

**BYLAWS OF
RIVER VALLEY SENIOR CENTER, INCORPORATED
A MICHIGAN NON-PROFIT ORGANIZATION**

***Approved October 16, 2013
Amended July 16, 2020
Amended April 20, 2023***

**ARTICLE I
NAME & ADDRESS**

The name of this organization shall be River Valley Senior Center, Incorporated. The principal office of the organization shall be at 13321 Red Arrow Highway, Harbert, Michigan.

**ARTICLE II
PURPOSE**

The purpose of this organization is to offer to senior residents age 60 years and older a range of educational, recreational, social and referral services, including, but not limited to:

- a. Information and referral to appropriate service and related agencies.
- b. Outreach services (searching out to find) to senior residents who have problems and needs which cannot be met by their present resources.
- c. Transportation of senior residents residing in service area, when needed, to medical, dental and other related services.
- d. Social, educational and recreational services appropriate to senior residents of the area.
- e. Encourage people-to-people help programs.
- f. Promote project and hobby interests.

**ARTICLE III
MEMBERSHIP**

- a. The area served by the Center transportation includes the following four (4) townships: Chikaming, Lake, New Buffalo, Three Oaks, and the parts of Galien and Weesaw Townships that are west of Cleveland Avenue. This includes the following

cities/villages; Michiana, Grand Beach, New Buffalo, Three Oaks, Union Pier, Lakeside, Harbert, Sawyer, New Troy and Bridgman. The transportation service area is defined by the Berrien County Senior Center Service Area SW Michigan Planning Committee. A map outlining the seven service areas is located at RVSC.

- b. Membership in this organization shall be open to all residents who live in Berrien County, Michigan and have attained age 60.
- c. Only Residents who reside in the area served by the River Valley Senior Center AND have attained age 60 are eligible to vote at the River Valley Senior Center Annual Meetings.

ARTICLE IV GOVERNING POWERS

The governing powers shall be vested in the Board of Directors. These powers include owning and leasing property and facilities appropriate and essential to its purposes, management, budget, securing funds and employment of staff.

The Duties of the Board of Directors: All Board Members, including Officers, duties shall consist of:

- 1) Establish policy.
- 2) Assume responsibility for obtaining financial resources.
- 3) Hire and evaluate the Executive Director and be accountable for the activities of the Director and staff.
- 4) Evaluate the organization's programs and services administered by the Executive Director and implemented by the staff and volunteers.
- 5) Be accountable for the disbursement of fiscal resources, to thoroughly review the budget and the monthly financials received in the board packet at each meeting.
- 6) Investigate Federal, State, County and local funds and other resources available to senior citizens.
- 7) Cooperate with governmental and non-governmental organizations in the planning, training and research of services, programs, facilities and other resources available to senior citizens.
- 8) Report to the membership at the Annual Meeting all major changes to programs and services.
- 9) Record all proceedings of each Annual Meeting and present the minutes of the preceding Annual Meeting to the membership.
- 10) Present to the public membership a copy of the annual budget established by the Board of Directors at the beginning of each fiscal year.

- 11) Keep abreast of the policies and practices relating to personnel, employment, and compensation being utilized by like organizations. Also keep abreast of applicable laws.
- 12) Ensure that an annual audit of the Center's financial records meet the Terms of Appropriation as provided by the County Commissioners.
- 13) Review and select annually an insurance company to handle the Center's insurance needs for automobile, general liability, real estate, employee and board liability insurance.
- 14) Authorize the establishment and/or transfer of any bank accounts.
- 15) Attend regular Board meetings, special meetings and other meetings as deemed necessary.

ARTICLE V OFFICERS

Officers of the organization shall be:

- a. President – The President shall conduct all meetings of the Board and Executive Committee and shall appoint committee chairpersons as needed, except for the Nominating Committee and Finance Committee which are chaired by the Vice President and Treasurer respectively. The President shall perform all duties pertaining to the office of President and other duties as assigned by the Board. The President shall be a voting member of the Board.
- b. Vice President – The Vice President shall have the power to perform duties that may be assigned by the President or the Board. The Vice President is Chairperson of the Nominating Committee. He/she shall perform all duties incident to the office of Vice President and other duties assigned by the President and/or Board. If the President is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the Board directs otherwise. The Vice President shall be a voting member of the Board.
- c. Secretary – The Secretary shall keep minutes and maintain the attendance record at all board meetings, advising the President when any member shall have missed three (3) consecutive scheduled meetings for non-medical reasons or

unexcused absences. A master list of all board members and their terms of office will be maintained and published by the Secretary. He/she shall perform all duties incident to the office of Secretary and other duties assigned by the President and/or the Board. In the absence of the President and Vice President, the Secretary will preside at Board meetings. The Secretary shall be a voting member of the Board.

- d. Treasurer – The Treasurer shall be responsible for monitoring all financial records, funds and securities. The Treasurer is Chairperson of the Finance Committee, will perform all duties incident to the office of Treasurer and other duties assigned by the President and/or Board. In the absence of the President, Vice President and Secretary, the Treasurer will preside at Board meetings. The Treasurer shall be a voting member of the Board.

The Board of Directors, at the first Board Meeting following the Annual Meeting, shall elect the President, Vice President, Secretary and Treasurer for a one (1) year term; they shall take office immediately upon being elected. The Office of President will require at least one year prior service on the Board, unless waived by majority vote of the Board.

Two offices may be held by the same person, but if an instrument is required by law or by the Board or its President, to be executed, acknowledged, or verified by two or more officers, the individual holding more than one office shall only be entitled to one vote or signature; not two.

An officer may resign at any time by providing written notice to the organization. Notice of resignation is effective on receipt or at a later time designated in the notice.

An officer elected by the Board may be removed with or without cause by vote of a majority of the Board.

A vacancy in any office on the Board for any reason may be filled by the Board. Said appointments shall be for the duration of the unexpired term.

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors shall consist of not less than five (5) nor more than thirteen (13) members. Each Directors term shall be two (2) years and they shall be divided into two (2) classes whose terms shall be staggered so that one-half (1/2) of the Directors are elected at each annual meeting of the organization.

- a. **Nominating Committee** - The Board of Directors shall appoint a nominating committee of not less than three (3) members at least ninety (90) days before each annual meeting. The Nominating Committee, chaired by the Vice President, shall select and submit to the President not less than sixty (60) days before the annual meeting, a slate of nominees for the Board of Directors whose terms are expiring. The Nominating Committee shall strive to secure nominees who are the most qualified individuals, bringing expertise in fields that will be the most valuable to the operation of the Board and the Center, while being representative of the geographic area served. The Nominating Committee is a standing committee and shall remain in service for a one (1) year term to address any Board vacancies that may occur.

Related Directors – Unless approved by the Board of Directors prior to an election or appointment, only one (1) person from the same household may serve on the Board of Directors at a time.

Directors Related to Members of Staff – An immediate member of a staff person's family may not serve on the Board of Directors. This includes; grandparent, step-grandparent, parent, step-parent, spouse, child, step-child, grandchild or step-grandchild. Any employee of Nutrition Services or Meals-on-Wheels, may not serve on the Board of Directors.

.

- b. **Election of New Directors** - The election of new Directors shall be accomplished during the Annual Meeting of the organization. The vote to elect new Board members must be done by secret secure ballot. To fill the open positions, candidates with the highest number of eligible votes cast will be elected to the Board. Ballots will be available at the River Valley Senior Center at designated times one week (five business days) prior to the Annual Meeting for early voting.
- c. **Removal** - If a Board Member misses three (3) consecutive scheduled meetings for non-medical reasons or unexcused absences, their membership on the Board shall be automatically terminated. Any Board Member may be removed with or without cause by a majority vote of the board.
- d. **Resignation** - A Director may resign at any time by providing written notice to the organization. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor may be appointed to fill the vacancy for the duration of the term by a majority vote of the Board of Directors.
- e. **Board Vacancies** - Vacancies on the Board may be filled for the unexpired term of any Board Member who has died, resigned or been removed. The Nominating Committee shall recommend candidates to the Board. The selection of a replacement Board Member shall be made by a majority vote of the remaining Board Members.
- f. **Board Meetings** - The Board will meet monthly. Special meetings of the Board may be called by the President upon three (3) days advance notice, or if an emergency meeting is required, notification will be made electronically to all Board Members. Board Members are to be advised of the purpose of special meetings.
- g. **Special Meetings**: The Board may conduct special meetings electronically, provided a quorum is able to participate. Notice of said meeting shall be given at least twenty-four (24) hours in advance of said meeting.

- h. **Quorum** - At least fifty-one (51%) of the total Board membership shall constitute a quorum to transact business of the organization and all actions taken by the Board must be approved by a majority of those Board members present, except for the sale or purchase of personal and real property. The sale or purchase of personal and real property under \$1,000.00 can be approved by a majority (51%) of those Board members present at a board meeting or by electronic means; i.e. text or email. A sale or purchase of personal or real property in excess of \$1,000.00 must be approved by the majority of the total Board membership voting to approve said purchase; i.e. 51%.
- i. **Annual Meeting** - The date of the Annual Meeting shall be fixed by the Board and shall be held in the month of October of each year. At each Annual Meeting, one half (1/2) of the Directors shall be elected and any other business shall be transacted. Newly elected Board Members will take office at the first Board Meeting following their election.

ARTICLE VII EXECUTIVE DIRECTOR

The Board will hire an Executive Director who, when hired, will be the administrative head of the organization following the Board's established policies. Responsible for staff, volunteers and personnel matters, the efficient operation of the organization, have the authority and duty to provide the programs and services necessary for the organization to operate and achieve the organizations purposes and goals. The Executive Director is a non-voting member of the Board. The Executive Director shall fulfill such other duties as may be assigned by the Board of Directors. The Executive Director may be removed with or without cause by vote of a majority of the Board.

ARTICLE VIII EXECUTIVE COMMITTEE

The business of the Board will be exercised between meetings of the Board by an Executive Committee consisting of its President, Vice President, Secretary, Treasurer and Executive Director.

The Executive Committee may meet monthly or as often as it deems necessary to conduct its responsibilities.

The Executive Committee may be designated to oversee the duties of any committee except that of a nominating committee.

ARTICLE IX OTHER COMMITTEES

The Board shall establish such committees as needed from time to time.

ARTICLE X CONFLICT OF INTEREST

We recognize that Board members may have outside business or professional interests. Board members however, may not make a profit in any way in their outside employment or business interest from their position as a Board member. Members must disclose any conflict of interest involving an issue before the Board and abstain from discussion or voting on the issue.

ARTICLE XI VOLUNTEER LIABILITY

No member of the Board of Directors who is a volunteer or volunteer Director, as that term is defined in the Michigan Non-profit Corporation Act (the "ACT"), shall be personally liable to the Board or its members for monetary damages for a breach of the Director's fiduciary duty arising under the Act or other applicable law; provided however, that this provision shall not eliminate or limit the liability of a Director for any of the following:

- **A breach of the Director's duty of loyalty to the organization or its members.**

- Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law:
- A violation of Section 551 (1) of the ACT.
- A transaction from which the Director derived an improper personal benefit;
- An Act or omission that is grossly negligent.

If the Act is amended after approval of this section by the members of the Board to authorize the further elimination of the liability of Directors of nonprofit corporations, then the liability of a Director in addition to the limitation and elimination of personal liability contained in this section shall be eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation or elimination of liability is inconsistent with the status of the corporation as an organization described in Section 501 (c) (6) of the Internal Revenue Code of 1986. No amendment or repeal of this section shall apply to or have any effect on the liability or any acts or omissions of such Director occurring prior to the effective date of any such amendment or repeal.

ARTICLE XII INDEMNIFICATION

Each person who is or was a Director, Officer or member of any committee of the Board and each person who is or was serving at the request of the Board as a Director, Trustee, Officer, Agent or Committee Member of any organization, partnership, joint venture, trust or other enterprise, shall be indemnified by the Board to the fullest extent to which the Board has the power so to indemnify pursuant to the corporation laws of the State of Michigan as they may be in effect from time to time. The Board will purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such whether or not the Board would have power to indemnify such person against such liability under the laws of the State of Michigan. The Board may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the Board to the fullest extent provided under the Laws of the State of Michigan as they may be in effect from time to time.

The person shall be indemnified and held harmless against expenses (including attorneys fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members.

An indemnification under this by-law unless ordered by a court, shall be made by the corporation (Center) only as authorized in this specific case under a determination that indemnification if the Director, Officer, Employee or Agent is proper in the Circumstances because the person has met this applicable standard of conduct set forth in the applicable law. This determination shall be in any of the following ways:

- By a majority vote of a quorum of the Board consisting of Directors/members who were not parties to the action, suits or proceedings – If the quorum is not obtainable, then by a majority vote of a Board of Directors who are not parties to the action. The Board shall consist of not less than two (2) disinterested members.
- By independent legal counsel in a written opinion.
- By the members.

If a person is entitled to indemnification under this section for a portion of expenses including attorney's fees, judgments, penalties, fines and amounts paid in settlements but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts, paid in settlement for which the person is entitled to be indemnified.

ARTICLE XIII

FISCAL YEAR AND FINANCES

30. The fiscal year of the corporation shall be October 1 through September

The Board of Directors has the responsibility to secure the funds necessary to carry out the purposes of the Center. Funds may be sought from governmental bodies, private organizations, and from private solicitations and other activities conducted for the benefit of the Center.

The Board of Directors shall specifically authorize establishment of a bank account or accounts. Disbursements may be made only in accordance with the budget and such other payments as may be authorized by the Board or the Executive Committee. All withdrawals shall be upon the signature of at least two (2) of the following: President, Vice President, Treasurer, Executive Director or any member of the Finance Committee.

ARTICLE XIV STAFF

The staff shall consist of the Executive Director and such other staff as the Board may determine to be necessary.

ARTICLE XV AMENDMENTS

These By-Laws may be amended by a majority of the total membership of the Board of Directors, provided that the proposed amendment was presented at the previous Board Meeting and voted on at the next scheduled Board Meeting. Any member who is unable to attend said meeting may express his or her views and vote by a proxy.

ARTICLE XVI

All meetings shall be conducted in accordance with the Robert's Rules of Order.

ARTICLE XVII DISSOLUTION

Upon the dissolution of the corporation, the assets of the corporation shall be offered in writing to Berrien County which shall have the right of first refusal which it may exercise by accepting the offer by resolution adopted by its Board of County Commissioners within 63 days of receipt of the written offer by the County Administrator. If Berrien County does not exercise its right of first refusal, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, 26 USC 501 c(3) or the corresponding section of any future federal tax code, or shall be distributed to the federal

government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

APPROVAL

These Bylaws were approved by the Board of Directors at their meeting on August 21, 2013 and by members of the River Valley Senior Center, Inc. at their annual meeting on October 16, 2013.

AMENDMENTS

These By-Laws were amended adding Article XVII by a majority of the total membership of the Board of Directors as defined in Article XV on April 16, 2016. These Bylaws were amended through clarifying the language in Articles II, III, IV, VI a, f, g, h, VIII, XIII, XV on July 16, 2020. These By-Laws were amended through clarifying language in Article VI, a, b, g on April 20, 2023.

Ayes: Polishuk, Phillips, E. Rogers, S. Rogers, King, Wagner Mansfield, Wojtczak, Griffiths, Schmidt, Palen, Miller, Alvarez.

Nays: None

Sue Polishuk, President
RVSC Board of Directors

Ellie Rogers, Vice President
RVSC Board of Directors

Sharon Phillips, Secretary
RVSC Board of Directors

Tim Hawkins, RVSC Executive Director
Member of Bylaw Committee

Susan Rogers, Treasurer
RVSC Board of Directors

Evia King, Co-Treasurer
RVSC Board of Directors