

**TALLMAN LAKE SENIOR CENTER, INC.  
BYLAWS OF THE CORPORATION**

**(As Amended February 8, 2017)**

**ARTICLE I: THE CORPORATION**

Section A: The Corporation shall be known as the Tallman Lake Senior Center, Inc.

Section B: The purpose for which the Corporation is organized is to foster, encourage, and provide services to senior citizens, including but not limited to transportation, health, recreational, educational, nutritional, financial, and social services, and to operate and maintain a facility to provide said services in a tranquil and wholesome environment and atmosphere.

Section C: This Corporation is organized exclusively for charitable, educational, recreational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section D: No substantial part of the activities of the Corporation shall involve attempting to influence legislation nor the endorsement or political support of any candidate for public office. Notwithstanding any other provision of the articles of incorporation of the bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding section of any future federal tax code.

Section E: The Corporation shall have no seal.

Section F: The fiscal year of the Corporation shall be from January 01 to December 31.

**ARTICLE II: MEMBERSHIP**

Section A: Member Eligibility and Responsibilities

Membership is restricted to persons who qualify as “senior citizens” as defined by the United States Government and who exhibit moral and ethical principles and good conduct. Any member whose behavior violates the aforesaid code is subject to removal, provided, however, that they shall have the right to a hearing before the board of directors, whose majority vote shall prevail. Membership becomes automatic by registration of the candidate’s name, address, and telephone number with the Corporation’s secretary or center’s director, and is to include the candidate’s signature.

**ARTICLE III: BOARD OF DIRECTORS**

There shall be a board of directors whose duties shall be to conduct the business affairs of the Corporation. The board of directors shall consist of five (5) members and shall include the

following officers: President, Vice President, Treasurer, and Secretary. No employee of the Corporation shall serve as a member of the board of directors.

## **ARTICLE IV: BOARD OF DIRECTORS' DUTIES**

### Section A: Officers

President: The president shall preside at all meetings, set the agenda for all meetings, appoint persons to fill vacancies on the board of directors with board approval, appoint committees and chairpersons with board approval as required for the efficient and effective operation of the center; serve as an ex officio member of all committees, represent the membership at all social functions, and perform other duties as directed by the board. The office of president shall have no authority to act independently nor unilaterally for the Corporation without board approval. However, the board of directors shall, at their discretion, by resolution, at any time deemed necessary for the good of the organization, and only during such time, appoint the president to the position of general manager of the Corporation to oversee the Corporation's day-to-day business affairs.

Vice President: The vice president shall serve in the absence of the president and assume the duties of that office. In addition, the vice president shall serve in various capacities as requested by the president with board approval or as directed by the board of directors.

Treasurer: The treasurer shall have custody of all the Corporation's funds and shall keep financial records according to generally accepted bookkeeping practices. The treasurer shall be responsible for presenting a financial report at each board meeting, and shall pay accounts payable only on approval of the board of directors. The treasurer shall coordinate the annual budget preparation. Further, the treasurer shall post a copy of each board meeting's financial report on the center's bulletin board designed for such purposes. Additionally, the treasurer shall prepare an annual financial report for the board of directors and membership, individually for the board members and available to the membership by posting it on the abovementioned bulletin board.

The board, at its discretion, may authorize the treasurer to establish a petty-cash fund to facilitate necessary day-to-day and emergency purchases, provided, however, that the board shall set, by resolution, the maximum day-to-day or emergency expenditure permitted. Purchase of consumable goods of a cost exceeding the maximum allowed per board resolution is subject to board approval. Purchase of consumable goods and capital expenditures to add to, maintain, or improve the fixed assets of the Corporation that exceed the cap established by the Mason County Board of Commissioners in its current "County of Mason Employee Handbook" are subject to the provisions set forth in the section of the handbook pertaining to purchasing policies and procedures.

Additionally, on the occasion that an elected board member is not available to perform the duties of the treasurer, the board shall have the authority to appoint a member at large or a nonmember to the office of treasurer to perform that office. (Amended 09/17/2003.)

Secretary: The secretary shall be responsible for recording the minutes of all board meetings,

serving such notices of meetings as required; maintaining board-meeting records and correspondence; informing the board of all correspondence; and preparing the board-meeting agendas as directed by the president. The secretary shall also be responsible for maintaining an up-to-date list of members and their current addresses and telephone numbers. The board of directors may at their discretion appoint a Corporation employee as recording secretary to perform the duties of the board member elected secretary.

Compensation: No board member or members at large shall receive payment for any labors performed at the center without prior approval of the board of directors regarding the work to be done and the costs to be incurred. No repairs, alteration, or maintenance shall be made to the center's property without the approval of the board. If the board determines repairs, alterations, improvements, or maintenance to be performed on the center property requires the services of a professional, bids should be solicited as provided under Article IV, Treasurer duties, in which case qualified members will be permitted to submit bids. The board shall authorize reimbursement to any member who incurs out-of-pocket expenses while conducting board-approved center representation or service, and forthwith upon presentation of documented expenditures.

#### **ARTICLE V: BOARD OF DIRECTORS' MEETINGS**

Regular Meetings: Regular meetings of the board shall be held at a time and location as established by the board of directors at the first and annual organizational meeting of the elected officials' term year, beginning with their election held at the annual membership meetings. Said meeting days and time for the year shall be adequately posted for membership information. A board meeting shall be held every month. (Amended 11/13/2013.)

Special Board Meetings: Special board meetings may be called by the president or three board members by serving notice to all board members including the date, time, location, and the reason for the meeting and any and all pertinent information for review prior to the meeting. Notice must be made during the work week (amended 09/17/2003) at least 48 hours in advance of the meeting, and it must be posted on the center's bulletin board to provide information to general members.

Meeting Procedure: Board meetings shall be conducted under parliamentary procedure as provided under *Robert's Rules of Order* and as provided under the terms of the State of Michigan's "Opening Meetings Act."

Quorum: A quorum shall consist of at least three (3) members.

#### **ARTICLE VI: BOARD OF DIRECTORS: ELECTIONS**

Terms of Office: A member of the board of directors shall serve in office until replaced. A term consists of two (2) years. In the odd years, three (3) members shall be elected: president, secretary, and treasurer. In the even years, two (2) members shall be elected: vice president and member at large. However, at the first elections upon the new bylaws, ideally there should be five (5) candidates for the board of directors; the three (3) candidates receiving the most votes shall have two (2) year terms and the two (2) candidates with the fewer votes shall hold

office for one (1). Thereafter, the two-year term of office shall be filled by appointment by the president with the approval of the board. The term of office shall begin with their election held on the third (3rd) Wednesday of September each year.

Election of Officers: The board of directors shall select the officers for the new fiscal year from within its members at the annual organizational meeting to be held immediately following the annual meeting.

Date of Election: The election of the board of directors shall be held on the third (3rd) Wednesday of September of each year, the hours of polling to be determined by the election board, with the results to be announced at the annual general meeting that follows.

Nominating Committee: Prior to the annual election, a nominating committee of three (3) persons, to include a past president or other past presidents as chairperson, if possible, and two (2) other members appointed at large by the president with approval of the board shall provide a list of names of members who have agreed to be candidates for the office of board of directors. The number of candidates should be at least equal to the replacements required by the off/even year schedule. Any incumbent whose term is expiring and consents to be a candidate shall have their name included as their nominee. The nominating committee shall post the names of the candidates for the office on the center's bulletin board at least seven (7) days prior to the annual election. No board member shall serve on the nominating committee while in office.

Election Board: An election board consisting of three (3) members at large selected by the president and approved by the board of directors shall be responsible for conducting the annual election. They shall select a chairperson from among its members who shall present the results of the balloting at the end of the balloting at the annual membership meeting. The election board shall set the hours that the polls are open and properly advertise same to the membership at large. The ballots shall be secret and destroyed after completely recorded, with those who cast ballots remaining anonymous.

## **ARTICLE VII: BOARD OF DIRECTORS: BUDGET PROCESS**

The annual budget for the ensuing budget year shall be prepared, completed, and adopted by the first (1st) Tuesday in December each year. The board of directors is responsible for its preparation based upon information provided by the treasurer, input from committee chairpersons, and future planning for projects and center activities. The fiscal year shall coincide with the fiscal year of the Mason County Board of Commissioners, currently January 01 to December 31.

## **ARTICLE VIII: ANNUAL/SPECIAL GENERAL MEMBERSHIP MEETINGS**

Annual General Membership Meeting: The annual general membership meeting shall be held the third (3rd) Wednesday in September. The board shall present a summary and progress report for the past fiscal year, and included at the meeting shall be a report of the election results from the chairperson of the election board and the introduction of the board members.

Special General Membership Meeting: Special general membership meetings may be called by three (3) members of the board by serving notice on the center's bulletin board for notification of the general membership. The membership at large can call a special membership meeting by presenting a petition to the board of directors that contains the names and accompanying signatures of at least six (6) members. Such special general meeting notices shall include the date, time, location, the reason for meeting, and all pertinent information for review prior to the meeting. The notice must be made to the general membership at least seven (7) days in advance of the meeting by posting on the center's bulletin board.

Meeting Procedure: All meetings will be conducted according to the parliamentary procedure as provided under *Robert's Rules of Order*. The membership at large is eligible to vote at all general membership meetings.

### **ARTICLE IX: AMENDMENTS TO THE BYLAWS**

The bylaws may be amended upon recommendation of the board of directors at any annual or special general membership meeting, providing notice of the date and time of the special or annual general membership meeting is posted in a conspicuous place in the center at least seven (7) days prior to the date of the meeting, and stating and describing the proposed bylaw amendment(s). A two-thirds majority of those casting ballots shall constitute approval, providing that at least eight (8) members, including board members, are in attendance.

### **ARTICLE X: DISSOLUTION**

Upon the dissolution of the Corporation, the board of directors shall dispose of all the Corporation's assets and liabilities. Any surplus monies remaining in the Corporation accounts received from the County of Mason shall be returned; monies received through donations, private grants, gifts, or sale of the Corporation's personal property shall be distributed to organizations that perform charitable public good and qualify as tax-free, nonprofit entities.

### **ARTICLE XI: ACTS OF GOD**

An act of God refers to an accident or event resulting from severe, unanticipated natural causes, without human intervention or agency, and one that could not have been prevented by reasonable foresight or care. In the event an act of God—including severe inclement weather that prohibits the delivery of congregate meals, and/or any other condition that makes the indoor environment untenable—causes the center to close during its regular hours of operation, any regular employee that is scheduled to work during the unforeseen time of closure shall be paid the wage they are ordinarily entitled to receive. (Amended 02/02/2017.)

**ADOPTION**: The above revised bylaws of Tallman Lake Senior Center, Inc., were adopted at the February 2, 2017, board of directors' meeting and were approved to take immediate effect by a two-thirds majority of those casting ballots at the special general membership meeting held February 8, 2017.