

By-Laws of the Arizona Senior Center Association, Inc.

Revised April 2000, Revised October 2005,

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Revised June 2018

Article I. Name

This organization shall be known as the **Arizona Senior Center Association, Inc. (ASCA)**

Article II. Purpose

ASCA is organized to enable members to:

- 2.1 Strengthen and foster the development of senior centers.
- 2.2 Gain information and share resources.
- 2.3 Provide technical assistance to existing senior centers.
- 2.4 Develop training opportunities for senior center staff and other professionals who provide services, directly or indirectly, to the aging population.
- 2.5 Provide mutual support and networking opportunities.
- 2.6 Assist with program development.

Article III. Membership

3.1 Eligibility of Voting Members

A voting member shall be individual senior center staff and representatives of agencies and organizations which provide services, directly or indirectly, to the aging population.

3.2 Membership dues.

The Board of Directors shall establish membership fees, categories and services.

3.3 Payment of Membership dues

All voting members are required to pay annual membership dues that are payable annually during the month of July. Membership dues are not refundable and are not transferable.

3.4 Responsibilities of Voting Members

The voting members, acting in accordance with provisions in these By-Laws, are responsible for: electing an Executive Committee and a Board of Directors to whom they delegate responsibility for the direction of the organization; having the final vote on any changes in these By-Laws; discharging such other responsibilities as are outlined in these By-Laws such as acting on matters submitted by the Board of Directors for vote at membership meetings. There shall be no proxy voting.

3.5 Eligibility Associate Members

Associate members are non-voting members and shall include individuals who support the philosophy and work of ASCA but do not otherwise meet the requirements for voting membership. Associate members pay dues that are established by the Board of Directors.

Article IV. Officers

4.1 Officers

The officers of ASCA shall be President, Immediate Past President, Vice President, Secretary and Treasurer. The officers shall perform the duties, which are usually prescribed for officers of such an organization, together with the duties that are defined by these By-Laws. The officers shall also serve as active members of the organization and shall be residents of, employed in, or students in the State of Arizona during their entire term of office. Each officer must be an eligible voting member.

4.2 Terms of Office

The President, Vice President, Secretary and Treasurer shall be elected for terms of two years. Elected officers shall not serve more than two consecutive terms in the same office. The term of office commences on August 1 of the fiscal year.

4.3 Powers and Duties of the President

The President shall preside at all meetings of ASCA. The President shall be an ex-officio member of all committees of ASCA except the Nominations Committee. The President shall serve as President of the Board of Directors.

4.4 Powers of the Immediate Past President

The Immediate Past President shall serve as a voting member of the Board, shall be expected to attend all Board meetings, and shall submit an annual report of the preceding year to the Board of Directors within thirty (30) days of leaving office.

4.5 Powers and Duties of the Vice President

In the absence of the President at a meeting of ASCA, the Vice-President shall be the presiding officer. He/she shall represent and assist the President as directed. In the absence or inability of the President to discharge the duties, the Vice-President shall become the President and shall assume the duties and authority of the office.

4.6 Powers and Duties of the Secretary

The Secretary shall be responsible for taking and maintaining accurate minutes of all Board Executive Committee, and all other membership meetings. The Secretary shall be responsible for all correspondence and routine legal transactions required by ASCA. The Secretary shall perform other duties as assigned by the President.

4.7 Powers and Duties of the Treasurer

The Treasurer shall report on the receipts and disbursements of funds of ASCA within the budget approved by the Board of Directors. The Treasurer shall be responsible for presenting quarterly budget reports at the quarterly member meetings and preparing and presenting annual financial reports as may be required. He/she shall be responsible for collection, safekeeping and accounting of all funds.

4.8 Executive Committee

The Executive Committee shall be composed of the officers of ASCA. The Executive Committee shall have the full power and authority of the Board at any time when the President determines that action is required before the full Board can be assembled; or to conduct the regular business of ASCA within the parameters determined by the Board of Directors. The minutes of the Executive Committee meeting will be recorded and provided to the Board at the next regular Board meeting.

Article V. Board of Directors

5.1 Composition

The Board of Directors shall consist of the Executive Committee and a maximum of six (6) directors elected from a roster of voting members. The Board of Directors shall make every effort to have members representing all areas of the state. The Executive Board may replace board openings by a majority vote. A quorum shall consist of a simple majority.

5.2 Election and Term of Office of Directors

Each director who is not a member of the Executive Committee shall be elected for a term of two (2) years by the general membership as set forth in the By-Laws. Each director must be an eligible voting member of ASCA. The term of office commences on August 1.

5.3 Meetings of the Board of Directors

The Board of Directors shall meet no fewer than two (2) times per year subject to the call of the President or a two-thirds (2/3) majority of the Board of Directors. Notice of all meetings shall be given at least 15 days in advance of the meeting dates. The Board shall be empowered to enact rules and procedures governing the conduct of its meetings except as provided in these By-Laws.

5.4 Powers and Duties of the Board of Directors

The Board of Directors shall formulate and implement the policies of ASCA. It shall be the responsibility of the Board of Directors to replace Officers and other members of the Board when a vacancy occurs. The Board of Directors shall fill by appointment any declared vacancy within thirty (30) days. The person appointed to fill such a vacancy shall serve the remainder of the unexpired term and shall then be eligible for nomination and election for two succeeding consecutive full terms. The

President shall initiate a discussion of a vacancy after a Board Member has shown two (2) unexcused absences. The Board of Directors can appoint, dismiss, and determine the duties for any ex-officio members of the Board. The Board of Directors shall establish policies governing the publication of reports and proceedings of ASCA. It shall receive, consider, approve and publish the annual report of ASCA and make the report available, with recommendations, to the membership at large.

5.5 Removal of a Board Member

Each Board member is expected to attend Board meetings regularly. In addition to possible removal for non-attendance as specified in Article V, Section 5.4 of these By-Laws, any member of the Board may be removed from the Board by two-thirds (2/3) vote of the other members of the Board. No Board member or officer shall be removed unless they have been given at least seven (7) days notice of the motion proposing their removal and of the time and place of the meeting at which such motion will be voted upon; provided, however, that no such notification shall be required when the grounds for removal are either non-attendance or the misuse of corporation funds or assets.

Article VI. Annual Meeting

6.1 Time and Place

There shall be an annual meeting of ASCA at the time and place to be determined by the Board of Directors.

6.2 The annual meeting of ASCA shall be open to the total membership of ASCA. Ten percent of the voting members of ASCA including a majority of the Board of Directors members shall constitute a quorum at membership and annual meetings.

6.3 The agenda shall be prepared under the direction of the President of ASCA and shall include the nomination and election of officers.

Article VII. Quarterly Membership Meetings

7.1 Time and Place

There shall be Quarterly Membership ASCA meetings at the time and place to be determined by the Board of Directors at least three times per year. The Annual Meeting shall be considered one of the Quarterly Membership meetings.

7.2 A Quarterly ASCA meeting shall be open to the total membership of ASCA. Ten percent of the voting members of ASCA including a majority of the Board of Directors shall constitute a quorum at Membership meetings if Board business is to be addressed and voted upon.

7.3 The agenda shall be prepared under the direction of the President of ASCA and shall include an educational program or speaker on a topic of interest relevant to professionals working with the aging population.

Article VIII Authorized Committees

8.1 Committees of ASCA shall include, but not be limited to, Nominations, Program, Audit and Membership. The establishment of Committee shall be the responsibility of the President with the approval of the Board of Directors. They may be of standing or ad hoc in nature.

8.2 Nominations Committee

A. Composition of the Committee: A Nominations Committee of at least three (3) voting members, no more than one of whom shall be a member of the current Board of Directors, shall be appointed by the President of ASCA by May. The President shall name a chairperson for the Nominations Committee. The committee may conduct its business by mail, phone or electronic mail. The members of the Nominations Committee are ineligible for nomination to the Board of Directors or to any other office during their tenure with the committee.

B. Duties of the Committee: The committee shall be responsible for coordinating the annual election of officers and members of the Board of Directors.

1. This committee is charged with the responsibility of recruiting candidates to fill vacancies on the Executive Committee and the Board of Directors. In this process the Nominations Committee is responsible for considering all active, voting members and shall procure the acceptance of each nominee along with an autobiographical statement delineating the candidate's qualifications for the position.

C. Nominations and Elections

1. This committee will present the slate of nominees to the Executive Committee by June 30. Notice of the slate of candidates will be emailed to the voting membership at least two weeks prior to the Annual Meeting.
2. Nominations may be made at the annual meeting. In this instance, the President will ask for nominations from the floor and the election will proceed with the slate presented by the Nominations Committee and those nominated from the floor.
3. The election shall be conducted during the annual meeting. The Ballot shall list all the nominees for each position in alphabetical order with blank lines available for nominations made from the

floor. The Ballot shall be distributed during the Annual Meeting and the Nomination Committee will be responsible for tallying the ballots. The person receiving the largest number of votes for each position shall be declared elected.

If the Nominations Committee is not able to find members to fill the positions, the President will ask for nominations from the floor and call for a vote on those who have volunteered to serve.

If no volunteers step forward at the annual conference the position will be left vacant until the time the executive committee can find a replacement per Article 5.4.

It shall be the sole decision of the Nominations Committee to determine the validity of a questionable ballot.

8.3 Audit Committee

A. Composition of the Committee: No later than sixty (60) days after the end of the fiscal year, the President shall appoint an Auditing Committee consisting of three (3) voting members of ASCA, which shall include the Treasurer, President and one member who is not seated on the Board of Directors.

B. Duties of the Committee: The Auditing Committee, whose findings shall be transmitted to the Board of Directors, shall ensure an annual review of the funds of ASCA. The Board may direct that the funds be reviewed by an independent auditor.

8.4 Membership Committee

A. Composition of the Committee: The President shall select a Membership Chairperson who will then select his/her committee.

B. Duties of the Committee: The committee will initiate programs of recruitment and publicity to secure new and retain current ASCA members; also handle membership applications, distribute membership packets and keep current membership lists.

8.5 Program Committee

A. Composition of the Committee: The President shall select a Program Chairperson who will then select his/her committee.

B. Duties of the Committee: The committee will be responsible for arranging program presentations at quarterly ASCA meetings, organizing special training sessions and sharing potential program resources with members.

Article IX Fiscal Year

8.1 The fiscal year of ASCA shall be July 1 through June 30.

8.2 General Fund.

The general fund of ASCA shall consist of the income from the receipt of dues, interest from bank deposits, fees and any other funds received by gift, bequest, grant or transfer. The Board of Directors may adopt fiscal policies and procedures not otherwise provided by these by-laws.

8.3 Receipts and Disbursements

All monies paid to the general fund of ASCA shall be turned over to the Treasurer, who shall hold all monies in safekeeping. Only checks and other written orders of depositories signed by an Officer shall disburse monies. Checks written to the Treasurer will be signed by the President, Vice President or Secretary, and vice-versa.

Article X - Amendments to Bylaws

The Board of Directors may alter, amend or repeal these bylaws, or adopt new bylaws by two-thirds (2/3) vote of the members present at a regular or special meeting at which a quorum is present.

10.1 Notification

Proposed amendments to these Bylaws shall be published and distributed by the Board of Directors to the membership at least fourteen (14) days prior to the date of final balloting.

10.2 Ballot

These By-Laws may be amended by a two-thirds (2/3) vote of those members voting on a mailed or emailed ballot.

Article XI. Standing Rules and Parliamentary Procedure

10.1 Authorization of Standing Rules

Supplementary rules and regulations may be adopted by the membership at large and shall be designated as Standing Rules. These may be supplemented by rules for a particular annual meeting adopted by the membership at large at such a meeting.

10.2 Parliamentary Procedure

Robert's Rules of Order, Newly Revised, shall be the authority governing all matters of procedure not otherwise provided in these By-Laws.

Article XII. Dissolution

12.1 Initiated

The proposed dissolution shall be initiated by the Board of Directors or by the petition of one-sixth (1/6) of the voting membership as recorded at the time of the previous annual meeting.

12.2 At Annual Meeting

ASCA may be dissolved at the annual meeting by two-thirds (2/3) vote of members voting at the annual meeting, provided that the proposed dissolution has been published and distributed by the Board of Directors to the membership at least thirty (30) days prior to the annual meeting.

12.3 By Mailed Ballot

ASCA may be dissolved by a two-thirds (2/3) vote of those members voting on a mailed ballot. The proposed dissolution shall be published and distributed by the Board of Directors to the membership at least thirty (30) days prior to the final balloting. Individual ballots shall be distributed to the membership fourteen (14) days prior to the final date of final balloting.

12.3 Distribution of Assets

In the event of dissolution of ASCA, the Board of Directors shall distribute the net assets of ASCA as set forth in the Articles of Incorporation.

Article XIII Non-Discrimination Policy

ASCA does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, members, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our organization, staff, clients, volunteers, subcontractors, and vendors.

Article XIV Board Member Indemnification

13.1 Board Member Indemnification

The personal liability of any director or officer to the corporation for monetary damages or conduct as a director or officer is eliminated, provided that such provisions shall not eliminate or limit the liability of any director or officer for acts or omissions that involve intentional misconduct by the director or officer or a knowing violation of law by any transaction from which the director or officer will personally receive a benefit in money, property or service to which the director is not legally entitled.

Article XV Effective Date:

These bylaws become effective upon Board approval.