

## **HERNDON SENIOR CENTER COUNCIL, Incorporated BYLAWS**

ARTICLE I: NAME AND OFFICE: The name of the Corporation is “Herndon Senior Center Council, Incorporated.” The Herndon Senior Center Council, Inc. holds meetings at the Herndon Senior Center on 873 Grace Street in Herndon, Virginia.

### ARTICLE II: CORPORATE PURPOSES:

Section 1: Purpose: The purpose of the Corporation shall be as set forth in the Articles of Incorporation, as the same may be modified and amended. The Corporation shall carry out such purposes in accordance with the Articles of Incorporation and these Bylaws, including, but not limited to:

- A. Provide a forum for discussion of concerns and suggestions, potential opportunities, and identifying needs of the Herndon Senior Center members.
- B. Cooperate with the Fairfax County agencies, local governmental units, and community organizations to promote activities that will benefit senior adults.
- C. Advise the Herndon Senior Center Director and the Fairfax County Department of Neighborhood and Community Services (DNCS) regarding programs and operation of the Center.
- D. Seek and receive funds and property by gift, transfer, devise, or bequest, and may administer and apply such funds only in the furtherance of these purposes.
- E. Provide direct assistance with planning and funding of programs, classes, and activities to address physical, mental, social, and spiritual needs of the Herndon Senior Center members.

Section 2: Assets: The assets of the Herndon Senior Center Council, Incorporated, will at all times be dedicated to the purposes set above, and none of the net earnings will inure in whole or in part to the benefit of any Corporate Board member or private individual.

### ARTICLE III: DIRECTORS, OFFICERS, LIAISONS:

Section 1: Directors: The Board of Directors, hereafter referred to as the Board, will be composed of the President, Vice President, Secretary, Treasurer, Assistant Treasurer, and up to four Directors at Large. These Directors are voting members of the Board and are elected for a two year term, according to Section 8. They will be eligible to succeed themselves in the same position for two additional terms.

Section 2: Ex officio Directors are not restricted regarding age, residency, or membership with the Herndon Senior Center. An appointment of an *ex officio* Director is made by a vote of the Board and serves at the pleasure of the Board. An appointed *ex officio* Director is ineligible to vote.

The Director of the Herndon Senior Center will be a permanent *ex officio* Director and is ineligible to vote.

Section 3: Liaison(s) appointed by an allied external organization to work with the Herndon Senior Center Council, Inc. on behalf of the senior center members, will receive and share public information. Liaison(s) are ineligible to vote.

Section 4: Compensation: Directors shall receive no compensation for corporate activities. Reimbursements for approved expenditures will be made.

Section 5: Officers; the officers will consist of the President, Vice President, Secretary, and Treasurer.

The *President* will preside at all meetings of the Board and will perform other such duties as are incident to his or her office or are properly required of him or her by the Board. The *President* (or his or her designee) serves as the official spokesman for the Board.

The *Vice President* will exercise the authority of the President in his or her absence and perform other such duties as may be assigned to him or her by the President or Board.

The *Secretary* will be responsible for recording the minutes of the Board meetings, and maintaining other records as may be required of him or her by the President or Board, and assure Corporate records are maintained.

The *Treasurer* has oversight of the bank account(s) and reporting monthly on the status of the account(s) to the Board. He or she will prepare an annual budget, complete end of fiscal year reports, arrange for the annual external review, and identify and comply with State and Federal requirements.

Section 6: Officers, Director(s), Directors at Large, and ex officio Directors: Members in these positions shall be aware of the statutes and regulations of being a non-profit organization; will exercise reasonable care regarding actions that could effect the members that elected them; will prevent and avoid any and all conflicts of interest; and will take action to maintain the tax exempt status of the organization.

Section 7: Nominations for the Board: Nominees for positions with voting privileges must be members of the Herndon Senior Center in good standing. Members interested in serving on the Board will be notified in the center newsletter to submit their own names, during an election year, in the month of May for the election which will be held that same year the third week of June. Applying for any Board position will require a written response to questions included on the nomination form (in Procedures Part A.IV). Any board member may bring a nomination for an ex-officio board position to the Board.

Section 8: Elections: Herndon Senior Center members in good standing are eligible to vote in an election year by secret ballot the third week of June. Elections will be held for each Officer/Director positions with more than one applicant, and for Director at Large positions, when there are five or more applying. If two applicants receive the same number of votes for a position, there will be a new ballot with only those two applicants voted upon. Unopposed applicants and those receiving the most votes are elected to the

Board. The elected Directors will begin their term July 1 and end their term June 30 at the end of the two year term. Notification of those elected will be by email and/or posting.

Section 9: Meetings: Regular meetings of the Board will be held on the second Wednesday of every month, with the annual meeting held in July. If the second Wednesday of the month falls on a holiday, the regular meeting will be scheduled for the third Wednesday of the month, or if a meeting date must be changed it will be by vote of the Board. Special meetings of the Board may be called by the President, or may be called by the Secretary only upon the receipt of a written request signed by at least three members of the Board. The Secretary will notify Board members three (3) days prior to the meeting, and the notice will state the purpose of the meeting.

Section 10: Vacancies: Any Director position with voting privileges that becomes vacant may be filled for the unexpired term of office by a majority vote of the board at a regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of the President will be filled automatically by the Vice President and the resulting vacancy in the office of the Vice President will be filled by the Board. All persons filling vacant positions with voting privileges must be members of the Herndon Senior Center in good standing. *Ex officio* positions may be filled by the Board at any time and the length of service will be specified upon appointment.

Section 11: Resignation and Termination:

Resignations from the Board must be received by the President or Vice President.

A Director may be removed for any cause by a vote of the Board.

After three (3) absences from meetings in 12 consecutive months, within a term, the position will be considered vacant and the position may be filled according to Article III Section 10.

#### ARTICLE IV: COMMITTEES:

Section 1: Appointing Committees: The Board may each year appoint committees to advance the work of the Herndon Senior Center Council, Incorporated, in such matters as Bylaws, fundraising, educational events, and trips. Committee members may be selected from the Board and from the Herndon Senior Center membership. Such committees will always be subject to the final authority of the Board. Special committees may also be appointed by the Board or President to aid on particular projects.

Section 2: Terminating Committees: Any committee, or committee appointments, may be terminated by a vote of the Board. The Board may appoint successors to those appointees whose services have been terminated, if a committee is continuing.

#### ARTICLE V: GENERAL PROVISIONS:

Section 1: Quorum: A majority of voting Directors present constitutes a quorum.

Section 2: Parliamentary Authority: The current edition of Robert's Rules of Order Newly Revised is the Parliamentary Authority with approved Special and Standing rules.

Section 3: Calendar: The fiscal year of the Herndon Senior Center Council, Inc. will begin on the first day of July, and end on June 30 of each year.

Section 4: Release of Records: Approved minutes and financial reports may be made available to the Center membership, or the public, upon the receipt of a written request.

Section 5: Amendments: Amendments to the Bylaws may be proposed by a resolution of the Board and will be adopted at the next regular meeting by a 2/3 vote of the Board members in attendance at a duly constituted meeting.

Section 6: Dissolution: Upon the dissolution of the Herndon Senior Center, the Corporation will be dissolved and will distribute, once lawful obligations and other requirement of the law have been met, all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Revised and Adopted March 8, 2017  
Revised and Adopted October 12, 2016  
Revised and Adopted June 8, 2016  
Revised and Adopted December 9, 2015  
Revised and Adopted February 25, 2015  
Revised and Adopted June 12, 2013  
Adopted: April 11, 2012