

By-Laws

Verona Area Senior Citizens Club, Inc. (Revised August 5, 2015)

Article I Name of Organization

The name of the organization shall be The Verona Area Senior Citizens Club Inc. (d/b/a “Verona Area Active Adults”)(VAAA)a not-for-profit corporation (September 11, 1973). Principal office of the corporation shall be 108 Paoli Street, Verona, WI 53593.

Article II Purpose

The purpose of the organization is to support social, recreational and educational events and programs for older adults; undertake fundraising activities on behalf of the Verona Senior Center; and to advocate for local, county, state and federal support for programs and services which meet the needs of older adults.

The Director of the Verona Senior Center may also call on the VAAA Board for advice on the Center policies and issues facing the Center.

Article III Associates

Any person age 55 or older that is a registered card holder of the Verona Senior Center is an Associate of the VAAA

Article IV Board of Directors

The management and control of the Corporation shall be vested in the Board of Directors. Directors shall be chosen from among members upon the recommendation of the Nominating Committee as vacancies occur. Only one Associate of a household is eligible for Board membership concurrently. It is the duty of all Board members to promote public awareness of the programs and events of the Verona Senior Center and the VAAA.

Number of Directors: The number of Directors shall be no less than seven.

Director's Term of Offices: The initial terms of office will run from September 1 of the year selected through December 31 two years hence. The terms of persons leaving the Board will continue until December 31, allowing for four months of overlap with the initial term of new members.

Selection of new Directors: Each Year by May 1, the President will determine whether Directors whose terms expire at the end of the year are interested in serving an additional term. The President shall also, by a notice in The Chronicle, solicit nominations for appointment to the Board of Directors. The President will forward all responses to the Nominating Committee.

When a vacancy occurs, the Board may choose to fill the position immediately, or it may choose to wait until the next September for the position to be filled in the normal way.

Meetings of Board of Directors: The Board shall meet monthly at the time and place specified by the President. Notice of any special meetings and the purpose thereof shall be provided by the Secretary of the Corporation to the Directors at least three days in advance of such meetings.

Quorum for Conducting Business: A majority of the Board of Directors shall constitute a quorum for purpose of transacting Corporation business at any meeting of the Board. Each Director shall be entitled to one vote on each action at any meeting , unless a Director has a conflict of Interest, in which case the Director must recuse themselves from voting

Vote Required for Approval: Board actions require approval by a majority of Directors present.

Relationship of the VAAA Board with the Verona Senior Center Director: Since the purpose of the VAAA is to support the mission of the Verona Senior Center, the Director of the Center or her/his designee will, whenever possible, attend the monthly Board meeting to report on Center developments that are relevant to the concerns of the VAAA and will participate in discussions.

The Director may also use the VAAA Board as an informal advisory panel, and may request the VAAA's assistance with Senior Center projects. The Verona Senior Center Director is not a voting member of the Board.

Article V **Board of Directors Officers**

Selection of Officers: The Board of Directors shall annually elect from its membership a President, Vice-President, Secretary, and Treasurer. Officers shall be elected for one year terms at the December Board meeting with the positions becoming effective on January 1, of the following year.

Removal of Officers: In the event of serious malfeasance and/or failure to perform the required duties while in office, the Board of Directors may remove an officer. Such removal requires a two-thirds affirmative vote for approval.

Duties of the Officers:

It is the duty of the **President** to:

1. set monthly meeting dates
2. determine agendas
3. preside at all Board of Directors meetings
4. call special meetings of the Board of Directors
- 5.

It is the duty of the **Vice President** to:

1. Assume the duties of the President in the President's absence
- 2.

It is the duty of the **Secretary** to:

1. record and maintain the minutes of the Board of Directors meetings
- 2.
3. acknowledge donations and memorials received and forward that information to Senior Center staff for recognition in The Chronicle.

It is the duty of the **Treasurer** to:

1. assist in preparing the annual budget
2. maintain financial accounts and records of all financial transactions of the Board of Directors and the Corporation
3. collect moneys and pay bills as necessary.

In the absence of the Treasurer, authorization to fulfill the Duties of the Treasurer shall pass to the President or another Board member as designated by the President.

Article VI **Committees**

The Board of Directors may create Committees. These Board Committees shall have such duties, powers and authority as designated by the Board.

VAAA Board Committees may include Board members, a mix of board members and non-Board members, or only non-Board members. The Chairperson of each Committee shall solicit additional committee members.

Committees shall set their own policies and schedules. They will report monthly to the Board of Directors. The Committees are seen as advisors, and recommendations are made to the Board of Directors. No committee or individual speaks for the Board of Directors.

Special Committees: Each year the President shall, in consultation with the Senior Center Director, appoint an:

Audit Committee, consisting of two persons, one current Board member and one non-board Associate, to conduct an internal audit of the Treasurer's records at the close of each fiscal year or in the event of a change in Treasurers.

Nominating Committee, consisting of two Board members and/or Associates, to recommend candidates to replace Board members whose terms are expiring. As noted above, VAAA Associates shall be invited to suggest potential Board members to the Nominating Committee.

Board members may also suggest candidates to the Nominating Committee.

The names of candidates shall be presented to the Board for their consideration and confirmation.

Article VII **Financial Operations**

The fiscal year of the Corporation shall be January 1 through December 31 of each year.

Article VIII **Rules**

Simple parliamentary procedure will be employed during the meetings of the VAAA Board of Directors.

Article IX **Amendments of the By-Laws**

Amendments of the By-Laws of the VAAA may be made by a two-thirds affirmative vote of the Board of Directors at any regular or special meeting of the Board, provided previous notice of such proposed amendment or amendment has been given in the meeting notice. There must be a quorum at the meeting for the amendment of the by-laws.