



**Blaine County Seniors' Council, Inc  
DBA The Senior Connection  
By-Laws  
Amended 2024**

**ARTICLE I  
NAME AND LOCATION**

**1.1** The name of this corporation shall be Blaine County Seniors Council, Inc. DBA The Senior Connection, hereinafter referred to as the "Center." The Center operates as a non-profit organization under Title 30, Chapter 3, Idaho Code.

**1.2** The central office of the Center shall be 721 3<sup>rd</sup> Ave S., Hailey, ID 83333.

**ARTICLE II  
Mission & Non-Discrimination Statement**

**2.1** Mission of the Center: The Center's mission is to connect seniors with essential services, meaningful programming, their peers, and the local community to foster purposeful and passion-filled lives.

**2.2** Non-Discrimination: The Center's activities shall be conducted without discrimination in all respects. National origin, color, creed, sex, age, race, sexual orientation, physical or mental handicap, or economic status may not be used to discriminate against participants in the Center. This includes the employment of qualified personnel and the selection of members of the Board of Directors.

**ARTICLE III  
MEMBERSHIP**

**3.1** Eligibility: Any person 60 years of age or older who accepts the responsibility of supporting the Center's aims and purposes may become a member at no cost. Associate membership (non-voting) shall be open to any person under 60 years of age actively working for or on behalf of the Center and for its benefit. All members must complete a membership form. If a member has been inactive for more than 12 months or if a member's personal information has changed, a new membership form must be completed.

**3.2** Member Requirements: All Center members must comply with the organization's rules, policies, and procedures, as well as all provisions contained in the then-effective Articles of Incorporation and By-Laws. Each member must sign or acknowledge online a release, indemnity, waiver, and assumption of risk.

**3.3 Membership Voting:** All active members, while in good standing, shall have equal voting and other rights, interests, and responsibilities and shall have the right to vote in person but not in proxy at all membership meetings. Each member shall be entitled to one vote only.

**3.4 Member Termination:** Membership shall terminate upon the death of a member or if a member does not complete the required membership form. The Board of Directors shall have the power by vote of two-thirds (2/3) of its members to terminate the membership of any member for conduct which, in its opinion, disrupts the order, dignity, business, or harmony of the Center or impairs the good name, popularity, or prosperity of the Center or which is likely in its opinion to endanger the welfare, interests, or character of the Center, or for any conduct in violation of the rules, policies, procedures, Articles of Incorporation or By-Laws. The Center will deliver the termination notice within thirty (30) days after the decision to terminate said membership. The terminated member has the right to appeal the termination of membership within thirty (30) days by submitting a written request to the Board of Directors. The Board of Directors will review the appeal and provide a decision to the member within thirty (30) days of the decision.

**3.5 Membership Meetings:** An annual meeting of the members of the Center shall be held at such time and place as determined by the Executive Director and Board of Directors. This meeting shall be held for the purpose of electing and re-electing the Board of Directors. A Special meeting of the members may be called on at any time by the Board Chairman or the majority of the Board of Directors and must be called by the Secretary whenever at least fifteen (15) members file a request, therefore setting forth the specific business to be brought before the meeting. Notice of the annual meeting shall be provided in the monthly newsletter at least seven days (7) before the meeting date.

**3.6 Quorum for Annual Meeting:** Fifteen (15) active members plus at least five (5) Board Directors shall constitute a quorum for the annual meeting. A majority vote of those present shall be sufficient for the transaction of any business unless otherwise herein provided or required by law.

## **ARTICLE IV BOARD OF DIRECTORS**

**4.1 Board Composition:** The number of directors on the Board should be at least seven (7) and no more than fifteen (15). Directors shall hold office for the term for which they are elected.

**4.2 Director Terms:** The term of directors shall be three (3) years. Terms shall be staggered to assure continuity. A Director may serve for three consecutive terms of three years but cannot serve an additional term until after the lapse of one year in service. The board, at its discretion,

may have ex-officio service and /or advisory members and, at its discretion, may extend the term of any board member by majority vote.

**4.3** Nomination and Election of Directors: Prior to the annual meeting, the Board Chair shall appoint a Nominating Committee. Candidates for the position of Director shall be selected from among those nominated by the Nominating Committee. Nominations from the floor will be allowed during the annual meeting. Voting shall be by secret ballot. The candidate(s) receiving the highest number of votes, even though not a majority, shall be elected at the annual meeting.

**4.4** Removal of Directors: A Director who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A director may be removed for any reason by a vote of two-thirds of the board members then sitting.

**4.5** Board Meetings: Meetings of the Board of Directors shall be held at least six (6) times each year at a reasonable time and place designated by the Board Chair. The Board Chair may designate additional meeting dates. One-third (1/3) of the board members then sitting may, by written request, schedule additional meetings.

**4.6** Quorum for Board Meetings: One-half (1/2) of the sitting directors shall constitute a quorum at any regular or special meeting for the transaction of business. With a quorum present, a majority vote of those present shall be sufficient for the transaction of any business unless otherwise herein provided or required by law. If a quorum is not present at any meeting, regular or special, or, if for any cause, a meeting be not held on the date fixed therefore, or if the business before said meeting is not completed, those in attendance may adjourn from day to day, or from time to time to reconvene at the same place at the time appointed in the order of adjournment: At such adjourned meeting all business may be transacted that could have been transacted at the original meeting without other or further notice than contained in the order of adjournment as recorded in the meeting minutes.

**4.7** General Powers: The Board of Directors shall constitute the governing body of the Center. The board shall manage the business and affairs of the Center corporation. The board shall have the powers granted to them by law, the Articles of Incorporation, and by these By-Laws, including:

- a. Enter into contracts.
- b. Prescribe, adopt, and amend such equitable and uniform rules and regulations governing the use of the facilities and the properties of the Center.
- c. Select and designate a bank to act as a depository for the Center funds, with the power to change banks at will. Any check greater than \$2,500 shall be signed by a board officer.
- d. Borrow money and to cause to be executed and delivered as evidence of obligation, liability, or debt the promissory note, bond, bill or mortgage of the Center and cause to be hypothecated, mortgaged or pledged as security for an obligation, liability or debt any and all of its property rights and interest, both real and personal.

- e. Lease or let such property of the Center as, in its discretion, will not interfere with the use by the members of the Center of the facilities thereof.
- f. Acquire for or on behalf of the Center, by lease, purchase, or otherwise, such property, real, or personal as in its judgement may be necessary or required to promote the interest of the Center.

**4.8 Duties of the Board of Directors:** It shall be the duty of the Board of Directors to comply with all duties by law, the Articles of Incorporation, and these By-Laws. Other Board of Director duties include:

- a. Supervising officers, agents, and the Executive Director of the Center to ensure that their duties are properly performed
- b. Maintaining and assessing financial systems and controls and regularly evaluating the Center's financial health and sustainability
- c. Reviewing and authorizing the Center's audit and ensuring the form 990 is filed by the IRS deadline
- d. Reviewing and approving the Center's investment policy
- e. Ensuring proper insurance coverage and that it conforms with federal and state grant guidelines

**4.9 Compensation:** Directors shall not receive any compensation for the performance of their duties but may be reimbursed to cover their actual expenses while engaged in the performance of a service authorized by the Center.

## **ARTICLE V BOARD OFFICERS**

**5.1 Designation and Election:** The executive officers of the organization shall be a Board Chairman, Vice-Chairman, Secretary, and Treasurer, all of whom shall be members of the Board of Directors and shall be elected by the Board of Directors at the annual meeting.

**5.2** The Chairman shall be the Chief Executive Officer of the Center corporation. The Chairman shall preside over all meetings of the members and the Board of Directors, appoint standing committees and special committees, and shall be an ex-officio member of any committee which may be selected, except the nomination committee. The Chairman is charged with the responsibility of preserving order in the meetings and enforcing due observance of the Articles of Incorporation and these By-Laws. The Chairman shall cast a deciding vote when a tie occurs on a motion, except in the election of Officers. The Chairman shall sign and execute all authorized promissory notes, bonds, contracts, mortgages, leases, deeds, and other obligations of the Center and shall do and perform such other duties as may from time to time be assigned by the Board of Directors, these By-Laws, the Articles of Incorporation, or statutes of the State of Idaho.

**5.3 Vice-Chairman:** The Vice-Chairman shall, in the event of the absence of the Chairman,

perform the duties of the Chairman and such other duties as the Board of Directors may from time to time prescribe.

**5.4 Secretary:** The Secretary shall keep correct records of all board meetings. Meeting minutes must include the time and date, the names of those present at Directors' meetings, and the proceedings thereof. All minutes shall be recorded and made available to the general membership. All pertinent records shall be turned over to his or her successor.

**5.5 Treasurer:** The Treasurer shall chair the finance committee and provide a monthly report on financials during regular board meetings. The Treasurer will also provide the annual form 990 and an audit report to the Board of Directors. The Treasurer may delegate duties to employees of the organization so long as such delegation is subject to the direct supervision of the Treasurer or Chairman.

**5.6 Officer Vacancies:** Any officer position may be declared vacant at any time by appropriate resolution of the Board of Directors. Any director who permanently moves from the Center's service area may no longer be eligible for directorship, and a vacancy may exist. An officer vacancy shall be filled by the Board of Directors appointing a person in good standing and with the required qualifications and eligibility. The person appointed shall serve for the unexpired portion of the term vacated and until the election and qualification of the successor.

## **ARTICLE VI COMMITTEES**

**6.1** There shall be the following standing committees: Executive, Finance, Development, and Property and Facilities. The Chairman shall appoint other committees as may best promote the organization's interests. Such committees shall have the power and authority as may be delegated to them by the Board of Directors insofar as they will not conflict with the Articles of Incorporation or these By-Laws. Each committee must have one member from the Board who shall serve as liaison to the Board of Directors.

## **ARTICLE VII CONFLICT OF INTEREST**

**7.1** Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall fully disclose the nature of the interest and withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Center to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE VIII MISCELLANEOUS PROVISIONS**

**8.1 Budget/Calendar Year:** The budget and calendar year for the Center shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

**8.2 Dissolution:** The Center non-profit organization shall be dissolved in the manner provided by law and in full compliance with the Internal Revenue Code as to tax-exempt status under section 501(c)(3).

**8.3 Corporate Seal:** The Board of Directors may provide a suitable seal which shall have inscribed thereon the name of the Center, the year of its organization, and the words "Corporate Seal" and "Idaho."

## **ARTICLE VIII AMENDMENTS**

**9.1** These By-Laws may be amended at any regular or special meeting of the Board of Directors by a two-thirds (2/3) vote, provided that notice of the amendment(s) has been sent so that board members will receive it no later than seven (7) days prior to the meeting, subject to the members' power to change or repeal the By-Laws.