary will keep a record of all proceedings of the Board; be custodian of the corporate records and seal of the Association; keep a register of the address of each member; see that all notices are duly given as required by law and the provisions of these Bylaws; and perform such other duties as the Board or the President may from time to time request.

8.2.5. **Treasurer:** The Treasurer will have custody of and be responsible for all funds and investments of the Association; keep an account of all monies received and disbursed, and of monies and property at hand; and perform such other duties as the Board or the President may from time to time request.

8.2.6. **Delegation of Duties:** Whenever an Officer is absent or unable to act, or if the Board deems it desirable, the Board may delegate the powers and duties of an Officer to any other Officer or Officers, or to any Director-at-large.

8.3. **Qualification.** A holder of an Officer position will be a member of the Association for one (1) year immediately preceding election to an Officer position.

8.4. **Removal.** The Board may remove any Officer at any time, with or without cause.

[Montana Code Annotated 35-2-442(2)]

8.5. **Vacancy.** If any Officer position becomes vacant as a result of the resignation, removal, death, or disqualification of any Officer, the majority of the Board then in office may appoint a member of the Board to fill the vacancy, and the Officer so appointed will hold office and serve until the election and qualification of his/her successor. In the case of a vacancy in the office of the President, the Vice President will automatically succeed to the office of the President, and the Board will appoint a new Vice President from the Board. If the vacancy is filled by a Director-at-large, the Director-at-large will revert to their original status once election of a new officer has concluded.
Article 9. **COMMITTEES**

9.1. **Permanent Committees.** The Association will have the following permanent committees:

9.1.1. **Executive Committee:** The Executive Committee will consist of the elected Officers and the Immediate Past President. In case of an unexpected circumstance or crisis that calls for immediate action, the Executive Committee may act to resolve the issue. Such action will be taken only if it is impracticable for the whole Board to meet. Such action will be affirmed by the Board at its next regular meeting or a special meeting called for that purpose. The President may call meetings of the Executive Committee whenever the President deems necessary.

9.1.2. **Bylaws/Grievance Committee:** The Bylaws/Grievance Committee will consist of five (5) members of the Association who are appointed by the President and approved by the Board. The Committee will perform the following duties:

9.1.2.1. Regularly review the Bylaws of the Association and offer proposed additions or changes as may be required or suggested.

9.1.2.2. Provide an interpretation of the Bylaws on matters referred to the Committee by the President, the Executive Committee, or the Board.

9.1.2.3. Conduct an investigation of a claim of member misconduct or violation of the Association’s Code of Conduct as referred to the Committee by the President or Vice President. Upon timely completion of the investigation, the Committee will report its findings and make a recommendation to the Executive Committee as provided under Section 3.4 of these bylaws.

9.1.3. **Audit Committee:** The Audit Committee will consist of a minimum of three (3) members of the Association who are appointed by the President and approved by the Board. The duties of the Audit Committee will be defined in the Association’s P&PM.

9.1.4. **Term:** The term of the members of a permanent committee formed under this Section will automatically expire at the conclusion of the annual election.

9.2. **Other Committees.** The President may create other committees as follows:

9.2.1. **Formation:** With the approval of the Board, the President may create a committee. At the time of creation, the President will specify the purpose and the term of the committee. The President will appoint the members of the committee with the approval of the Board. The committee will make reports and recommendations to the Board no less than annually or as otherwise requested by the President. Upon the expiration of any specified term, the committee will cease and take no further action.

9.2.2. **Duration:** The term of a committee formed under this Section will automatically expire at the first board meeting following the Annual Membership Meeting unless the incoming board acts to renew the committee.
9.2.3. **Committee Membership:** To facilitate regular communication between the Board, the President will endeavor to include at least one member of the Board to each committee created under this Section.

**Article 10. ADVISORY COUNCIL**

10.1 **Formation.** The Board may establish an Advisory Council to provide advice to the Missoula Senior Citizens' Center Association, Inc. on matters related to its development and operation. The Board will specify the membership, terms, and scope of responsibility. The Advisory Council will not function in a policy-making or decision-making capacity.

**Article 11. AMENDMENTS TO BYLAWS**

11.1 **Amendments Related to Board.** These Bylaws may be amended for any matters that relate to the composition of the Board, the number of Directors-at-large, the term of office of Directors-at-large, or the method or way in which Directors-at-large are elected or selected by (a) recommendation of the Board and (b) approval by a two-thirds (2/3) majority of the members at any Annual Membership Meeting or at any Special Membership Meeting called for that purpose.

11.2 **Other Amendments.** These Bylaws may be amended for all other matters by (a) recommendation of the Board, and (b) approval by a simple majority of the members at any Annual Membership Meeting or at any Special Membership 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 Nov 13, 2018.

President  
Date: Nov 13, 2018

Secretary  
Date: 11/13/18

These Bylaws were amended on the following dates: