

BYLAWS

WINONA SENIOR FRIENDSHIP CENTER ACTIVITY COUNCIL, INC. (Revised January 2013)

ARTICLE I. MISSION STATEMENT

Vision: Every adult 55 and older in Winona area will be an active member.

Mission: To provide leadership by advising staff on programs, community involvement by participating and networking in the community and financial support by fundraising.

ARTICLE II. ORGANIZATIONAL STRUCTURE

Section 1. The general membership of the Winona Senior Friendship Center Activity Council consists of the general membership of the Winona Senior Friendship Center. This membership consists of persons 55 years and older.

Section 2. The Board of Directors will consist of eight directors elected by a majority vote from the Senior Center's general membership. The elected positions on the Council will be president, vice president, secretary, treasurer and four at-large members.

Section 3. All directors will have voting power. However, the president will vote, and cast the deciding vote, only in case of a tie.

Section 4. The Center's executive director or a representative of the City is to be present at meetings as an advisory nonvoting member.

Section 5. As representatives of the general membership, all members of the Board and committees are obligated to seek out concerns and ideas concerning programming and financial matters from the general membership and bring them to the executive director of the Center or to the Board for consideration.

Section 6. This organization shall be non-sectarian and non-partisan.

ARTICLE III. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Board in all instances to which they are applicable and in which they are not inconsistent with bylaws and any special rules of order the Board may adopt.

ARTICLE IV. QUORUM

Section 1. A quorum will prevail only when there is a minimum of five directors present.

Section 2. Directors shall not appoint a proxy representative and may not vote by proxy.

ARTICLE V. MEETINGS

Section 1. The Board will at the annual goal setting meeting determine a meeting time for the year.

Section 2. There will be 11 (eleven) board meetings per calendar year. No meeting will be held in August.

Section 3. All meetings of the Board shall be open to the entire membership. Members may be placed on the agenda by contacting the president of the Board, the executive director of the Center, or by stating their intent at the meeting during the “adoption of agenda.”

Section 4. There shall be a general membership annual meeting in December. The president of the Board will set the date.

Section 5. A special meeting of the general membership may be called by the president, by the Board, or by a petition signed by 10% of the general membership. The general membership list will be that in effect at the beginning of the day that the president is notified in writing that a petition will be prepared.

ARTICLE VI. ABSENTEEISM

Any Board member missing four Board meetings in a calendar year will automatically be removed from the Board. Members are required to notify the president if they are going to be absent from a regular Board meeting.

ARTICLE VII. FINANCIAL MATTERS

The Activity Council Board will serve as the only existing Finance Committee.

Section 1. A vote of the Board will determine how monies under their control are spent by development of a yearly budget and for other unanticipated expenditures.

ARTICLE VIII. BOARD VACANCY

Section 1. If an officer's position becomes vacant, the Board will fill the position by a majority vote of the remaining directors. Any member of the general membership may fill the position. The term for the newly elected officer will be the remainder of the term of the vacating officer.

Section 2. If any other director's position becomes vacant, an interim director shall be appointed by the Board to serve for the duration of the vacating director's term. Consideration can be given to candidates who ran on the last slate of candidates.

Section 3. A director may be removed for cause by a two-thirds vote of the Board at a regular or special meeting provided notice of the intent to remove is given at least ten days prior to the meeting.

ARTICLE IX. ELECTIONS

Section 1. The Nominating Committee is responsible for developing a slate of officers and at-large directors. The Nominating Committee should always make an effort to have more than one candidate for each position. The Nominating Committee will bring the proposed slate of candidates to the Board by the October meeting.

Section 2. When approved by the Board, the slate of proposed candidates will be presented at the Annual Meeting.

Section 3. At the annual meeting of the general membership, a vote by the membership will take place. At the end of the balloting process, if a tie vote exists, a coin shall be tossed to determine the winner. A brief installation ceremony will take place during the meeting.

ARTICLE X. GENERAL ASSEMBLY ANNUAL MEETING

Section 1. At the annual meeting, any member of the general membership, when recognized by the president, may participate in the business meeting by making, seconding, and voting on a motion. The Board has the right to veto any motion passed by the general membership.

ARTICLE XI. TERMS OF OFFICE

Section 1. The term of office of each director shall be two years except treasurer which would be four consecutive years beginning and ending with annual meetings. A director may serve a maximum of two consecutive elected terms for a maximum of four consecutive years (Treasurer 8 consecutive years). After serving for two consecutive elected terms on the Board, a person must take at least a one-year recess before running for another director position.

Section 2. Terms of office of members of the Board will be scheduled so that half of the director positions will be up for election each year.

ARTICLE XII. AMENDMENTS

These bylaws may be amended at any regular meeting of the Board by a two-thirds vote of the voting directors, provided that the amendments have been submitted at the previous regular meeting.

ARTICLE XIII. COMMITTEE STRUCTURE

Section 1. (Purpose) The committees of the Board are developed to assist the Board in carrying out the various activities and functions under the purview of the Board. The president will ask each director to chair a standing committee and will appoint special committees as needed. The president may also choose to appoint persons outside of the Activity Council to chair a committee.

Section 2. (Membership) Each committee shall have a minimum of three and a maximum of five members, not to include the chairperson. Persons from the general membership will be asked or may volunteer to join a committee of their interest. Membership on a committee is at the discretion of the chairperson. It is highly encouraged to seek new committee members on an annual basis.

Section 3. (Executive Committee) The Executive Committee of the Board consists of its officers. Between meetings the Executive Committee may act for the Board if there is unanimous agreement on an issue of immediate concern. The decision will be reported to the Board at the next Board meeting.

Section 4. (Standing Committees) Standing committees have a continuing existence. A standing committee may have subcommittees. Each subcommittee will choose a person to chair the subcommittee. The subcommittee chairperson will meet with and report to the main committee chairperson about the subcommittee activities and plans. Standing committees should meet at least quarterly and the standing committee chairperson will report on the committee and subcommittee activities at the monthly Board meeting.

Section 5. (*Ad hoc* Committees) *Ad hoc* committees are appointed to serve a single function and go out of existence as soon as they have completed a specific task. These special committees are developed at the discretion of the president with the approval of the Board.

Date: _____

Secretary: _____