

# **Indian River Senior Center, Inc.**

## **Amended and Restated By-Laws September 23, 2019**

### **Article I**

#### **Name & Location**

Section 1 - The corporate name of this organization is "Indian River Senior Center, Inc.", hereinafter referred to as "IRSC".

Section 2 - IRSC was incorporated in the State of Delaware on October 19, 1971 as a non-profit 501 (c) (3) corporation.

Section 3 - The registered office and location of the Corporation's records is:  
214 Irons Avenue  
Millsboro, Delaware 19966

Section 4 - The Fiscal year of the Corporation shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

### **Article II**

#### **Purpose**

Section 1 - IRSC is a non-profit, non-denominational, non-sectarian corporation that exists to provide social, educational, recreational, physical and emotional support and entertainment to seniors. The IRSC shall provide constructive activities and assistance to help the members improve their quality of life, maintain their independence and help with life changes associated with aging. IRSC shall offer programs and services that will enable the members to age with dignity and without degradation. These goals shall be in accordance with the Delaware State guidelines on aging. The IRSC shall not participate in or intervene in any political activities or campaigns for candidates to public office.

### **Article III**

#### **Membership**

Section 1 - Any person fifty (50) years of age or above or who has retired early due to a disability, regardless of race, creed, color, sex, national origin, sexual orientation and gender identity having signed an application and paid the current annual dues shall be accepted as a member of IRSC. A spouse of a qualified member may become a member regardless of age.

Section 2 - The annual membership term is the calendar year January 1<sup>st</sup> through December 31<sup>st</sup>. Renewal dues are to be paid by January 15<sup>th</sup> of the then current calendar year. A late fee of \$10 shall be assessed after January 15<sup>th</sup>.

Section 3 - Individuals applying for membership for the first time between January 1 and June 30<sup>th</sup> shall pay the full dues amount; between July 1<sup>st</sup> and September 30<sup>th</sup> shall pay one half the dues amount; between October 1<sup>st</sup> and December 31<sup>st</sup> will be free if the dues for the following calendar year are paid at this time. A reduction in the dues amount may be made by the Director based on the needs of the applicant. Individuals reaching the age of ninety (90) receive free membership.

Section 4 - The annual dues may be increased if deemed necessary by a quorum (5 of 9) vote of the Board of Directors on an annual basis.

Section 5 - Each IRSC member shall have one vote for any event requiring voting by the membership. There shall be no proxy votes. Voting may occur either by being present at the meeting or by filling out an absentee ballot obtained from the Director.

## **Article IV**

### **Board of Directors**

Section 1 - The Nominating Committee shall interview and screen potential Board of Directors members according to the approved committee procedures. Potential Board of Directors members shall be recommended by the Nominating Committee at the October meeting. The slate of candidates shall appear in the November/December Newsletter, on the IRSC website and posted at the Center. Board members shall be voted on by a majority of the membership ballots submitted and counted at the December meeting. The votes will be counted by the Election Committee. Only members in good standing will be eligible to vote. Ballots must be filled out according to directions or they will be discarded. The new Board of Directors shall assume office January 1<sup>st</sup>.

Section 2 - The Board of Directors responsibility is to provide policy and direction in support of the IRSC's mission and shall consist of nine (9) members.

Section 3 - If a vacancy occurs due to death, resignation or otherwise, a majority of the Board of Directors shall appoint a new member to fill the position until the next Board of Directors election. This person may be selected from a file of candidates who applied prior to the most recent vote or from new candidates who have been vetted by the Nominating Committee.

Section 4 - Any member of the Board of Directors may be removed for just cause at any time by a quorum (5 of 9) vote of the Board of Directors, provided a hearing is first held to which the Member in question has been notified by Certified Mail.

Section 5 - Each Board of Directors member shall be appointed for an elected term of three (3) years. A Board of Directors member who has served two (2) consecutive terms on the Board of Directors cannot be elected again for a period of one (1) year. Following such one (1) year absence from the Board of Directors they shall be eligible to serve on the Board of Directors again. Terms shall be staggered so that only about one third (1/3) of the Board will be elected every year. For the 2020 Board the following terms will be filled based on the number of votes cast with the most votes applying to the longer term: three (3) three year terms, three (3) two year terms, three (3) one year terms. As these terms expire they will revert to the original intent of a staggered system with all subsequent terms being for three (3) years.

Section 6 - The property and business of IRSC shall be managed under the direction of the Board of Directors.

Section 7 - The Board of Directors shall establish broad policies and approve general programs for IRSC, being mindful of the mission and welfare of IRSC and its members.

Section 8 - The Board of Directors shall be required to approve all non-budgeted expenditures greater than \$2,500.

Section 9 - The Board of Directors shall not be paid trustees, agents, or employees of IRSC or receive a fee for services rendered as a Board Member. No member of the Board of Directors shall be related to a member of the staff. No one serving on the Board of Directors may be related to or residing with anyone else currently serving on the Board.

Section 10 - All Board of Directors Members are required to sign annually a Confidentiality Agreement developed and approved by the Board of Directors.

## **Article V**

### **Officers**

Section 1 - The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer.

Section 2 - The Board of Directors shall elect their Officers from the elected Board. In the event of an illness or if an Officer is unable or incapable of fulfilling their position, the Board of Directors will have the ability to remove and replace them by majority vote of the Board of Directors.

Section 3 - The Officers shall be elected annually by the Board for a one (1) year term at the January Meeting of the Board of Directors. If a vacancy occurs after the January Meeting, that vacancy of an Officer may be voted on at any Meeting of the Board of Directors for the unexpired portion of that term.

Section 4 - No person may hold more than one Officer's position at the same time.

Section 5 - President: It shall be the duty of the President to preside at all meetings of the Board of Directors; to see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have the general supervision and direction of the other Officers of the Corporation and shall see their duties are properly performed. The President shall accept and/or appoint Board of Directors members to chair any committees.

Section 6 - Vice President: The Vice President shall be vested with the authority required to perform all the duties of the President in his/her absence or disability and shall perform other duties as may be prescribed by the Board of Directors.

Section 7 - Secretary: The Secretary shall oversee the recording of all meetings of the IRSC and the Board of Directors. The Secretary shall act as Clerk thereof and shall transcribe all Board of Directors meetings into minutes of record. The Secretary approved minutes of every meeting shall be kept in a binder in the IRSC office and shall be signed by the Secretary. Any backup tape recordings shall remain at the IRSC within a secured location. The Secretary, or the Director at the Secretary's direction, shall post the agenda for the next Board of Directors Meeting on the IRSC bulletin board seven (7) days prior to the scheduled meeting. Minutes of the previous Board of Directors Meeting shall be posted once approved by the Board.

Section 8 - Treasurer: The Board of Directors shall confer on the Treasurer and/or the President the responsibility of all bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and other documents that shall be signed. Checks shall be signed by any two (2) of the four (4) Officers or by one (1) of the four (4) Officers and either the Director or Staff Accountant. The Treasurer shall monitor accounts of receipts and disbursements subject to the order of the Board of Directors. The Treasurer shall present a monthly statement at each Board Meeting and is responsible for giving an annual report of the financial status of the Corporation. The Treasurer shall insure that the books are kept in proper balance and have them ready for external auditing annually. A copy of the Auditing Report shall be submitted to the Board of Directors for review. The Treasurer shall submit an Annual Budget for the next fiscal year for examination and approval by the Board of Directors.

## **Article VI**

### **Executive Director**

Section 1 - The Board of Directors shall be responsible for employing an Executive Director, who shall be approved by a quorum (5 of 9) vote of the Board of Directors.

Section 2 - The Director has the responsibility and authority to run the operations of IRSC on a daily basis including the supervision of the office staff.

Section 3 - The Director will obtain the prior approval of the Board of Directors on all staff employment and dismissal decisions.

Section 4 - When the Director is absent the Staff Accountant will assume the Director's duties.

Section 5 - The Director will attend all Board of Directors meetings as a non-voting participant. The Director may attend Committee meetings upon receiving an invitation by the Committee Chairperson.

## **Article VII**

### **Committees**

Section 1 - Committees shall be determined and established by the Board of Directors as necessary. Committees may include but not be limited to: Executive, Finance, Nominating, Election and By-Laws. Each Committee shall be chaired by a member of the Board of Directors.

Section 2 - Each Committee must submit minutes of all meetings held.

Section 3 - The Executive Committee shall consist of the Officers of the Corporation; President, Vice President, Secretary and Treasurer.

Section 4 - The Executive Committee shall act for the Board of Directors and the Corporation whenever there is an EMERGENCY and the full Board of Directors are unavailable. They shall have powers of the Board of Directors but not to alter or repeal the By-Laws, or incur a non-emergency expenditure over \$5,000 not previously authorized by the Board of Directors in the annual budget or at a previous Meeting of the Board of Directors. The Executive Committee shall, within three (3) days, inform the full Board of Directors in writing, the nature of the emergency, the steps taken and provide a full explanation of the expenditures prior to the next regularly scheduled Meeting of the Board of Directors. The Board of Directors shall consider a vote ratifying any emergency actions at that meeting.

Section 5 - An affirmative quorum vote (3 of 4) of the members of the Executive Committee shall be necessary for its adoption of any resolution.

## **Article VIII**

### **Meetings**

Section 1 - A meeting of the Board of Directors shall be held each month on the third (3<sup>rd</sup>) Wednesday of the month. Meeting dates, times and places will be determined at the first Board of Directors meeting each January. Subsequent or alternate dates, times and places shall be at the discretion of the President of the Board of Directors.

Section 2 - The Board of Directors shall hold periodic informational meetings for the members as it deems necessary. These meetings are open to all members in good standing.

Section 3 - At Board of Directors Meetings items of business shall be discussed, then motions shall be made, seconded and then voted on. A quorum of (5 of 9) of the then current Board of Directors must be present for the transaction of business by the Board of Directors.

Section 4 - Special meetings of the full Board of Directors may be called by the President with a three (3) business day notice or less.

## **Article IX**

### **Attendance**

Section 1 - If any member of the Board of Directors fails to attend, either in person or by conference call, four (4) Meetings of the Board of Directors in a twelve (12) month period, special meetings excluded therefrom, such failure to attend shall be grounds for removal of that Board Member from the Board. (See Article IV, Section 3) The Secretary shall maintain the attendance of all Board of Directors Meetings.

## **Article X**

### **Amendments of By-Laws**

Section 1 - The By-Laws may be amended by the Board of Directors by a quorum (5 of 9) vote of the Board of Directors at any Board Meeting, provided a copy of the proposed amendment or amendments is given to each member of the Board at least one (1) month prior to the date of the meeting at which time such amendment or amendments are considered. The amendments shall be effective upon approval by a quorum vote (5 of 9) of the Board of Directors.

## **Article XI**

### **Indemnification**

A Board Director of this corporation shall have no personal liability to the corporation or its members for monetary damages for breach of fiduciary duty as a Board Director, provided that this provision shall not eliminate the liability of a Board Director (i) for any breach of the Board Director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the Board Director derived an improper personal benefit.

(a) This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this corporation) by reason of the fact that he is or was a Board Director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a Board Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this corporation to procure a judgement in its favor by reason of the fact that he is or was a Board Director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a Board Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation and

except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or other such court shall deem proper.

(c) Expenses incurred by a Board Director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of such Board Director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in Section 145 of the Delaware General Corporation Law. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(d) In addition to the right of indemnification provided for in paragraphs of this ARTICLE, this corporation shall, to the fullest and broadest extent permitted by applicable law, including, without limitation, Section 145 of the Delaware General Corporation Law as it may be amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

(e) The right of indemnification provided by this ARTICLE shall apply as to action by any person in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Board Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(f) The right of indemnification provided by this ARTICLE shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested Board Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The right of indemnification provided by this ARTICLE shall be deemed to be a contract between this corporation and each Board Director, officer, employee or agent of this corporation who serves in such capacity, both as to action in his official capacity and as to action in another capacity while holding such office, at any time while this ARTICLE and the relevant provisions of the General Corporation Law of the State of Delaware and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

(h) Notwithstanding any provision of this ARTICLE to the contrary, this corporation may, but shall not be obligated to, purchase insurance on behalf of any person who is or was a Board Director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a Board Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this corporation would have the power to indemnify him against such liability.