

FRIENDS OF THE AMHERST SENIOR CENTER

BYLAWS

Article I

Name and Location of the Corporation

Section 1 – Name of Corporation

The name of this Corporation shall be "Friends of the Amherst Senior Center, Inc."

Section 2 – Principal Office

The Corporation shall have its principal office at 70 Boltwood Walk, Amherst, Massachusetts.

Article II

Purposes of the Corporation

The purposes for which the Corporation is formed are as follows:

To promote the best mental and physical well-being of all Amherst residents 60 and over to help them maintain their independence through the enhancement of Amherst Senior Center programs and services;

To raise funds for the purpose of purchasing and donating to the Amherst Senior Center any and all items of equipment, furniture, and other tangible property deemed desirable for the furtherance of their activities;

To assist in the funding of programs and activities to be conducted/sponsored by the Amherst Senior Center; and

To engage in any and all activities necessary and proper to achieve the goals of the Corporation.

Article III

Conditions of Operation

To operate exclusively for charitable, scientific, literary, and educational purposes, defined in accordance with the applicable provisions of the Internal Revenue Code of the United States.

To have and to exercise all rights, powers, and privileges which may now or hereafter be conferred by the laws of the Commonwealth of Massachusetts upon corporations formed under Chapter 180 of the Massachusetts General Laws.

Provided that in all events and under all circumstances, and notwithstanding merger, consolidation, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by operation of law, the following provisions shall apply:

1. This Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of the law, nor shall directly or indirectly engage in any activity, that would prevent this Corporation from continuing to qualify as a Corporation described in Section 501©(3) of the Code, contributions to which are deductible for federal income tax purposes.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
3. This Corporation shall not be operated for the primary purpose of carrying on trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of this Corporation shall be used nor shall this Corporation be organized or operated for purposes that are not exclusively charitable, scientific, literary, or educational within the meaning of Section 501 © (3) of the Code.
4. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to the members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth above.
5. In the event of termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to the inhabitants of the Town of Amherst with the request that the funds should be used for senior activities.

Article IV **Membership**

Membership in this Corporation shall be open to all who make a donation regardless of race, color, creed, sex, age, or national origin. Membership is understood to be for twelve months from the time of the donation.

Article V
Meetings of the Corporation

Section 1 – Annual Meeting

The annual meeting of the members of the Corporation shall be held in Amherst, Massachusetts, in the month of June of each year, or at a later date when circumstances require, to be scheduled in advance by the Board of Directors. The purpose of the annual meeting is to elect the Directors and the officers of the Board of Directors and to transact other business as may be brought before the meeting.

Section 2 – Special Meetings

Special meetings of members may be called at any time by the President or upon written application to the President or Board of Directors by ten or more of the members. Such a call shall state the place, date, time, and purpose of the meeting. All special meetings shall be held in Amherst, Massachusetts.

Section 3 – Notice of Meetings

A written notice stating the place, date, time, and purpose of each meeting of the members shall be mailed by the Clerk to each member, addressed to him/her at his/her address as it appears on the books of the Corporation or placed by the Clerk in a town-wide publication at least seven days before the meeting.

Section 4 – Quorum

At any meeting, eight members in addition to a majority of Directors are required to conduct business. Less than a quorum may adjourn any meeting without further notice.

Section 5 – Voting

Each member shall be entitled to one vote. Only votes cast in person shall be counted. All nominees shall have been contacted and shall have agreed to serve in said capacity.

Article VI
Board of Directors

Section 1 – Number

- a. The Board of Directors shall consist of seven members elected by the general membership of which two are members of the Amherst Council on Aging.
- b. Directors shall be elected at the annual meeting for a term of one year to start on July 1 and end on June 30, except for the initial Board members, whose terms shall be “staggered” as follows to avoid the annual turnover of the entire Board: three of the original Directors shall be elected to three-year terms, three others shall be elected to two-year terms, and one Director shall be elected to a one-year term. There shall be no limit on the number of terms to which a Director may be elected.
- c. No elected town official or department head shall serve on the Board of Directors.
- d. The Chair of the Amherst Council on Aging, or one co-Chair, shall sit in an *ex officio* and non-voting capacity.

Section 2 – Powers

The Board of Directors shall have and may exercise all the powers of management of the Corporation, except such as are conferred upon the members by law, by the Articles of Organization, or by these bylaws and without express or implied limitation of the generosity of the foregoing, shall have the following express powers:

The Board of Directors shall have the power to make investments, receive bequests, invest funds to lease, purchase or acquire other property, rights, licenses, or privileges, necessary or convenient for the purpose of this Corporation so far as permitted by law and at such price and consideration and generally on such terms and conditions as they think fit; to borrow money on the credit of the Corporation, to incur such indebtedness on the notes of the Corporation or otherwise as they deem necessary to secure any indebtedness by pledge, mortgages, or other collateral; to engage and appoint all reasonable salaries of the same, and to remove same at any time by a vote of the Board of Directors; and make rules and regulations for the guidance of the officers, employees, and agents of the Corporation; to designate in any emergency and otherwise what persons, officers, or agents may sign Corporate checks in addition to or in substitution for any officer or officers empowered to do so by these bylaws; to raise funds on behalf of the Corporation whether by securing loans or by soliciting donations from private persons, corporations, or foundations or from whatever source whatsoever and by any method whatsoever; and to commission regular audits of the Corporation's financial records.

Section 3 – Meetings

- a. Regular meetings or special meetings of the Board of Directors may be held at such times and at such place as the Board of Directors may by vote from time to time determine.
- b. Special meetings may be held at any time and place when called by the President, the Treasurer, or two or more Directors.
- c. A majority of the Directors then in office shall constitute a quorum at meetings of the Board of Directors. Less than a quorum may adjourn any meeting from time to time without further notice.

Section 4 – Notice of Directors Meetings

Notice of all meetings shall be given to each Director personally or by telephone, letter, or electronic mail sent to his/her business or home address at least seventy-two hours in advance of the meeting.

Section 5 – Action of the Board of Directors

- a. At an official meeting of the Board of Directors, the vote of the majority of those present, except if a larger vote is required by law, by the Articles of Organization, or by these bylaws, shall be sufficient to decide any question brought before the meeting.
- b. Any action set forth in the records of the Board of Directors which is approved in writing endorsed on the records of the meeting by all the Directors then in office shall be the valid action of the Board of Directors, whether or not a meeting was held in accordance with these bylaws.

- c. The Board of Directors shall serve as the Executive Committee, with powers to conduct the current and ordinary business of the organization, including the power to authorize purchases, sales, and contracts on behalf of the Corporation.

Section 6 – Resignations

Any Director may resign by delivering his/her written resignation to the Corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective upon its acceptance by the Board of Directors.

Section 7 – Vacancies

Any vacancy on the Board of Directors, whether caused by death, resignation, or the creation of a new position on the Board of Directors, may be filled through appointment from the general membership by the existing Directors to serve until the next annual meeting of the members. However, if the remaining Directors do not choose to fill vacancies, they may exercise the power of the full Board until new Directors are elected. The Board of Directors shall have the power to fill any vacancies among the officers of the Corporation.

Section 8 – Removals

With or without assigning cause, the Board of Directors may, by a two-thirds vote of the Directors present, remove from office other Directors or any officer, which vacancy is to be filled as herein above provided.

Article VII **Executive Officers**

Section 1 – Title and Election of Officers

The officers of the Corporation shall consist of President, Vice President, Treasurer, Assistant Treasurer, and Clerk, to be elected by the membership at the annual meeting. No more than two offices may be held by the same person and in no case shall the President hold more than one office.

Section 2 – President

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its activities, unless otherwise provided by the Board of Directors.

The President shall preside when present at all meetings of the members and at the meetings of the Board of Directors.

The President shall appoint three members to the Nominating Committee and members to the other committees as necessary.

The President shall also designate the Chair of each committee.

Section 3 – Vice President

The Vice President shall preside at all meetings in the absence of the President and shall have such powers and perform such duties as the Board of Directors may from time to time designate.

The Vice President shall be responsible for identifying, by marking, items purchased by Friends of the Amherst Senior Center.

Section 4 – Treasurer

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation, shall accept donations and sign checks on its behalf, shall arrange for accurate books to be kept of account of the affairs of the Corporation, shall prepare and present an annual financial report, and, if required by the Board of Directors, shall give bond for the faithful performance of the duties in form and amount and with such sureties as may be determined by the Directors. Bond premium for surety shall be borne by the Corporation. The Treasurer shall make the books of the Corporation available to an auditor chosen by the Board of Directors at periodic intervals.

Section 5 – Assistant Treasurer

The Assistant Treasurer shall have such powers and shall perform such duties as the Board of Directors shall from time to time designate and shall assist the Treasurer in all ways possible.

Section 6 – Clerk

The Clerk shall keep a record of the meetings of members and meetings of the Board of Directors. In the absence of the Clerk from any meeting, the presiding officer shall designate a temporary Clerk.

The Clerk shall be responsible for notification of all meetings.

The Clerk shall provide the members of the Board of Directors with a copy of the minutes of meetings of the Corporation and of the Board of Directors.

The Clerk shall prepare and provide an annual inventory of all purchases made by the Friends of the Amherst Senior Center.

Article VIII **Committees**

Section 1 – Advisory Committee

The Board of Directors may from time to time appoint one or more Advisory Committees whose members need not be Directors. The function of such committees shall be to advise and assist the Board of Directors in carrying out the purposes of the Corporation.

Section 2 – Nominating Committee

A Nominating Committee shall be appointed by the President prior to the annual meeting, consisting of three members of the Corporation, to prepare and present at the annual meeting a slate of members nominated to serve as Directors and officers for the coming fiscal year.

Section 3 – Other Committees

Other committees, which may include Membership, Ways and Means, and Publicity, shall be appointed by the President as needed.

Article IX
Fiscal Year

The fiscal year of the Corporation shall be from July 1 through June 30.

Article X
Miscellaneous Provisions

Section 1 – Execution of Instruments

Unless otherwise determined by the Board of Directors, all deeds, leases, contracts, assignments, instruments of transfer, proxies, and other instruments shall be signed by the Treasurer and the President. All checks drawn on accounts of the Corporation shall be signed by either the Treasurer or the Assistant Treasurer and, if the amount of the check exceeds \$500 (five hundred dollars), by both the Treasurer and the Assistant Treasurer.

Section 2 – Amendment

At a meeting of the Corporation, these bylaws may be amended by a two-thirds vote.

Section 3 – Purchases

All purchases made by Friends of the Amherst Senior Center shall not be removed from the Senior Center premises unless permission is granted by the Board of Directors.

Article XI
Parliamentary Authority

The rules contained in the current edition of Roberts' Rules of Order as most recently revised shall govern the Corporation in all cases to which they are applicable and are not inconsistent with these bylaws or with any special rules of order the Corporation may adopt.

Date of Adoption: July 6, 2007
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