

**TOMPKINS COUNTY SENIOR CITIZENS COUNCIL, INC.,  
DBA LIFELONG  
119 WEST COURT STREET, ITHACA, NY 14850**

***BYLAWS***

**ARTICLE I. ORGANIZATION AND PURPOSE**

The Tompkins County Senior Citizens Council, Inc. (hereafter the Council) is a voluntary not-for-profit membership organization of persons who support and accept the purposes set forth in the Articles of Incorporation and listed below:

**A. PURPOSES:**

**To give** leadership to senior citizens of Tompkins County in developing activities and resources which promote healthy and satisfying life experiences.

**To recruit** and assist volunteers to plan and operate programs for senior citizens through Council activities.

**To employ** and support a staff to assist in developing and operating such activities and resources.

**To establish** and maintain one or more activity centers for senior citizens of the City of Ithaca and Tompkins County.

**To coordinate** and assist senior citizen groups in Tompkins County.

**To work** with other organizations providing services to seniors in maintaining an adequate network of services to senior citizens

- B. FUNDING:** Support for the operation of the Council and its programs is drawn from membership and other contributions, fundraising activities, results of capital campaigns, fees for participation in activities and learning programs, **various organizations**, foundations, trusts, bequests, and allocations from local, state and federal governments.

If there is any conflict between the provisions of the certificate of incorporation and the bylaws, provisions of the certificate of incorporation shall govern.

**ARTICLE II. FISCAL YEAR**

The fiscal year shall be January 1 to December 31. The accounts of the Corporation shall be officially audited at least once in every **five**-year period and may simply be reviewed all other

years by an independent certified public accountant who is not an officer, board member or employee of the Corporation.

### **ARTICLE III. MEMBERSHIP**

Membership in the Council is open to all Tompkins County adults **over age 50** without regard to race, sex, religious affiliation, ethnic origin, mental or physical disability, income, political affiliation, sexual orientation, or marital status. Membership shall be through a minimum financial contribution as established by the Board of Directors.

### **ARTICLE IV. BOARD OF DIRECTORS**

- A. The government of this corporation is vested in a Board of Directors consisting of between eleven (11) and sixteen (16) persons approximately one-third of whom are elected each year to a three-year term. No director may serve more than two full three-year terms consecutively. Vacancies in unexpired terms on the Board may be filled by the Board at the next regular meeting after the vacancy occurs or at an earlier special meeting. **A person who has filled a Board vacancy of one year or less shall be eligible for two additional three-year terms. A director having filled a vacancy on the Board for more than one year shall be eligible for only one consecutive three-year term.**
- B. Directors are elected by a majority vote at the Annual Meeting of the Council from a slate prepared by the Nominating Committee. Nominations are welcome from any and all Council members but must be received by the Nominating Committee no later than January 1 each year.
- C. The Board of Directors shall be responsible for the management and operation of the Council, including but not limited to the following:
1. Provision and maintenance of suitable headquarters for the organization and one or more activity centers.
  2. Review and approval of the annual budget and general oversight of financial operations.
  3. Approval and promotion of the Council's programs and services and determination of priorities, goals and objectives. The Board may choose to sponsor adjunct programs that serve senior citizens.
  4. Employment of the Executive **Director** and approval of his or her job description.
  5. Review and approval of plans, reports, and recommendations of Council committees and standing committees of the Board.

6. Review and approval of guidelines for the management of investments or special funds of the corporation.
  7. Conduct of such other business as is needed to support or extend the work of the Council.
- D. The Board shall meet at least six times a year and on call by the President or by petition of at least seven Board members
  - E. Notice of a Special Meeting of the Board of Directors shall be served personally or by mail, telephone, fax, email or text upon each Director at least two (2) days before the date of the meeting and shall state the purpose, the time when and the place where the meeting is to be held.
  - F. Attendance at Board of Directors' meetings, shall be governed by the attendance policy in Board Policies.

#### **ARTICLE V. ELECTION OF OFFICERS**

- A. No later than one month prior to the Annual Meeting the Nominating Committee shall submit to the Board of Directors nominations for the offices of President, Vice President, Secretary, and Treasurer.
- B. The election of new officers by the members of the Board of Directors present shall take place at a board meeting prior to the annual meeting. Their term of office to begin at the close of the annual meeting.
- C. No two offices may be held by the same person.
- D. The term of office for each officer shall be for one year. No person shall be eligible for election to the same office for more than three consecutive terms.

#### **ARTICLE VI. EXECUTIVE COMMITTEE**

The Executive Committee shall include the President, Vice President, Secretary, Treasurer, and one member of the board may be appointed at large by the President. It shall meet upon request of any member of the Committee. The Executive Committee shall make recommendations to the board and initiate other actions as may be necessary subject to the approval of the Board at its next meeting. The Board may limit or more specifically define the powers of the Executive Committee.

#### **ARTICLE VII. DUTIES OF OFFICERS**

- A. The **PRESIDENT** shall preside at all meetings of the Council and Board of Directors; appoint the Chairpersons of such committees as may be authorized by the Board; make written reports as are ordered by the Council; and be an ex-officio member of all committees except the Nominating Committee.

- B. The **VICE PRESIDENT** shall temporarily assume the office of the President in the latter's absence or when a vacancy occurs and perform such other duties as the Board or the President may assign.
- C. The **SECRETARY** shall be responsible for assuring that notice is given and that minutes of all meetings of the Board are kept; maintaining the records, other than financial, of the Corporation; and shall perform other duties as may be assigned to him/her by the Board of Directors or the President.
- D. The **TREASURER** shall be chair of the Budget and Finance Committee; shall oversee the keeping of accurate financial records of the Council and shall make report of the financial condition of the Council at the Annual Meeting and such interim reports as may be called for by the Board, and shall perform other duties as may be assigned to him/her by the Board **of Directors or the President**.
- E. It shall be the further duty of all officers to supervise the preservation of all records of their respective offices with due regard for safety and availability and to transmit them to new officers or the Council files.

#### **ARTICLE VIII. MEETINGS**

- A. **Annual Meeting:** The Council shall meet annually at a time, place and date determined by the Board of Directors. Notice of the Annual Meeting shall be given to the general public at least one month prior to the meeting. The purpose of the Annual Meeting shall be to: receive the report of the Nominating Committee, conduct the election of members of the Board of Directors, the members of the Nominating Committee for the following year, receive and act as necessary on the reports of the President and Treasurer; and transact any other business as may come before the meeting. Notice of the purpose, time and place shall be provided to the membership and the general public by posting in the Senior Center and/or by publication in local media at least 30 days in advance of any such meeting.
- B. The Board of Directors of the Council or the President of the Board may call a special meeting of the membership. Notice of the purpose, time and place shall be provided to the membership and the general public by posting in the Senior Center and/or by publication in local media at least seven days in advance of any such meeting.
- C. The meetings of the Board of Directors are open to attendance by members of the Council except that portion of the meetings that occurs in executive session.

#### **ARTICLE IX. **NOMINATING COMMITTEE OF THE COUNCIL****

- A. There shall be a Nominating Committee of the Council. The Committee shall be composed of **at least** two (2) Council members who are nominated by the **current**

Nominating Committee and who are approved by the membership of the Council at the annual meeting. The Committee shall include broad representation from the membership of the Council. This committee shall be composed of at least **two** board members together with members-at-large from the Council and shall serve for one year. The committee chairperson shall be appointed by the President of the Board of Directors.

- B. The Nominating Committee is responsible for preparing a slate of people for election to the Board of Directors at the Annual Meeting.
- C. The Nominating Committee shall also develop and maintain a list of qualified persons who might serve at another time or who might be available for committee assignments or other Council tasks.
- D. No later than one month prior to the Annual Meeting the Nominating Committee shall submit to the Board of Directors nominations for the offices of President, Vice President, Secretary, and Treasurer.

#### **ARTICLE X. COMMITTEES OF THE COUNCIL**

Committees of the Council are advisory in nature, and may include Council members and others with an active interest in Council objectives, operation and program. The President of the Board shall create such Committees in any year in which they are deemed advisable, shall appoint the Chair and the members of any such committee, shall include at least one member of the Board, and may appoint Lifelong members who are not Board members. The membership of Council Committees must be confirmed by the Board of Directors.

#### **ARTICLE XI. STANDING COMMITTEES OF THE BOARD**

There shall be three standing committees of the Board of Directors: Human Resources, Budget & Finance, and Board Governance. The chair of the Budget and Finance Committee shall be the Treasurer. The Chairs of the Human Resources Committee and Board Governance Committee shall be appointed annually by the President. Each standing committee shall be made up of at least two (2) members of the Board of Directors who shall be chosen by the President. Standing committees shall report to the Board **as necessary**.

- A. **HUMAN RESOURCES:** The Human Resources Committee is responsible for:
  - 1. Functioning as the Evaluation Committee for the annual review of the Executive Director.
  - 2. Monitoring the Executive Director's conduct of all aspects of her/his position (except for finances which are monitored by the Budget and Finance Committee) including staff performance evaluations, human resource management, staff cohesion, and

program efficiency and effectiveness; and hearing any complaints about the job performance of the Executive Director.

**B. BUDGET AND FINANCE:** The Budget & Finance Committee is responsible for:

1. Review and approval of the annual budget as proposed by the Executive Director and for making recommendations thereon to the Board of Directors.
2. Reviewing and reporting to the Board on income and expenditures.
3. Recommending action on unusual expenditures or special funds.
4. Overseeing the management of the Endowment funds and other financial accounts.

**C. BOARD GOVERNANCE:** The Board Governance Committee is responsible for:

1. The orientation and mentoring of new members, development and conduct of a program of education for Board members, recommendation of goals for the Board of Directors and each of its members each year, and a program of evaluation of the success of the Board and of self-evaluation of the success of each member.
2. The Secretary shall provide information about the attendance of Board members at meetings of the Board of Directors to the Board Governance Committee. The Committee shall contact Board members with frequent absences, excused or unexcused, to determine whether they are able to improve their attendance.
3. Periodically review the Council's Bylaws and the Board Policies to determine whether they need adjustment and to recommend such adjustments to the Board.

## **ARTICLE XII. EXECUTIVE DIRECTOR**

The **Executive Director** is employed by the Board on recommendation of a Search Committee appointed by the President of the Board of Directors. She/he is responsible for carrying out approved policies and programs of the Council, for directing and coordinating the activities of Council staff, for evaluating staff, hiring and firing of staff, for fiscal operations, and for participating in and maintaining Council relationships with the community.

## **ARTICLE XIII. QUORUM**

A quorum at any regular or special meeting of the Board of Directors shall be one more than half of the elected directors including one officer. **If neither the president nor vice-president is present at a Board meeting, members should elect a temporary chairman to preside during that session. Such elected temporary chairman should have no conflicts of interest with any of the items on the meeting's Agenda.**

#### **ARTICLE XIV. AMENDMENTS**

These bylaws may be amended at the Annual Meeting or at any Special Meeting of the Council by a majority vote of those members present. The proposed amendments shall be made available for inspection by the membership at the principal offices of the Senior Citizens' Council for at least 30 days prior to the date of the annual meeting or special meeting at which they will be voted upon.

#### **ARTICLE XV. DISTRIBUTION OR DISSOLUTION OF CORPORATION**

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes), and no member, trustee, officers of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

This organization may be dissolved by a two-thirds majority vote on a dissolution plan to be submitted by the board of directors in accordance with the requirements of New York Not-for-Profit Corporation Law. Upon dissolution of the organization, any residual assets shall be donated to a not-for-profit organization (s) with a similar purpose.

#### **ARTICLE XVI. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

The Corporation shall, to the fullest extent permitted by law under the particular circumstances, indemnify its directors, officers, employees and other personnel.