



**UPPER MERION  
SENIOR SERVICE  
CENTER  
BYLAWS**

BYLAWS TABLE OF CONTENTS

	PAGE
ARTICLE I – NAME. . . . .	1
ARTICLE II – MISSION STATEMENT . . . . .	1
ARTICLE III – FINANCIAL ACCOUNTABILITY . . . . .	1
ARTICLE IV – MEMBERSHIP . . . . .	1
ARTICLE V – OFFICERS, EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS . . . . .	3
ARTICLE VI – NOMINATIONS AND ELECTIONS . . . . .	4
ARTICLE VII – THE EXECUTIVE DIRECTOR. . . . .	5
ARTICLE VIII – MEETINGS. . . . .	6
ARTICLE IX – COMMITTEES . . . . .	6
ARTICLE X – PARLIAMENTARY AUTHORITY . . . . .	8
ARTICLE XI – AMENDMENT OF THE BYLAWS . . . . .	8
APPENDIX A – CODE OF ETHICS . . . . .	A-1

## **UPPER MERION SENIOR SERVICE CENTER BYLAWS**

### **ARTICLE I - Name**

The name of this organization shall be the Upper Merion Senior Service Center (UMSSC) a 501(c)(3) non-profit organization.

### **ARTICLE II – Mission Statement**

The objective of the Upper Merion Senior Service Center shall be to identify and to assist in meeting the needs of older adults in a multi-use environment for physical, educational and recreational activities.

### **ARTICLE III - Financial Accountability**

Four signatures shall be listed on UMSSC's bank signature cards including the President, Vice-President, Secretary and Treasurer. All checks shall require two signatures.

The fiscal year shall be the calendar year from January 1 through December 31.

Each year the President and Treasurer shall arrange for an independent audit and shall see that the audit report is available for inspection upon the request of any general member. If additional data is requested for which there is a cost, it shall be billed to the requestor.

### **ARTICLE IV - Membership**

Section 1: There shall be three classifications of members: honorary, resident and nonresident.

Honorary members shall be persons recognized by the Board of Directors for their outstanding contributions to the Upper Merion Senior Service Center.

Resident members are individuals who live in the Upper Merion Area School District; those residing in any other district are nonresident members.

Resident and nonresident members shall be fifty-five years of age or older. A spouse may become a member regardless of age.

Section 2: (a) The Board of Directors shall have the authority to establish: (1) a membership application for resident and non-resident members, (2) the membership year, (3) the membership fee, (4) the dates and duration of the membership drive, and (5) all other matters incidental to the foregoing.

(b) All actions taken pursuant to Paragraph (a) shall be published in two consecutive issues of the Newsletter as soon after adoption as reasonably possible, and shall be incorporated in the UPPER MERION SENIOR SERVICE CENTER POLICIES & PROCEDURES.

Section 3: Members shall conduct themselves in an appropriate manner while at the Center or while participating in Center events. Any member whose conduct or behavior is inappropriate, or whose physical condition constitutes a risk to the health or safety of other members may be asked to exit the Center or to terminate their participation in a Center event. The failure to comply with such an authorized request shall subject the member to appropriate sanctions.

Any member of the Executive Committee, the Executive Director, or the person in charge of an activity is authorized to request that a member whose conduct or behavior is inappropriate, or whose physical condition constitutes a risk to the health or safety of other members, exit the Center or to terminate their participation in a Center event.

The Board of Directors shall have the authority, following an appropriate hearing at which the member is entitled to be heard, to terminate the membership of any member who fails to comply with an authorized request to exit the Center or to terminate

their participation in a Center event. A member whose membership is so terminated shall be entitled to a dues refund.

## ARTICLE V - Officers, Executive Committee and Board of Directors

Section 1: The officers of this organization shall be a President, a Vice-President, a Secretary and a Treasurer and they shall comprise the Executive Committee. The Board of Directors shall consist of the Executive Committee and seven Board Directors who have been duly elected or appointed. All who serve in any position shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the organization.

Section 2: The duties of the Executive Committee shall be to review problems and to propose solutions to the Board of Directors.

The Executive Committee shall also interview and then recommend candidates for Executive Director to the board. The list of candidates and their qualifications shall be provided to board directors at least one week prior to the board meeting. Other staff positions are direct hire/terminate by the Executive Committee.

The Executive Committee shall also review the performance of all staff members at the end of six months and annually thereafter.

Section 3: The duties of the Board of Directors shall be to provide leadership by adopting goals, policies and procedures, to provide general supervision of the organization and to advance its mission.

Section 3a: The Board of Directors shall abide by the Code of Ethics provided in Appendix A.

Section 4: The President shall preside at all meetings of the Executive Committee, the Board of Directors and the General Membership. The President shall appoint committee chairpersons

with the approval of the Board. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 5: The Vice-President shall exercise the powers of and perform the duties of the President in his/her absence and assist the President when the need arises.

Section 6: The Secretary shall keep a record of all the proceedings of the organization; all minutes will be posted. If the Secretary is unavailable, the Vice President shall record the minutes.

Section 7: The Treasurer shall be responsible for all funds and shall make full financial reports at meetings of the Board of Directors and the General Membership. The Treasurer shall also serve as chairperson of the Budget and Finance Committee.

## ARTICLE VI - Nominations and Elections

Section 1: No member shall run for more than one office at a time.

Officers and Board Directors shall be eligible to serve unlimited terms.

No two members of one family shall be eligible to hold office at the same time.

Section 2: A call for nominations shall be published in the September, October and November UMSSC newsletters. At the October meeting of the Board of Directors and at the General Meeting, the Nominating Committee shall present nominations for President, Vice-President, Secretary and Treasurer, whose terms are for one year, along with nominations for Board Directors who shall be elected for three year terms.

The Nominating Committee shall present a complete slate at the November General Meeting. Members may add nominations from

the floor if all requirements are met. Nominations are closed after members present their nominations.

All candidates shall be listed in the notice for elections in the December newsletter and all candidates will be introduced at the December General Meeting.

Section 3: The election of Officers and Board Directors shall take place on the day of the December General Meeting under the direction of the Nominating and Membership Committees. Eligible voters shall be those members who were in good standing as of the previous November 30<sup>th</sup>.

Section 4: The Nominating and Membership Committees shall develop procedures for absentee voting which shall be approved and implemented by the Board of Directors, and announced in the October newsletter.

Section 5: If a vacancy arises in the office of the President, the Vice President shall serve as President for the balance of the term. If there is a vacancy in other offices or the Board Directors, the Board of Directors at their next regular meeting shall hear recommendations and shall then appoint a person to fill the vacancy for the balance of the term. A majority of those present shall be necessary for confirmation.

Section 6: If an Officer or Board Director misses three (3) consecutive board meetings, the Board of Directors shall have the option at a subsequent Board of Directors meeting to appoint a replacement after hearing recommendations from the Board of Directors. A majority of those present shall be necessary for confirmation.

## ARTICLE VII - The Executive Director

The Executive Director shall work in concert with the Officers, Board Directors and volunteers as required for the successful operation of UMSSC, its programs, activities, policies

and its business functions.

The Executive Director shall attend and present a report at all meetings of the Board of Directors and the General Membership.

The Executive Director shall be responsible for maintaining records of all UMSSC properties and their maintenance. The Executive Director shall report safety and security issues to the Board of Directors.

#### ARTICLE VIII - Meetings

The Board of Directors shall meet monthly; the quorum shall be more than half of the members of the current Board of Directors.

The General Membership shall meet ten times a year, weather permitting.

Special meetings may be called by the President and the purpose of the meeting shall be stated in the call. Except in cases of an emergency, at least seven (7) days notice shall be given.

#### ARTICLE IX - Committees

Section 1: The President, with approval of the Board of Directors, shall be authorized to appoint committees as required to accomplish the UMSSC mission.

Chairpersons shall make reports as requested by the President for various meetings and for filing in the UMSSC archives.

Chairpersons who are not members of the Board of Directors shall attend Board Meetings at the request of the President but may not initiate nor second a motion and may not vote.

Section 2: The Standing Committees of this organization shall be:



#### A. Budget and Finance Committee

The Treasurer shall serve as chairperson of this committee which shall as needed propose procedures to be approved by the Board of Directors to ensure sound financial management.

The Budget and Finance Committee shall prepare the budget annually. This committee shall also review the organization's fiscal status and propose amendments to the budget as needed.

#### B. Legislative/Bylaws Committee

The Bylaws Committee shall annually review the Bylaws and shall present recommendations to the Board of Directors. This committee shall also review any suggestions from members and report their findings to the Board of Directors for action.

#### C. History Committee

The History Committee shall provide the Board of Directors with an annual report of the organization's activities and special events. This report shall be approved, filed and posted for members' review in January of the following year.

#### D. The Membership Committee

The Membership Committee shall receive and approve all membership applications and maintain accurate records; all receipts shall be turned over to the Treasurer.

The Membership Committee shall provide a list of eligible voters for the Nominating Committee.

#### E. The Nominating Committee

The Nominating Committee shall consist of at least two members and a Nominating Committee Chairperson who is a member of the Board of Directors.

## F. (PROPERTIES) DELETED

## G. The Publicity/Public Relations Committee

The Publicity/Public Relations Committee shall be responsible for organizing information for the local media, for newsletters and for all special publications.

## ARTICLE X - Parliamentary Authority

Roberts Rules of Order, latest available Edition, shall govern the organization in all cases in which they are applicable and in which they are consistent with these Bylaws and with any procedures the organization may adopt.

## ARTICLE XI - Amendment of the Bylaws

Changes proposed by the Bylaws committee shall be submitted to the Board of Directors for action. The Board of Directors' recommendations, if any, shall then be presented to a General Meeting. At the following General Meeting, a positive vote by two-thirds of the members in attendance is required to amend.

Amendments to these Bylaws may also be initiated by any member who is a resident of the Upper Merion Area School District who shall propose a change in writing to the Bylaw Committee. This committee shall review the proposal and report findings to the next Board of Directors' Meeting. The Board of Directors shall present a report of pros and cons plus recommendations, if any, at the next General Meeting. At the following General Meeting, a positive vote by two-thirds of the members in attendance is required to amend.

## **APPENDIX A**

### **CODE OF ETHICS FOR MEMBERS OF NONPROFIT BOARDS**

#### **As a member of the board team, I will:**

1. Listen carefully to my fellow board directors.
2. Respect the opinion of my fellow board directors.
3. Respect and support the majority decisions of the board.
4. Recognize that all authority is vested in the full board only when it meets in legal session.
5. Keep well-informed of developments relevant to issues that may come before the board.
6. Participate actively in board meetings and actions.
7. Bring to the attention of the board any issues that I believe will have an adverse effect on the organization or those we serve.
8. Attempt to interpret the needs of those we serve to the organization and interpret the actions of the organization to those we serve.
9. Refer complaints to the proper level in the chain of command.
10. Recognize that my job is to ensure that the organization is well-managed, not to manage the organization.
11. Represent all those whom this organization serves and not a particular geographic area or interest group.
12. Consider myself a "trustee" of the organization and do my best to ensure that it is well-maintained, financially secure, growing and always operating in the best interest of those we serve.
13. Always work to learn how to do my job better.
14. Declare conflicts of interest between my personal life and position on the board and abstain from voting when appropriate.

#### **As a member of the board team, I will not:**

1. Criticize fellow board directors or their opinions in or out of the boardroom.
2. Use the organization for my personal advantage or that of my friends or relatives.
3. Discuss the confidential proceedings of the board outside the boardroom.
4. Promise how I will vote on any issue before a meeting.
5. Interfere with the duties of the Executive Director or Executive Committee member or undermine their authority with staff members.