



UPPER MERION SENIOR SERVICE CENTER BYLAWS

AMENDED NOVEMBER 9, 2022

BYLAWS TABLE OF CONTENTS

ARTICLE I. NAME

ARTICLE II. MISSION STATEMENT

ARTICLE III. MEMBERSHIP

ARTICLE IV. OFFICERS, EXECUTIVE COMMITTEE,
AND BOARD OF DIRECTORS

ARTICLE V. THE EXECUTIVE DIRECTOR

ARTICLE VI. FINANCIAL ACCOUNTABILITY

ARTICLE VII. COMMITTEES

ARTICLE VIII. MEETINGS

ARTICLE IX. NOMINATIONS AND ELECTIONS

ARTICLE X. PARLIAMENTARY AUTHORITY

ARTICLE XI. AMENDMENT OF THE BYLAWS

APPENDIX A. CODE OF ETHICS FOR MEMBERS OF
NONPROFIT BOARDS

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 UMSSC 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 – Membership

Section 1: 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 (Board) shall have the authority to establish: (1) an application form for membership, (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.

ARTICLE IV - Officers, Executive Committee and Board of Directors

Section 1: The officers of UMSSC shall be a President, a Vice-President, a Secretary and a Treasurer who shall comprise the Executive Committee. The Board shall consist of the Executive Committee and seven Directors who shall 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 Board.

Section 2: (a) The duties of the Executive Committee shall be to explore opportunities and activities, review problems, and to make recommendations to the Board.

(b) The Executive Committee shall interview and recommend candidates for Executive Director to the Board. The list of candidates and their qualifications shall be provided to the Board for review at least one week prior to the Board meeting. The Board shall have the authority to select the Executive Director by majority vote.

(c) The Executive Committee shall have the authority to create staff positions, and to hire and terminate staff members. The Executive Committee shall review the performance of all new staff members at the end of six months and annually thereafter.

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

mission. They shall abide by the Code of Ethics provided in Appendix A.

Section 4: The President shall preside over all meetings of the Executive Committee, the Board, 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 as needed.

Section 6: The Secretary shall keep the minutes of all Board and General Membership meetings of the UMSSC. All minutes will be posted in a prominent location. If the Secretary is unavailable, the President shall appoint a member of the Board to record the minutes.

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

ARTICLE V - The Executive Director

Section 1: The hiring of an Executive Director will be at the discretion of the Board of Directors based on the needs of the Center.

Section 2: The Board shall have the authority to establish the duties of the Executive Director. The Executive Director shall perform those duties established by the Board as required for the successful operation of UMSSC, its programs, activities, policies and its business functions.

Section 3: The Executive Director shall be responsible for maintaining records of all UMSSC properties and maintenance. The Executive Director shall report safety and security issues to the Board.

Section 4: The Executive Director shall attend and present a report at all meetings of the Board and the General Membership.

ARTICLE VI - Financial Accountability

Section 1: All checks shall require two signatures. Four signatures shall be listed on UMSSC's bank signature cards: President, Vice-President, Secretary, and Treasurer. In the event of a vacancy in any of these offices, the Board shall have the authority to designate a Board member to sign the signature card.

Section 2: The fiscal year shall be the calendar year from January 1 through December 31.

Section 3: 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 member. If additional data is requested for which there is a cost, it must be paid by the requestor in advance.

ARTICLE VII - Committees

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

(b) Chairpersons shall make reports as requested by the President at Board or General Membership meetings and for filing in the UMSSC archives. Chairpersons who are not members of the Board 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 the UMSSC shall be:

(a) Budget and Finance Committee

1. The Budget and Finance Committee shall prepare the budget annually, review the UMSSC's fiscal status, and make recommendations to the Board.

2. The Treasurer shall serve as chairperson of the Budget and Finance Committee.

(b) Bylaws Committee

The Bylaws Committee shall annually review the Bylaws and present recommendations to the Board. This committee shall also review any suggestions from members and report their conclusions to the Board.

(c) History Committee

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

(d) Membership Committee

1. The Membership Committee shall be responsible for recruiting and retaining membership.
2. The Membership Committee shall receive and approve all membership applications.
3. The staff shall maintain accurate records; all receipts shall be turned over to the Treasurer.
4. The Membership Committee shall provide a list of eligible voters for the Nominating Committee.

(e) Nominating Committee

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

(f) 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 VIII - Meetings

Section 1: The Board shall meet monthly; a quorum shall be more than half of the members of the current Board.

Section 2: The General Membership shall meet in March, June, September, November, and December, weather permitting.

Section 3: 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 by telephone, email, or other means.

ARTICLE IX - Nominations and Elections

Section 1: (a) No member shall hold more than one office at a time.

(b) Officers and Board Directors may serve unlimited terms.

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

(b) The Nominating Committee shall present a complete slate at the November General Membership Meeting.

Members may add nominations from the floor provided the nominee has consented in writing. Nominations are closed after members present their nominations.

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

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

Section 4: The Nominating and Membership Committees shall develop procedures for absentee voting which shall be approved and implemented by the Board, 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, the Board at its next regular meeting shall 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 shall have the option at a subsequent Board meeting to appoint a replacement. A majority of those present shall be necessary for confirmation.

ARTICLE X - Parliamentary Authority

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

ARTICLE XI - Amendment of the Bylaws

Section 1: Changes proposed by the Bylaws committee shall be submitted to the Board for action. The Board's recommendations, if any, shall then be presented at a General Membership Meeting.

Section 2: Amendments to these Bylaws may also be initiated by any member who shall propose a change in writing to the Bylaws Committee. The Bylaws committee shall review the proposal and report its conclusions to the Board at the next Board Meeting. The Board shall present its recommendations, if any, at the next General Membership Meeting.

Section 3: Any recommendation resulting from either Section 1 or Section 2 shall be presented at the following General Membership Meeting. A positive vote by two-thirds of the members (including the Board) 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 UMSSC or those we serve.
8. Attempt to interpret the needs of those we serve to the UMSSC and interpret the actions of the UMSSC 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 UMSSC is well-managed, not to manage the UMSSC.
11. Represent all those whom this UMSSC serves and not a particular geographic area or interest group.
12. Consider myself a “trustee” of the UMSSC 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 UMSSC 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.

A-1