

WASCA BYLAWS  
Waterbury Area Senior Citizens Association Bylaws

BYLAWS  
WATERBURY AREA SENIOR CITIZENS ASSOCIATION

Section 1.: NAME, PURPOSE, DISSOLUTION, LOCATION, FISCAL YEAR.

1.1 Name

The official name of the organization is Waterbury Area Senior Citizens Association, hereinafter called "the Association".

1.2 Purpose

The Association is a non-profit organization dedicated to the planning, development, and coordination of a comprehensive service system including social, educational, charitable and nutritional services that support older persons in leading healthy, independent, meaningful and dignified lives in their own homes and the community as long as possible.

To the extent consistent with the above, the Association shall have all powers and duties not inconsistent with Vermont law.

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 (IRC), and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the IRC) and does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

**WASCA BYLAWS**  
**Waterbury Area Senior Citizens Association Bylaws**

**1.3 Dissolution**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the remaining assets of the Association by causing same to be transferred, conveyed, distributed, or assigned to an organization and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the IRC of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of Washington County, exclusively for such purposes or to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

**1.4 Location**

The principal office of the Association shall be in Waterbury, VT. The public service area of the Association shall include the town of Waterbury and its surrounding towns. The facility shall be the Waterbury Senior Citizen Center, hereinafter called "the Center".

**1.5 Fiscal Year**

The fiscal year of the Association is October 1 to September 30.

An outside audit of the Association shall be completed within 60 days of the close of the fiscal year.

**Section 2: MEMBERSHIP**

The Center membership is free and open to all persons; volunteer contributions are encouraged and accepted.

WASCA BYLAWS  
Waterbury Area Senior Citizens Association Bylaws

Section 3. THE BOARD OF DIRECTORS OF THE ASSOCIATION

3.1 Responsibilities

The Board of Directors is responsible for the overall management and performance of the Association.

1. The Board has full authority and leadership for policy decision, approval of Association plans, deciding primary strategy directions and setting organizational goals.
2. The Board is responsible for the financial health of the Association and shall authorize budget plans, work actively to secure needed funding for the Association by conducting fund raising drives and other revenue producing programs, and ensure that the Association has a strong fiscal accounting system to track and control expenditures against the budget plan.
3. The Board is responsible for general publicity for the Association and the development of strong community relations. The Board shall work to foster appropriate contacts in a community with key town representatives, business groups, service providers and other persons able to support senior rights, needs and interest.
4. The Board shall hire, supervise and evaluate the performance of the Director of the Center.
5. The Board is responsible for its own ongoing skill development and increasing its capacity to support a highly successful Association.
6. The Board is responsible for evaluating the overall performance of the Association in achieving its mission and enacting performance improvements.
7. **Registered Agent.** The Registered Agent shall be designated by the Board of Directors from time to time to serve at its pleasure. The Registered Agent or Clerk shall have no authority to order that any expenses of the Association be paid, nor shall the Registered Agent or Clerk have any authority to review any expenses of the Association. The sole purpose of the registered agent shall be to receive service of process and to perform the

WASCA BYLAWS  
Waterbury Area Senior Citizens Association Bylaws

ministerial duties as provided under the Vermont Nonprofit Corporation Act, Title 11B, VSA (the Act).

### 3.2 Composition

The Board of Directors shall include minimum of seven (7) members and a maximum of nine (9)members.

Members must be residents of the service area as defined in section 1.4 and overall membership should reflect the geographic, economic, demographic and cultural patterns of this service area.

Board members shall serve without remuneration; however, reimbursement will exist for those expenditures authorized by the Board of Directors subject to the provisions contained in section 1.2.

### 3.3 Tenure

There are no term limits for Board members as long as the member is willing and able to perform his/her duties.

### 3.4 Elections

New members to the Board are elected by a majority vote of the Board of Directors of the Association.

New Board members may be elected to the Board at any time during the year to fill out unexpired terms.

### 3.5 Quorum for the Board of Directors

A majority of the existing current number of members of the Board constitutes a quorum at all meetings. A majority vote of the quorum is required to pass any measure, except as otherwise defined in these bylaws.

### 3.6 Resignation

Any member may resign from the Board at any time, by giving written notice to the Chair of the Board within 30 days.

**WASCA BYLAWS**  
**Waterbury Area Senior Citizens Association Bylaws**

**3.7 Suspension or Removal**

Any member may be suspended or removed from the Board for cause by a majority vote of the entire Board membership. Any member, whose removal or suspension is proposed, shall be given a written statement of reasons for such action and given opportunity to reply in writing or orally prior to a decision. Any proposal for suspension or removal of a Board member must be initiated by the Executive Committee and done at a regular meeting.

Any Board member who misses more than four (4) monthly meetings in a twelve (12) month period, unless excused by the Chair, will be removed from service on the Board of Directors. The twelve (12) month period begins when a member incurs their first absence.

**3.8 Meetings**

**Annual:** An annual meeting of the Board of Directors shall be held within 60 days after the end of the fiscal year. This annual meeting will be a celebration of the year's accomplishments and an opportunity to discuss next year's priorities. The annual meeting is open to the public and a special effort will be made to ensure good participation by seniors. The purpose of the annual meeting is:

1. To elect officers to the Board of Directors for the ensuing year.
2. To review fiscal and program performance of the previous fiscal year.
3. To summarize goals and priorities of the Association for the new fiscal year
4. To conduct any other necessary business.

**Regular:** The Board of Directors shall meet at least nine times a year to conduct regular business

**Special:** The Chair or any three (3) directors may call a special meeting of the Board of Directors by giving oral or written notice thereof forty-eight (48) hours in advance.

WASCA BYLAWS  
Waterbury Area Senior Citizens Association Bylaws

3.9 Officers of the Board of Directors

The officers of the Board shall include the Chair, Vice Chair, Treasurer and Secretary. All shall be elected by a majority vote of the Board. Elections will occur at the first meeting following the annual meeting. Terms will commence immediately following election. Officers may serve more than one term.

Duties of each officers are defined as:

**Board Chair:**

The Board Chair is a spokesperson for the Board. The Board Chair, or her/his designee, shall sign, on behalf of the Association, all contracts, grants and other official documents. The Board Chair shall act as ex-officio member of all committees. The Board Chair shall preside at and prepare the agenda for all meetings. The Board Chair is chair of the Executive Committee.

**Vice Chair:**

The Vice Chair shall have and may exercise all the powers and duties of the Board Chair during the absence of the Board Chair or in the event of her/his inability to act.

**Treasurer:**

The Treasurer shall be the chief financial officer and be in charge of the Association's financial affairs. The Treasurer shall be responsible for seeing that proper financial records are kept and that all funds are received and distributed in accordance with the decisions of the Board of Directors. S/he shall see that a financial report is presented to the Board at the meeting. The Board may appoint an Assistant to perform Treasurer's duties in her/his absence.

**Secretary:**

The Secretary shall record and maintain records of all proceedings of the Board.

WASCA BYLAWS  
Waterbury Area Senior Citizens Association Bylaws

3.10 Committees

The Chair will appoint persons to the following committees as warranted:

1. **Executive Committee.**

A standing committee chaired by the Board Chair. Members are Board Officers (Chair, Vice Chair, Treasurer and Secretary) and one other board member.

Function- Allow for immediate action to be taken by the Association when time does not permit full Board participation.

2. **Finance Committee**

Function - Draft the annual budget for the Association  
Plan budgetary spending based on the Association budget.  
Provide leadership and plan fund raising efforts. Work with the Treasurer

3. **Fund Raising Committee**

Function - Plan and execute a strategy to raise funds for the operation of the Association.

4. **Public Relations**

Function - Make contact with public officials, service providers and others to promote the work of the Association.  
Plan and implement an ongoing publicity effort for the Association, coordinating with the Fund Raising Committee.  
Create public forums for discussion of senior issues.

5. **Facilities Committee**

A committee of not less than three (3) members of the Board will take responsibility for the premises in which the Association is located.

Function- Furnish the Center  
Oversight and responsibility of the rental of all or any portion of the Center  
Work with the Director for operation of the Center.

6. **Nominating Committee**

Function:- To provide a list of nominees for any vacancies to the Board Directors for approval by the Board.

**WASCA BYLAWS**  
**Waterbury Area Senior Citizens Association Bylaws**

All committees must consist of at least two (2) Board members.

The Board of Directors may also elect or appoint any other committees as is deemed necessary.

In addition, any number of non-Board members including staff may be appointed to a committee, with the exception of the Executive Committee, as the Board deems appropriate.

**Section 4: STAFF MANAGEMENT OF THE CENTER**

4.1 Director. The Director will be hired and fired by a majority vote of the Board.

**Section 5. AMENDMENTS**

These by-laws may be altered, amended or repealed in whole or in part by a two-thirds vote of the Board of Directors at the annual or specially called meeting.

**Section 6. INDEMNIFICATION.**

Pursuant to power granted by the Act, the Association hereby exercises its right to indemnify the Board of Directors to the extent allowable by law from liability for actions and judgements taken in the course of carrying out their responsibility as directors of the Association.

APPROVED BY:

**BOARD OF DIRECTORS, WATERBURY AREA  
SENIOR CITIZENS ASSOCIATION**

Date:

\_\_\_\_\_  
Chair



WASCA BYLAWS  
Waterbury Area Senior Citizens Association Bylaws

C:\Documents and Settings\Owner\My Documents\Admin\ByIaws.doc  
Last printed 4/8/2013 5:11 PM

Amendment #1 to the WASCA By Laws

Bylaw 3.2 states

3.2 Composition

The Board of Directors shall include minimum of seven (7) members and a maximum of eleven (11) members. The members shall have staggering three (3) year terms.

Members must be residents of the service area as defined in section 1.4 and overall membership should reflect the geographic, economic, demographic and cultural patterns of this service area-

Board members shall serve without remuneration; however, reimbursement will exist for those expenditures authorized by the Board of Directors subject to the provisions contained in section 1.2.

By Law 3.2 Shall be change to:

3.2 Composition

The Board of Directors shall include minimum of seven (7) members and a maximum of eleven (11) members. The members shall have staggering three (3) year terms.

Members must be residents of the service area or immediate surrounding counties. and overall membership should reflect the geographic, economic, demographic and cultural patterns of this service area.

Board members shall serve without remuneration; however, reimbursement will exist for those expenditures authorized by the Board of Directors subject to the provisions contained in section 1.2.

Rationale: The purpose of this amendment is to reflect in the by laws the expansion of the organization's activities into a wider geographic area now actively in operation than the original Waterbury Town/Village/Center.

This amendment has been voted into the Bylaws on the 18<sup>th</sup> day of May in the year 2011 by a vote of its Directors of 4 out of a possible 6 and is to take effect immediately on this date.