

Greater South Brevard Senior Citizen Center, Inc.

By Laws September 22, 2015



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Forward

The use of gender in this document shall include all other genders, and the use of the plural shall include the singular and the singular shall include the plural wherever appropriate.

The Greater South Brevard Senior Citizen Center, Inc. shall operate under the Fictitious Name Law as the Greater Palm Bay Senior Center, as indicated in Article I below. The title and address are as follows:

Greater Palm Bay Senior Center
1275 Culver Drive, NE
Palm Bay, FL 32907
(321) 724-1338

The By-Laws herein define the purpose and organizational structure to be used in the management and operation of the Greater Palm Bay Senior Center. These By-Laws had their origin in the chartering of the Corporation and have been subsequently modified as needed. The modifications are indicated by the revisions listed in the Revision History on page 3.

REVISION HISTORY

Date	Action	Revision
12/03/90	Adopted	1
Various	Revised 12/02/91 through 1/25/05	1.1 to 1.7
06/17/05	Revised Nominating Committee procedure	1.8
02/15/06	Revised Board of Directors election process	1.9
07/24/07	Revised Article VI, Section 7, Order of Business	2
11/27/07	Major Revision	3
01/24/12	Major Revision	4
04/24/12	Article II Membership, Section 5: Termination of Membership B. added definition of "suspend". Article V Committees and Operating Departments, Section 1: Standing Committees B. Budget and Finance Committee 2. added sentence on investment recommendations being submitted to the Board of Directors.	4.1
05/22/12	Article III Board of Directors, Section 4: Qualification of Candidates for Election to the Board of Directors: change requirement from 100 volunteer hours to 50.	4.2
02/26/13	Article II, Section 3: Dues. The amount of the dues will be sent by the Board of Directors on or before the August meeting prior to the effective year.	4.3
09/22/15	Article II, Section 1: Eligibility. The minimum age for membership is reduced to 50 years.	

MISSION STATEMENT

The Greater Palm Bay Senior Center is a 501(c)(3) nonprofit corporation organized in 1987 for the purpose of providing a safe and healthy environment for members to exercise, learn, play and enjoy fellowship, regardless of gender, race, religion or national origin.

ARTICLE I – PURPOSES

The purposes of the organization, as defined in the Articles of Incorporation are to:

- A. Establish and supervise a senior citizen facility.
- B. Promote the common good and general welfare of the senior citizens of Brevard County.
- C. Raise the funds to acquire, construct, maintain, and operate the senior citizens facility consistent with the provisions of Internal Revenue Code, Section 501 (c)(3).

ARTICLE II – MEMBERSHIP

SECTION 1: ELIGIBILITY

The minimum age for membership is 50 years. A person may become a member any time during the calendar year in which he reaches the age of 50. Both husband and wife may join if either is 50 years of age or over. Any person interested in purposes of this organization and who are willing to be bound by the By-Laws thereof and by such policies as may be adopted by the Board of Directors may join.

There is no minimum age requirement for honorary members.

SECTION 2: CLASSIFICATION OF MEMBERS

All member shall be subject to all the duties and obligations of the organization and are encouraged to engage actively in the various projects of the organization. They should attend meetings regularly and, with the exception of honorary members, will be entitled to vote and hold an elective office. The members of the corporation shall be divided into four classes and the qualifications for membership in each class are set forth below:

- A) Regular members must pay annual dues as set by the Board of Directors and must be renewed annually to retain membership.
- B) Life members pay a one-time life membership fee as set by the Board of Directors and no further annual dues will be paid by these members.
- C) Honorary members. The Board of Directors, at a regular meeting, may elect honorary

members. Such members shall be exempt from the payment of any dues and shall be entitled to all of the privileges of regular members, except the right to vote and hold office, and are not required to pay dues.

- D) Golden members are those members who attain the age of 90 years during the current calendar year. They shall have all of the privileges of regular member, including the right to vote and hold an elective office. Golden members will not pay dues.

SECTION 3: DUES

Dues shall be payable, in advance, on the first day of each calendar year. The amount of the dues will be set by the Board of Directors on or before the August meeting prior to the effective year.

SECTION 4: RIGHTS OF MEMBER

Members shall have the right to participate in the varied activities conducted by the Greater Palm Bay Senior Center. The member must be in good standing which means he has paid required dues for his class of membership, not on suspension and have no financial indebtedness to the Center. All membership rights are forfeited upon the termination of membership.

SECTION 5: TERMINATION OR SUSPENSION OF MEMBERSHIP

- A) If any member defaults in the repayment of monies due to the Center or the payment of annual dues and does not pay same by January 31 of the year due, his membership shall be terminated.
- B) The Board of Directors, by affirmative vote of two-thirds of all members present, may suspend or expel a member for cause, after an appropriate hearing held at a duly constituted special or regular meeting of the Board of Directors.

Membership expulsion is the permanent loss of all membership privileges at the Center and the term suspend/suspension is meant to define a period of time during which a member may not volunteer or participate in any activities of the Center.

SECTION 6: REINSTATEMENT OF SUSPENDED OR EXPELLED MEMBER

Any suspended or expelled member may apply to the Membership Chairman in writing for reinstatement. The Board of Directors, by the affirmative vote of two-thirds of the members present at a regularly scheduled meeting may reinstate the suspended or expelled member.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1: MANAGEMENT

The management of the corporation shall be vested in the Board of Directors.

SECTION 2: NUMBER OF BOARD MEMBERS

There shall be fifteen (15) members of the Board of Directors elected by the membership. The sixteenth member of the Board shall be the legal counsel for the Center. The legal counsel shall be appointed by and serve at the discretion of the Board of Directors. The legal counsel shall not have voting rights on the Board. The legal counsel shall be made an honorary member of the Center if not already a member.

SECTION 3: TERMS OF ELECTED BOARD MEMBERS

Elected board members shall serve a three-year term.

SECTION 4: ABSENCE AND REMOVAL

Removal for cause: Any officer or other member of the Board of Directors may be removed whenever in the Board's judgment the best interests of the Center would be served. A removal for cause shall be by a two-thirds vote of the members of the Board of Directors present at a duly called regularly constituted meeting.

Automatic removal from the Board: Absence from any three (3) board meetings during a 12-month period shall be sufficient reason to declare the seat of a member vacant effective upon the date of the third (3rd) absence.

SECTION 5: QUALIFICATION OF CANDIDATES FOR ELECTION TO THE BOARD OF DIRECTORS

To qualify to be a candidate for election to the Board of Directors a member must be 50 years of age or over, a member of the Center for one (1) year prior to June 30 of the year of election and must have completed 50 hours of volunteer service in that year. The member must be in good standing and have paid required dues for their class of membership, noton suspension, and have no financial indebtedness to the Center.

SECTION 6: CANDIDATE CAMPAIGNING FOR BOARD POSITIONS

Campaigning for a position on the Board of Directors shall be conducted in a dignified manner, by word of mouth only. There shall be no written messages or campaign signs, other than those originated by the Nominating Committee, allowed either inside or outside, within the legal property boundaries of the Center. Any violation of these campaign guidelines shall result in the withdrawal of the candidate from the campaign.

SECTION 7: ELECTIONS

Each year one-third of the board member terms expire. The Nominating Committee shall provide a schedule and procedures for conducting the election of Directors for presentation to the board by the April board meeting. The Nominating Committee shall be responsible for selecting and determining the eligibility of a list of candidates for election to the board. Unless there are more candidates than positions to be filled, the candidates shall be seated as board members immediately prior to the Annual Inaugural General Membership Meeting without conducting an election. The schedule and procedures for the election shall include, as a minimum:

- A) A closing date for nominations.
- B) Election dates.
- C) A date and forum for candidates to present their qualifications to the General Membership; for example, monthly membership meeting an/or a “meet the candidates” special meeting.
- D) Notification to General Membership of candidates and election dates.

SECTION 8: NOMINATING COMMITTEE SCHEDULE

The schedule shall be compatible with installing the elected candidates at the Annual Inaugural General Meeting.

SECTION 9: COMPENSATION

Directors, including officers, shall receive no compensation for their services as director or officer.

SECTION 10: UNFORESEEN EVENTS

In the event that weather conditions, damage to the Center's physical facilities, or other conditions interrupt the election process, the election process shall continue immediately upon resumption of activities at the Center.

ARTICLE IV – OFFICERS

SECTION 1: NUMBER AND TITLE

The five (5) officers of the corporation shall be the President, First Vice President, Second Vice President, Secretary and Treasurer.

SECTION 2: TERM OF OFFICE

The term of office shall be one (1) year.

SECTION 3: TERM LIMITS

- A) The President and the Treasurer will be limited to four (4) elected terms of office either

consecutive or nonconsecutive. All other offices may be held for unlimited terms.

- B) The immediate past President may be asked to remain as a non-voting member of the Executive Committee for a period of one (1) year following the expiration of his term as President.

SECTION 4: ELECTION

- A) The Nominating Committee shall identify candidates from board members in good standing for corporate officer positions. A ballot for the candidates vying for the officer positions will be developed by the Nominating Committee and the election held by secret balloting by the board members present.
- B) The officers of the corporation shall be elected by secret ballot at the board meeting immediately prior to the the Annual Inaugural General Membership Meeting. The officers will be selected from the newly formed Board of Directors. A member of the Board of Directors may vote on his ballot for any member of the board of directors for any office, notwithstanding the fact that said member has not be nominated for such office. A simple majority of the board members voting shall determine the successful candidates. In the event no candidate receives a simple majority of fifty-one (51) percent, there will be a run-off election between the top two vote recipients.
- C) In the annual election process each officer shall continue to hold office until his successor has been installed.

SECTION 5: INSTALLATION

The newly-elected officers shall be installed at the Annual Inaugural General Membership Meeting.

SECTION 6: MULTIPLE OFFICES

No member shall hold more than one (1) elected office simultaneously.

SECTION 7: VACANCIES IN OFFICE

Should the office of the President become vacant during his term of office, the First Vice President shall succeed to the office for the unexpired term. If the First Vice President is unable to assume the office of President, the Board shall elect a new President. Vacancies in all other offices shall be filled by a vote of the Board of Directors for the unexpired portion of the term.

SECTION 8: DUTIES OF OFFICERS

- A) President - The President shall be the Chief Executive Officer of the corporation and preside at all meetings of the General Membership, Board of Directors and Executive

Committee. He shall appoint the Chairman of all committees and the managing supervisors for all Operating Departments subject to the majority approval of the Board of Directors physically present at a monthly Board meeting when the recommendations are made. He shall call all meetings of the corporation, as appropriate. He shall sign all documents evidencing legal obligations of the corporation, after approval of the Board of Directors. He shall be an ex-officio (non-voting) member of all committees, except the Nominating Committee. He is authorized to co-sign bank checks on behalf of the corporation. He shall perform other duties as may be directed by the Board of Directors or the General Membership.

- B) First Vice President - In the absence of the President, the First Vice President shall act for him in all corporate matters. He shall be the Chairman of the Ways and Means Committee.
- C) Second Vice President – The Second Vice President shall oversee membership. As such, he shall Chair the Membership Committee.
- D) Secretary – The Secretary shall record the minutes of all meetings of the membership, Board and Executive Committee. He shall be the custodian of all records of the corporation.
- E) Treasurer
 - 1. The Treasurer shall be the Chairman of the Budget and Finance Committee. The Treasurer shall select an Assistant Treasurer, subject to the approval of the Board of Directors. The Treasurer shall be the custodian of the funds and financial records of the corporation.
 - 2. The Treasurer shall be responsible for maintaining the Chart of Accounts and the monthly reconciliation of the corporate checking account. The Treasurer shall be responsible for accounting for asset depreciation, as well as prepare and close the corporate books annually.
 - 3. When a new Treasurer is elected, a review of the corporate finances will be conducted by the Internal Auditor and by an outside firm if deemed appropriate by the Board of Directors.
- F) Signatories on Financial Accounts. There shall be a minimum of two (2) signatures to establish and authorize transactions on each financial account of the corporation to include, but not limited to, checking, savings, money market, certificates of deposit and any other investment accounts. Those authorized to sign checks shall be any and all members of the Executive Committee, as defined by the By-Laws, and the Assistant Treasurer appointed by the Treasurer. The Executive Committee has the authority to designate other board members as signatories at its discretion. At no time may husband and wife, or any members of the same household or same family be

signatories at the same time. The Center's Internal Auditor shall not be a signatory.

- G) Signatories on Contracts/Agreements. All contracts/agreements shall be signed by the President or his designee.
- H) Reports of Officers. All officers shall perform their assigned duties and shall deliver to their successors all official records, not later than ten (10) days following vacation of their offices.

ARTICLE V – COMMITTEES AND OPERATING DEPARTMENTS

SECTION 1: STANDING COMMITTEES

All standing committees, where possible, will be chaired by a member of the Board of Directors. The committee members can be made up from the General Membership, unless specifically designate otherwise in the committee description.

A) Executive Committee

- 1. Composition – The committee shall consist of the following currently elected corporate officers. These are the President, First and Second Vice Presidents, Treasurer and Secretary. The President shall be the Chairman of the Executive Committee.
- 2. Function – The committee shall be responsible for the general management of the corporation between meetings of, and as directed by, the Board of Directors.

B) Budget & Finance Committee

- 1. Composition – The Treasurer shall be the Chairman of the Committee. The President shall appoint two (2) members of the Board of Directors to the Committee and the Treasurer shall appoint two (2) or more additional members to the Committee.
- 2. Function – The Committee shall review and evaluate all financial p-lans of the Committees, review and evaluate the financial status of the corporation and prepare and submit the annual budget will be presented to the General Membership. The Committee shall review and evaluate investment options and submit recommendation(s) to the Board of Directors for approval.

C) Building Committee

- 1. Composition – The President shall appoint the Chairman of the Committee and the Chairman shall appoint as many members as deemed appropriate.
- 2. Function – The Committee shall be responsible for reviewing the lease with Brevard

County in conjunction with the Center's attorney, when necessary. The Committee shall be responsible for evaluating the Center's needs and method for expansion of the facility, investigating and obtaining funding and overseeing construction.

D) By-Laws & Charter Revision Committee

1. Composition – The President shall appoint the Chairman of the Committee and the Chairman shall appoint as many members as deemed appropriate.
2. Function – The Committee shall continually review the By-Laws and Articles of Incorporation and make timely recommendations for desired changes. This Committee will also be responsible to maintain the Policy Manual for the Board of Directors.

E) Membership Committee

1. Composition – The Second Vice President shall be the Chairman of the Committee and the Chairman shall appoint three (3) or more members as deemed appropriate.
2. Function – The Committee shall be responsible for processing applications for membership and the maintenance of the membership data base.

F) Entertainment Committee

1. Composition – The President shall appoint the Chairman of the Committee and the Chairman shall appoint as many members as may be appropriate.
2. Function – The Committee shall be responsible for providing appropriate programs, speakers, entertainment, etc. for the enjoyment of the membership.

G) Ways and Means Committee

1. Composition – The First Vice President shall be the Chairman of the Committee and the Chairman shall appoint as many members as deemed appropriate.
2. Function – This Committee shall be responsible for fund raising recommendations.

H) Nominating Committee

1. Composition – The President shall appoint four (4) board members to serve on the Nominating Committee, selecting one of the group to be Chairman. The Chairman shall select three non-board members in good standing to fill the total complement of seven. The selection process shall be complete by the February Board of Directors meeting.
2. Function – The Nominating Committee shall solicit and qualify candidates for the

Board of Directors in the annual elections as spelled out in Article III, Section 3 of these By-Laws. The Committee shall also solicit and develop a slate of candidates for officers and develop the required ballots for the election. They shall conduct the annual election for Directors.

I) Outreach Committee

1. Composition – The President shall appoint the Chairman and two (2) additional members of the Committee. The Chairman shall appoint all other members of the Committee. The Committee shall be made up of no fewer than five (5) and no more than twelve (12) members, at the Chairman's discretion. If, at any time, the Committee falls to less than five (5) members, all decisions will be made by the Committee of the whole, in this case the Board of Directors, until the vacant positions are filled by the Outreach Committee Chairman.
2. Function – The Committee shall be responsible for the charitable arm of the Center. It shall direct the raising of funds, accounting for those funds and the distribution of funds and in-kind donations in a timely fashion, with the mission statement and policies set forward by the Board of Directors.

J) Safety Committee

1. Composition – The President shall choose the Chairman of the Committee. The Chairman shall choose additional members of the Committee, up to a maximum of seven (7).
2. Function – The Committee shall attempt to identify safety and security issues of the Center. Such issues shall be referred for resolution to the appropriate Committee, Department Head or Brevard County Parks and Recreation Department.

SECTION 2: OPERATING DEPARTMENTS

An operating department generates revenue and/or provides essential services to the Center. The President shall appoint, subject to the approval of the Board of Directors, a volunteer to head each of the following departments. Each department head shall be responsible for developing and managing the department's budget, where applicable. Each department head shall be responsible for developing and maintaining procedures for the department. The department head shall be responsible for recruiting and training qualified volunteers for their department.

A)

SECTION 3: AD-HOC COMMITTEES

The President shall appoint such other Committees as are deemed advisable for the efficient operation of the Center to address temporary situations.

ARTICLE VI – MEETINGS

SECTION 1: ANNUAL INAUGURAL GENERAL MEMBERSHIP MEETING

The Annual Inaugural General Membership Meeting will be held at a date, time and place set by the Board of Directors, normally the first Monday of December. Notice of the date, time and place will be printed in the November newsletter.

SECTION 2: DATE AND TIME OF GENERAL MEETINGS

The Board of Directors will specify the date and time for the General Membership Meetings and duly notify the membership.

SECTION 3: BOARD OF DIRECTORS MEETINGS

The Board shall hold regular monthly meetings at times, dates and places set by the President.

SECTION 4: SPECIAL MEETINGS

A) Special meetings of the members may be called by:

1. The President
2. The Board of Directors
3. The membership, upon presentation of a petition to the Board of Directors, signed by not less than five (5%) per cent of the members having voting rights.

B) Special meetings shall be held at a place designated by the Board of Directors. If no designation is made, the place of meeting shall be the principal office of the Center in the State of Florida.

SECTION 5: NOTICE OF MEETINGS

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than ten (10) days before the date of such meeting, by or at the direction of the President, or other officer or members calling the meeting. In case of a special meeting, or when required by these By-Laws, the purpose of purposes for which the meeting is called shall be stated in the notice. No business other than that set forth in the notice may be transacted at the special meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address.

SECTION 6: QUORUM

For General Membership meetings, a quorum shall consist of fifty (50) or more members in good standing. For Board of Directors meetings, a quorum shall consist of a majority of the Board.

SECTION 7: VOTING RIGHTS

At General Membership meetings or special meetings, each member (except honorary members) shall be entitled to one vote in person. Each member of the Board of Directors, physically present, shall be entitled to one vote at Board meetings. The General Membership and the Board of Directors may request a vote by ballot on any issue before those bodies. A majority vote will decide all issues, except as otherwise provided therein.

SECTION 8: ORDER OF BUSINESS

A) The Order of Business shall be:

1. The taking of attendance (Board meetings only)
2. Call for additions, deletions or correction of the prior month's minutes as posted.
3. Reports of officers
4. Reports of committees (Board meetings only)
5. Unfinished business (Board meetings only)
6. New Business
7. Adjournment

B) The Order of Business may be changed at any meeting by a majority vote of those present and voting.

SECTION 9: MAINTENANCE OF ORDER

All meetings shall be conducted in an orderly and professional manner. If a member does commit an offense in a meeting, such as speaking without addressing the Chair, the Chair shall interrupt and correct the member. If the Chair does not do so, a member may make a point of order. Upon either one, with or without warning, the Chair may inform the member that he will be seated.

The Chair should then explain the offense, and ask the assembly to vote immediately on whether the individual should be allowed to resume speaking.

ARTICLE VII – MISCELLANEOUS

SECTION 1: FISCAL (CORPORATE) YEAR

The fiscal year of the corporation shall be the calendar year.

SECTION 2: SPECIAL ASSESSMENTS

If the Board of Directors deems it in the best interests of the Center to propose a special assessment on all members, a special meeting of the General Membership will be called to vote on the recommendation.

SECTION 3: CORPORATE SEAL

The Board of Directors shall designate a Corporate Seal. The Corporate Seal is on the title page of this document.

SECTION 4: DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall cause a payment of all liabilities, dispose of all assets in such manner and to such organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order (Revised) shall be the parliamentary authority for all corporate activity, except as otherwise provided herein.

ARTICLE IX – AMENDMENTS

The By-Laws may be amended by the Board of Directors with approval by the General Membership at any regular meeting or special meeting called for that purpose by a two-thirds majority of those present and voting. These By-Laws stand as amended and adopted at any General Membership Meeting as indicated in Revision History, page 3.