

Bylaws

**Senior Citizens of Logan County, Inc.
The Oasis Senior Center
2810 Woodlawn Road
Lincoln, IL 62656**

**Amended & Effective
December 21, 2000**

**Amended & Effective
November 15, 2001**

**Amended & Effective
June 20, 2002**

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May 15, 2003**

**Amended & Effective
May 20, 2004**

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**Amended and Effective
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January 17, 2019**

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BYLAWS
SENIOR CITIZENS OF LOGAN COUNTY, INC.

ARTICLE I – NAME

The name of the Corporation shall be Senior Citizens of Logan County, Incorporated.

ARTICLE II – PURPOSE

The purpose of the Senior Citizens of Logan County, Incorporated shall be those set out in the Articles of Incorporation.

ARTICLE III – MEMBERS

Section 1: Members of the Corporation shall be all persons who have paid annual supporting dues for the current year.

Section 2. Supporting dues shall be payable on an annual basis (January-December). Dues shall be determined by Board action. annually with the Policies and By-Laws report to the Board.

Section 3: Members of the Corporation may receive priority and/or discounted participation in Corporation-sponsored activities.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The business, properties and affairs of the Corporation shall be controlled and managed by a Board of Directors consisting of not less than twelve and not more than fifteen members.

Section 2. Members of the Board may serve two consecutive *three-year* terms. A full term of service is three years. Following a one-year hiatus, a Board member shall be eligible to serve again.

Members of the Board of Directors shall be members of the Corporation. One half of the members of the Board shall be at least 55 years of age.

If a Board member vacates his/her position during a term, the Board shall appoint a person to complete that term. If the vacancy occurs within six months of the end of the term, the Board may choose to leave the position vacant until the annual meeting.

Section 3. The Executive Board shall consist of the be President, Vice-President, Secretary and Treasurer. The Executive Board shall be elected by the Board of Directors. Only persons who are serving as members on of the Board of Directors may become Executive officers of the Board. The Executive officers shall serve until their successors are elected. Executive officers may be reelected. Any vacancy on the Executive Board between annual meetings shall be filled by the Board of Directors.

Section 4. A nominating committee consisting of five Board of Directors shall be appointed by the President in November of each year.

The nominating committee shall submit a slate of nominees for Executive Officers and Board of Directors representing the community. Consideration should be given to the totality of Logan County. All names of candidates for consideration must be submitted to the nominating committee chairperson in writing by January 1 or postmarked by January 1. The slate shall be provided to the Board of Directors at the February meeting and voted on at the March meeting. Board members and Executive Officers so elected shall be installed at the annual meeting of the Corporation.

Section 5. Members of the Board of Directors who miss four meetings in a year without reasonable cause may be suspended from Board membership and so notified by the Secretary at the direction of the President.

ARTICLE V - MEETINGS

Section 1. Meetings of the Board shall be held monthly, unless the Board decides otherwise. The Board will follow a prepared agenda. Only business items listed on the agenda will be discussed and acted upon. The President must be notified, in writing, on or before the 5th day of the month, prior to the Board meeting, to add agenda items or business to be brought before the Board.

Section 2. Special meetings of the Board may be called by the President or by not fewer than five members acting in concert. All members of the Board shall be notified of any such meeting at least twenty-four hours in advance. Said notice shall include an agenda of such meeting, and only those items of business listed on the agenda may be discussed at the said meeting.

Section 3. All Board members shall be notified of all meeting.

Section 4. The annual meeting of the Corporation shall be held in conjunction with the regular meeting of the Board of Directors.

Section 5. All executive sessions of the Board of Directors shall be voice recorded, in addition to written minutes.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be composed of the officers of the Board of Directors and the Executive Director. The committee shall have the power and duties of the Board, in the absence of a quorum at a regularly scheduled Board of Directors meeting for the purpose of transacting business that cannot be postponed until the next regularly scheduled meeting of the Oasis Board of Directors.

Section 2. A meeting of the Executive Committee may be called by the President or any three members thereof.

Section 3. In the case of a vacancy in the Executive Committee, the President, with the consent of the Board of Directors, shall appoint an individual to fill that vacancy.

ARTICLE VII – DUTIES OF OFFICERS

Each office shall have such duties as may be imposed by the Board in addition to the following:

Section 1. President: The President shall preside at all meetings of the Board and the Executive Committee; shall perform all the normal and usual duties of the office; shall appoint all standing and special committees; and, shall be an ex-officio member of all committees except the nominating committee.

Section 2. Vice-President: The Vice-President shall perform all duties assigned by the President or the Board of Directors. In the absence of the President, the Vice-President shall perform all the duties of the President as defined in Section 1. If the President vacates his/her office, the Vice President shall assume the office of President.

Section 3. Secretary: The Secretary shall be responsible for the written minutes of the Board of Directors' meetings, shall maintain secure storage of recordings of Executive Sessions, and shall conduct correspondence as authorized by the Board.

Section 4. Treasurer: The Treasurer shall be responsible for the receipt, deposit, and disbursement of all funds of the Corporation; keep or cause to be kept all the account books of all the business and transactions of the Corporation; shall serve as a member of the Finance Committee and shall be responsible for having an audit of financial records as required by law.

ARTICLE VIII – FINANCES

Section 1. The fiscal year of the Corporation shall be January 1-December 31.

Section 2. The affairs of the Corporation shall be financed by such tax revenues, fees, grants, gifts, bequests and contributions as the Corporation shall receive. All funds received by the Corporation shall be deposited in any Clearing House depository approved by the Board and shall be applied to the purpose of the Corporation during its existence. Financial matters shall be conducted according to the regulations governing grants from private or public sources.

Section 3. Withdrawal from or checks drawn on such accounts shall be signed by two of the four officers of the Executive Board: President, Vice – President, Secretary and Treasurer. The Executive Board shall have the authority to negotiate, purchase and / or redeem the organizations investments.

Section 4. There shall be an annual audit or compilation of the financial records of the Corporation conducted by a Certified Public Accountant with submission of the conclusion to the Board of Directors.

Section 5. An internal audit shall be submitted quarterly: April, July, October, and January to the Board of Directors for approval. This report will be given to the Treasurer for the compilation of the audit.

Section 6. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE IX - COMMITTEES

Section 1. The following committees shall be appointed by the President prior to the month of May. Each committee will serve for one year with approval of the Board:

Building and Grounds

By-Laws & Policies/Annual Meeting

Finance

Personnel & Grievance

Program Development

Ways & Means

Ad hoc committees may be established as necessary.

Section 2. Each committee shall meet and shall make periodic reports to the Board.

ARTICLE X – STAFF

Section 1. The Executive Director shall be appointed by the Board of Directors. Compensation shall be established annually by the Board of Directors.

Section 2. The Executive Director shall be responsible to the Board of Directors for executing the policies, program objectives and services approved by the Board of Directors and shall present a report at each Board of Directors meeting.

Section 3. The Executive Director shall be a non-voting member of the Board of Directors and shall be an ex-officio member of all committees except the nominating committee.

Section 4. Staff may be hired by the Executive Director with the approval of the Board of Directors.

ARTICLE XI – GENERAL POWERS

Section 1. No substantial part of the activities of the Corporation shall be attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 2. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on

- a) by a corporation exempt from Federal Income Tax under Section 501 (c) 3 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law); or
- b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XII – AMENDMENTS

These bylaws may be amended by a simple majority vote of the Board of Directors at any meeting of the Board of Directors, provided that notice of the proposed change has been distributed in writing to the Board of Directors members at least seven days prior to the meeting.

ARTICLE XIII – RULES OF ORDER

Unless inconsistent with these bylaws, the latest revision of *Robert's Rules of Order* shall govern all meetings of the Corporation.

ARTICLE XIV-STATE OF EMERGENCY

A state of emergency may be declared by the President of the Board of Directors with a unanimous vote of the Executive Board when an event or events severely limits the organization ability to fulfill its mission. The President of the Board is granted the authority to make decisions for the Board of whole until such time a meeting of the Board of Directors is called.

ARTICLE XV – DISSOLUTION

Section 1. This Corporation may be dissolved by a two-thirds vote of the members of the Board of Directors present at any meeting of the Board of Directors, provided that Notice and a text the proposed dissolution shall be distributed in writing to the Corporation members not less than thirty days prior to the meeting at which the proposed dissolution is to be considered.

Section 2. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manners, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501 (c) 3 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 3. Assets not disposed of according to the terms of Article XIV, Section 2 shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purpose, or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purpose.