

**BYLAWS**  
**of**  
**ONION CREEK SENIOR CENTER**

**ARTICLE I**  
**Name, Purpose, Offices and General Provisions**

Section 1. Name. The name of the corporation is Onion Creek Senior Center, hereinafter called the Corporation.

Section 2. Purpose. The Corporation is organized exclusively for activities for seniors and disabled adults for social, religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

Section 3. Offices. The Corporation shall have a registered office and may have other offices at such places as the Board of Directors may from time-to-time determine or as the activities of the Corporation may require.

**ARTICLE II**  
**Membership**

Section 1. Authority for Membership. The Board of Directors may establish, and from time-to-time amend, such classes or categories of members as it deems appropriate.

Section 2. Benefits, Dues and Policies. The Board of Directors may establish and from time-to-time amend, membership qualifications, benefits, dues, and policies for each class or category of members established by the Board.

Section 3. Membership. An individual 50 years old and older and/or disabled adults that have paid their current membership dues and fees and have been accepted by the Corporation.

Section 4. Good Standing Defined. As used in these Bylaws, or in Policies and Procedures, "member in good standing" shall mean a person or an organization that has paid the required annual dues for the member's category of membership, and who has complied with the other requirements of membership as determined by the Board of Directors.

Section 5. Annual Meeting. There shall be an annual meeting of the Board of Directors and Membership in November.

Section 6. Resignation. Any member may resign by filing a written resignation with the Secretary of the Board of Directors, which resignation shall become effective on the date specified in the written resignation, but in no case before the date of receipt. If no date is specified, the effective date of the resignation shall be the date of receipt.

### **ARTICLE III**

#### **Board of Directors**

Section 1. General Powers. The activities, property, monies, and affairs of the Corporation shall be managed by the Board of Directors, hereinafter called the Board, who may exercise all such powers of the Corporation as are permitted by statute, the Articles of Incorporation, and these Bylaws.

Section 2. Number and Qualifications. To be elected to the Board, all nominees shall be members in good standing in the appropriate class or category of membership at the time of election. Members of the Board of Directors shall be elected by vote of the membership from the list of nominees provided by the Nominating Committee. The Board of Directors shall consist of nine (9) members, which number may be increased or decreased from time-to-time by amendment of these Bylaws, provided that the number of directors shall not at any time be less than seven (7) and provide further that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

No employee of or contractor to the Corporation shall be eligible to run for the Board within twelve (12) months of culmination of their employment or contract with the Corporation.

Section 3. Term of Office. The term of office for directors shall be three (3) years. Directors may be reappointed or reelected to additional terms. One-third of the directors shall be elected or appointed each year on a rotating basis for terms of three years. Directors shall serve until the expiration of their term, death, resignation, disqualification or removal from office as provided in these Bylaws. The term of office for the Directors begins January first.

Section 4. Filling of Vacancies. Any vacancy in the Board of Directors, or a vacancy created as the result of an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors, at any regular or special meeting of the Board, provided that the notice of the meeting shall state that the filling of vacancies is to be considered. Any director appointed to fill a vacancy shall hold office until the end of the term of the vacancy to which he or she was appointed. Vacancies created by an increase in the number of directors shall be elected so as to meet the requirements for rotation as provided in Section 3 above.

Section 5. Removal and Resignation. Any Director may be removed, either for cause or without cause, at any regular or special meeting of the Board by an affirmative vote of a majority of the number of Directors in office, provided that the notice of the meeting shall state that removal of Directors is to be considered. Any Officer or Director may resign at any time by sending written notice to the Chairperson of the Board. The resignation shall take effect at the time specified, but in no case before notice is received.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as may from time-to-time be determined by a resolution adopted by the Board and communicated to all directors, subject to all provisions for notice or waiver of notice as provided in these Bylaws.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held at such places and at such times as may from time-to-time be determined by the Board, subject to all provisions for notice or waiver of notice as provided in these Bylaws. Unless otherwise specified in these Bylaws, any and all business may be transacted at any regular or special meeting of the Board. Special meetings may be called by the Chairperson, or by the written request of fifty percent (50%) of the directors in office.

Section 8. Annual Meeting. There shall be an annual meeting of the Board of Directors and Membership in November. The first meeting of the Board with its newly elected Directors is in December and at that meeting the Board shall elect its Officers for the upcoming year and may transact any and all business that may come before the Board, subject to all provisions for notice or waiver of notice as provided in these Bylaws.

Section 9. Notice. Notice of the annual meeting shall be given not less than thirty (30) days nor more than sixty (60) days prior to the date of the annual meeting. Notice of any regular meeting shall be given at least seven (7) days prior to the date of the meeting. Notice of any special meeting shall be given at least seven (7) days prior to the date of the meeting unless the Chairperson declares an emergency, in which case notice shall be given at least twenty-four (24) hours prior to the special meeting. Notice may be given personally, by mail to the last known address of any director, or by electronic means with or without proof of receipt required as determined by the Board. Unless otherwise required by law or these Bylaws, neither the business to be transacted nor the purpose of the meeting need be specified in the notice of the meeting. In case of an emergency declared by the Board Chairperson, the seven (7) day notice may be waived.

Section 10. Waiver of Notice. Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 11. Quorum. At all meetings of the Board of Directors, the presence of a majority of the number of directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, which number shall include members attending by electronic means. If at any time a director suggests the absence of a quorum, the roll shall be taken immediately to determine if a quorum is present. In the absence of a quorum, the meeting will be adjourned to such a time and place as determined by the Board when a quorum will be present.

Section 12. Actions of the Board. The act by a majority of the Directors present at any meeting where a quorum is present shall constitute an act of the Board of Directors, unless a different number is specifically required by these Bylaws.

Section 13. Voting and Proxy. Board members shall be present in person to vote. Provided that with reasonable notice to the Board Chairperson, a member may attend and vote by electronic means, including by phone, as provided in the Bylaws. Proxy voting shall not be allowed.

Section 14. Consent. Any action permitted or required to be taken at any meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action to be taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote of the Board. Consent may be obtained in writing, by facsimile or by e-mail.

Section 15. Attendance. With reasonable notice to the Chairperson, any director may attend and vote at any meeting by electronic means in which all persons participating in the meeting can hear or communicate with each other simultaneously. If any director fails to attend any three (3) meetings, without adequate cause, as determined by the Chairperson, within one (1) year, then the director shall be deemed to have submitted his or her resignation from the Board of Directors.

Section 16. Compensation. No director shall receive compensation as the result of his or her service on the Board or on any committee of the Board. Nothing contained in this section shall prohibit any director from receiving reimbursement for actual expenses incurred on behalf of the Corporation, provided that the expense was authorized by the Board. Nothing contained in this section shall prohibit any director from being reimbursed for expenses incurred in attending meetings of the Board or any committee of the Board, subject to applicable policies and procedures on reimbursement adopted by the Board.

Section 17. Self-Evaluation. In the month of December of each year, all members of the Board shall do a self-evaluation in accordance with the recommendations of the National Council of Non-Profits or a similar organization as selected by the Board. The purpose is to self-identify if the Director has performed as needed and should continue to serve or step down from their position.

Section 18. December Meeting. The December meeting shall be primarily for the planning of the upcoming year. All Directors, both existing and newly elected, shall make a reasonable effort to attend and all are to assist with the planning of the upcoming year. The newly elected Directors whose first term becomes effective on January first of the upcoming year will be a non-voting member at this meeting.

## ARTICLE IV

### Officers, Agents, and Employees

Section 1. Elected Officers. The elected officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer.

Section 2. Election. All officers of the newly elected Board for the upcoming year shall be elected at the December Board meeting.

Section 3. Appointive Officers, Agents, and Employees. The Board of Directors may from time-to-time appoint such other officers, agents, and employees as it deems necessary, who shall have powers and duties as set forth in these Bylaws, or as determined from time-to-time by the Board.

Section 4. Simultaneous Offices. No person shall hold more than one of the offices designated in Section 1 above at the same time unless the Board shall first declare that such a need exists, and then designate an officer to perform the duties created by the vacancy of another officer. At no time shall the Chairperson and the Secretary be the same person.

Section 5. Term of Office, Removal and Filling of Vacancies. Each elected officer shall hold office for a term of one (1) year or until his or her death, resignation, disqualification or removal from office as provided in these Bylaws. Any officer may be reelected to consecutive terms in the same office. Any officer may be removed at any time by a super majority (two-thirds vote) of the number of directors in office, when in the judgment of the Board, such removal shall be deemed in the best interest of the Corporation, and provided, that the notice of the meeting shall state that removal of officers is to be considered. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by an affirmative vote of a majority of the number of directors in office.

Section 6. Chairperson. The Chairperson shall have general supervision of the affairs of the corporation; shall preside at all meetings of the Board of Directors; shall have general authority to execute bonds, deeds, and contracts in the name of the Corporation; shall sign all official documents on behalf of the Corporation; shall appoint all committee chairpersons unless otherwise designated by these Bylaws; shall appoint such other officers and agents as are necessary for the operation of the Corporation; and in general shall exercise all powers usually pertaining to the president or chairperson of a corporation. All powers and duties of the Chairperson shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors in such a manner as is from time-to-time determined by the Board. The Chairperson will not vote unless needed in the event of a tie.

Section 7. Vice Chairperson. The Vice Chairperson shall, in the absence of the Chairperson, perform the duties of the Chairperson of the Corporation, and shall have such other powers and duties as may from time-to-time be determined by the Executive Committee or the Board.

Section 8. Secretary. The Secretary shall keep and maintain all records of the Corporation unless otherwise specified in these Bylaws; shall see that proper notice is given for all meetings of the Board of Directors; shall keep, or cause to be kept, accurate and true records of all proceedings of meetings of the Board; shall ensure that minutes of the previous meeting(s) and all related documents are sent to directors at least seven (7) days prior to the next meeting; and in general shall exercise all powers usually pertaining to the secretary of a corporation. All powers and duties of the Secretary shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors in such a manner as is from time-to-time determined by the Board.

Section 9. Treasurer. The Treasurer shall be the chief financial and accounting officer of the Corporation; shall have active control of and be responsible for, all accounts and finances of the Corporation; shall supervise all vouchers and requests for payment by the Corporation including records pertaining thereto; shall prepare or cause to be prepared accurate and understandable monthly financial reports of the finances of the Corporation; shall prepare or cause to be prepared financial statements and related documents; shall have supervision of the books and accounts of the Corporation; shall ensure that yearly, accurate financial reviews or audits are performed according to financial practices and procedures applicable to the Corporation; shall recommend depositories and financial institutions to the Board of Directors; shall have care and custody of all monies, funds and securities of the Corporation and shall ensure that all funds are deposited in such depositories as are selected by the Board; shall be responsible for the collection of all accounts payable to the Corporation; shall keep or cause to be kept full and accurate accounts of all expenditures and disbursements by the Corporation; shall have the power to endorse all checks, drafts, notes or other financial instruments payable to the Corporation; shall give or cause to be given proper receipts for all payments to the Corporation; shall prepare a proposed annual budget to be presented to the Board of Directors in October and finalized by December; and in general shall exercise all powers usually pertaining to the treasurer of a corporation. All powers and duties of the Treasurer shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors in such a manner as is from time-to-time determined by the Board. The Treasurer's report shall be sent to the Board at least seven (7) days prior to the next Board meeting.

Section 10. Other Powers and Duties. In addition to the powers and duties enumerated above, the elective and appointive officers, agents or employees of the Corporation shall perform such other duties and have such other powers as are provided in the Articles of Incorporation, these Bylaws, and Policies and Procedures adopted by the Board, or as otherwise determined from time-to-time by the Board.

## **ARTICLE V**

### **Committees of the Board**

Section 1. Executive Committee. There is hereby created an Executive Committee whose membership shall be the Chairperson, Vice Chairperson, Secretary and the Treasurer. The General Manager of the Corporation, if any, shall serve as an ex-officio, non-voting member of the Executive Committee.

Section 2. Powers and Duties of the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Corporation in the intervals between Board meetings; shall be responsible for recruiting, hiring, and evaluating the General Manager Director; and shall have such other powers and duties as may from time-to-time be determined by the Board. The Executive Committee shall keep accurate records of its proceedings and report all actions to the Board. All actions of the Executive Committee shall be subject to review and confirmation by the Board of Directors in such a manner as is determined from time-to-time by the Board.

Section 3. Nominating Committee. The Nominating Committee shall consist of the immediate past Board Chairperson, one (1) member of the Board, and three (3) members in good standing selected from the general membership. The Nominating Committee shall select a Chairperson and a Committee Secretary.

Section 4. Powers and Duties of the Nominating Committee.

- a. Selection of the members from the general membership.
  - 1. Three (3) members from the general membership shall be selected by the nominating committee with approval of the Board from members in good standing.
  - 2. The term of the members from the general membership shall be three (3) years. Such members may be selected to additional terms.
  - 3. Replacement members, if needed, shall be selected by the Board to serve the remaining term of the member or members being replaced, pursuant to the same notice requirements above.
  
- b. The Nominating Committee shall:
  - 1. Be responsible for identifying, screening and recommending qualified potential Board members to the Board that meet the skills and needs as determined by the Board, who are members in good standing and have been a member for at least twelve (12) months prior to nomination, provided, that the Nominating Committee shall make a reasonable effort to recommend at least two (2) potential Board members to the Board for each expiring or otherwise vacant position;
  - 2. Make a reasonable effort to maintain a sufficient pool of qualified potential Board members to allow for normal replacement and unforeseen vacancies;

3. Meet as needed each year with the first meeting in July and subsequent meetings as needed to discharge its powers and duties;
  4. Conduct interviews of all candidates who submitted an application and put forth a list to the Board, and
  5. Keep accurate and true minutes, which is provided to the Board Secretary as one document covering all meeting minutes no later than two (2) weeks after the November election.
- c. The Board will recommend the best candidates that will most likely fit the current needs with all candidates being placed on the ballot.

Section 5. Other Committees. The Chairperson, or the Board, may establish such other committees as are necessary for the operation of the Corporation. All other committees shall have only those powers and duties specifically designated by the Board of Directors and shall perform such tasks and activities as may from time-to-time be determined by the Board. All committees shall report to the Board as necessary.

## **ARTICLE VI**

### **Indemnification of Officers and Directors**

Section 1. Indemnification. The Corporation shall indemnify an Officer or Director of the Corporation against reasonable expenses incurred by the Director in connection with any proceeding in which the Director is named as a defendant or respondent because he or she is, or was, a Director of the Corporation, subject to the limitations in the Articles of Incorporation and these Bylaws.

Section 2. Conditions. The Corporation shall have no obligation to indemnify an Officer or Director if he or she is found liable for:

- a. A breach of the Director's duty of loyalty to the corporation;
- b. An act or omission not in good faith that constitutes a breach of any duty of the Director to the corporation;
- d. An act or omission that involves intentional misconduct, or an intentional violation of the law;
- e. A transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or an act or omission for which the liability of a Director is expressly provided for by an applicable statute.

Section 3. Limits. The Board may adopt, and from time-to-time amend, reasonable limits on the expenses of any Officer or Director for whom indemnification is provided.

**ARTICLE VII**

**Miscellaneous Provisions**

Section 1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private shareholder or individual; no dividends shall be paid; and no part of the income of the Corporation shall be distributed to its Officers or Directors.

Section 2. Loans to Officers and Directors. No loans shall be made by the Corporation to any Officer or Director for any reason or at any time.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be from January first (1<sup>st</sup>) through December thirty-first (31<sup>st</sup>) and may be changed from time-to-time, by resolution of the Board.

Section 4. Policies and Procedures. The Board shall have the authority to adopt such policies and procedures as the Board may from time-to-time determine are necessary, or as the activities of the Corporation may require and shall be reviewed and updated on an annual basis as necessary.

Section 5. Resource. The National Council of Non-Profits or a similar organization shall be used as a resource for determining proven solutions to any problems or for any other assistance.

**ARTICLE VIII**

**Dissolution**

Section 1. Dissolution. The Corporation may be dissolved by resolution approved by a majority of the Directors in office, even though less than a quorum, or by a sole remaining Director. After providing for the payment of all debts, the satisfaction of all liabilities, and the expenses of dissolving the Corporation, any assets remaining upon dissolution of the Corporation shall be disposed of by the remaining Directors in accordance with the provisions of the Articles of Incorporation and applicable law.

Section 2. No benefits. No part of the cash or assets of the Corporation shall inure to the benefit of any current or former Officer or Director; any current or former employee; any current or former member.

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**ARTICLE IX**  
**Amendments to Bylaws**

Section 1. These Bylaws may be altered, amended, or repealed, or new Bylaws adopted by the membership at the annual meeting in November with ten (10) days notice, or by the membership if needed prior to the annual meeting with ten (10) days notice of a special meeting.

These Bylaws were adopted by the majority of the Board of Directors by an electronic vote through email on the 21<sup>st</sup> day of March 2026 and approved by 50% of the general membership in attendance at the special meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, 2026.

Signatures:

\_\_\_\_\_ Karen Herrmann  
\_\_\_\_\_ Dan Gorchesky  
\_\_\_\_\_ Kay Walters  
\_\_\_\_\_ Kathy Crebbs  
\_\_\_\_\_ Bob Duda  
\_\_\_\_\_ Gloria Hubbard  
\_\_\_\_\_ Lisa Van Mater