

BYLAWS OF THE PARKER SENIOR CENTER, INC.

ARTICLE I

FRAMEWORK

Section 1 – Name, Purpose, and PSC Principles of Operation.

- A. Name.** The name of the Corporation is “The Parker Senior Center, Inc.” Also known as “PSC” or “The Corporation.” It is an independent, non-profit 501(c)(3) corporation that owns and operates a facility located at 10675 Longs Way, Parker, Colorado 80138.
- B. Purpose.** The purpose of PSC is to enrich the lives of adults aged fifty (50) and older by providing engaging activities, exercise programs, a healthy balanced lunch program, educational and entertaining field trips, and access to speakers on relevant programming in a safe, vibrant, and welcoming environment. PSC cooperates with town (Town of Parker), county, state, and federal governments, and the private sector, concerning laws and opportunities that affect senior citizens.
- C. PSC Principles of Operation.** All PSC activities shall be conducted without discrimination based on any characteristic or background protected by law. A detailed Nondiscrimination Policy is provided in the PSC Operations Manual. The PSC Mission Statement, Vision Statement, and Core Values Statement are also included in the Operations Manual.

ARTICLE II

BOARD OF DIRECTORS

Section 1 - Composition, Election, Tenure and Term Limits.

- A. Composition.** The Board of Directors is comprised of seven Inside Directors—including four officers (President, Vice-President, Secretary, Treasurer) and three Directors (I, II, III)—plus two Outside Directors (I and II).
- B. Elections.**
 - 1. The election committee shall conduct an election for Board Members, adhering to the Operations Manual guidelines. Voting is open to all members in good standing.
 - 2. Members who cannot attend an election may obtain an absentee ballot. Absentee ballots must be received at PSC by 4:00 PM the day before election day.
 - 3. If multiple candidates run for an office, the one with the most votes wins. In the event of a tie, either candidate may concede. If neither candidate concedes, a runoff election shall occur within thirty (30) days, following the original election procedure. If there is a second tie, the current Board shall decide who wins.
 - 4. The designated election day shall be the first Wednesday in November. If PSC is closed for any reason on that date, the election will be held on the next available Wednesday thereafter, and members will receive at least one week’s notice of the rescheduled date. Notification will be provided via electronic communication and posted in the PSC lobby.
 - 5. If a position has only one candidate, that person shall be deemed elected. If all positions have single candidates, the election is cancelled, and each candidate shall be deemed elected.
- C. Tenure and Term Limits.**
 - 1. Board Members shall take office on January 1st of the year following the election.
 - 2. No Board Member shall hold more than one Board position at a time.
 - 3. Board Members shall be elected to serve a two-year term. The President, Secretary, Director I, Director III, and Outside Director I shall be elected in odd-numbered years. The Vice-President, Treasurer, Director II, and Outside Director II shall be elected in even-numbered years.

4. Board Members may serve only two consecutive terms in the same Board position.
5. Only one family member shall serve on the Board at the same time.
6. Inside Directors must maintain PSC membership in good standing during their term of office. Outside Directors shall not be members.

Section 2 - Qualifications.

- A. Inside Director.** Any PSC member in good standing for at least six (6) months before the election, without prior suspension or expulsion for just cause, may apply for a position by completing, signing, and submitting the appropriate intent-to-run form.
- B. Outside Director.** Any person who is not a PSC member and who is recommended by the Election Committee may run for office as an Outside Director by completing, signing, and submitting the appropriate intent-to-run form.

Section 3 - Duties.

The PSC business shall be under the direction and control of the Board. The Board shall exercise fiduciary responsibilities for a nonprofit Colorado Corporation as set forth in the Articles of Incorporation and State statutes. The PSC Operations Manual defines the responsibilities and enforcement actions related to the Articles of Incorporation, Deeds, and Bylaws, each of which is provided as appendices A, B, and C in the Operations Manual. The Board shall determine the annual membership dues, to be approved at a membership meeting. The Directors shall attend Board and membership meetings. and perform the duties of their offices as described in the Operations Manual, including but not limited to key duties listed below:

A. President.

1. Preside and exercise full voting privileges at Board meetings.
2. Give an overview report on the operations and well-being of the PSC at the annual membership meeting.
3. Function as the official representative for the PSC in any dealings with the Town of Parker and other government agencies. The President may name a designated representative.
4. Preside at the Board-conducted annual evaluation of the Center Manager in November and meet with the Center Manager to review the evaluation in November.

B. Vice-President.

1. Preside at Board meetings in the absence of the President.
2. Assume the office of President if the President is unable to serve for the balance of the term.

C. Secretary.

1. Preside at the Board meeting in the absence of both the President and the Vice-President.
2. Prepare, maintain, and secure the Minutes of the Board meetings and membership meetings.
3. Provide copies of the Minutes to each member of the Board and post a copy in the PSC lobby and on the website. The Minutes shall be embossed with the PSC seal and filed in the Minutes Book.
4. Be custodian of the corporate seal.

D. Treasurer.

1. Serve as Chairperson of the Budget and Finance Committee to prepare a proposed Annual Budget and present it to the Board for approval.
2. Present PSC Board-approved proposed budget to the general membership for approval at the annual membership meeting.
3. Ensure that all funds received by PSC are deposited in Board-approved federally insured Colorado financial institutions.
4. Review and provide monthly financial reports to the Board. A copy of the reports shall be posted on the PSC bulletin board. Maintain and secure financial reports in the official PSC records.
5. Review authorized signatures annually, or more often as needed, for all PSC financial accounts.

- E. Inside Directors - I, II, and III.** Attend Board meetings and actively engage in PSC events, activities, and fundraisers when possible.
- F. Outside Directors - I and II.** Participate in Board meetings, engage in discussions, and support PSC events, activities, and fundraisers when possible.
- G. Town of Parker Liaisons.** Participate in monthly Board meetings and provide updates regarding Town of Parker activities.
- H. Immediate Past President.** May attend and participate in the monthly Board meetings at the request of any current Board Member. This role is advisory in nature, shall not have voting rights, and shall not count toward a quorum.

Section 4 - Quorum and Voting.

- A. Quorum.** A quorum shall consist of four (4) voting Board Members in attendance. A proxy may not be used to determine a quorum.
- B. Voting.** The majority vote of the quorum shall constitute the action of the entire Board. Voting at regular and special Board meetings will be done by show of hands, unless the Board, by majority, decides on a different procedure. A meeting by telecommunications is also permitted when all Board Members in attendance are on the line simultaneously and each Member can hear all other Members.
- C. Proxy.** Per Colorado Revised Statute, an absent Board Member may delegate their vote via a signed limited proxy form to another Board Member, who must submit it to the Secretary before the meeting. Proxy forms are available from the Secretary.

Section 5 – Board of Directors Meetings.

- A. Monthly Meetings.** Monthly meetings shall be held at PSC, or via electronic means, on such day and time as the Board determines. An agenda shall be provided. The general membership is welcome to observe and participate in discussions as permitted by the Board. Members wishing to address the Board on a specific topic must submit a written request in advance for inclusion on the meeting agenda. Discussion is limited to that topic. If a request to address the Board is denied, the Board must provide a written explanation to the member.
- B. Executive Meetings.** Directors may call executive meetings for legal, personnel, or sensitive matters only. These meetings are restricted to Board Members and invited individuals whose expertise or responsibilities pertain directly to the matters being addressed.
- C. Special or Workshop Meetings.** Special or Workshop meetings with a specific agenda may be called by the President or any other Board Member.
- D. Electronic Meetings.** Board meetings – including monthly, executive, special, and workshop may be held via electronic platforms or phone. To be considered as present, Board Members must be able to hear and be heard by all others throughout the meeting.
- E. Notice.** Monthly, special or workshop meetings will be in accordance with the Bylaws and posted on the PSC bulletin board, the website, and by electronic communications.

Section 6 - Compensation.

Board Members serve without compensation and cannot contract with or be employed by PSC. Board Members are not allowed to accept items of value from any source in relation to their service as a Board Member.

Section 7 - Resignation and Removal of Board of Directors.

- A. Resignation.** A Board Member may resign at any time via written notice, effective as of the date specified or upon receipt by a Board Member. In addition:

1. Board Members will be deemed to have resigned immediately upon election or appointment to a Town, County, or State position.
 2. Board Members affiliated with external entities that may influence PSC activities must disclose such affiliations. The Board will assess potential conflicts and may impose remedies, including required recusal from specific matters or removal from the Board – without involving the standard removal procedures outlined below.
- B. Removal.** The President presides over meetings and hearings unless they are the affected Director, in which case the next officer in the succession presides. A Director may be removed from office for good and sufficient reasons, including, but not limited to, failure to perform duties, regular unexcused absences, or conduct. This requires a hearing to address the charges. Charges may be initiated by:
1. A resolution that was signed by at least three (3) Board Members.
 2. A petition, signed by fifteen (15) members in good standing, submitted to the Board. The petition must detail provable allegations warranting removal under this section and address only one Director at a time. Subsequent petitions are addressed in order.
 3. Within seven (7) calendar days after receiving the petition, the Board shall hold an Executive Session to inform the affected Director of the charges and hear their rebuttal. The affected Board Member will abstain from voting until a final decision is made. The Board may allow the Director to resign voluntarily within seven (7) calendar days after the session.
 4. If no resignation occurs, a hearing shall be held by the Board within thirty (30) calendar days to review evidence and testimony. If the allegations are proven and deemed sufficiently egregious, the Board may summarily remove the Director within seven (7) calendar days.
- C. Appeals.** A Board Member's appeal for reinstatement shall be submitted to the Board in writing and must clearly state the grounds upon which reinstatement is sought. At least ten (10) days following receipt of the appeal, the Board shall convene to determine the process by which the appeal will be reviewed and managed.

Section 8 - Vacancies.

Any Board position(s) left vacant by resignation, removal, succession, or death shall be filled for the balance of the term of office as follows:

- A. President.** The Vice-President shall succeed automatically. If the Vice-President position is also vacant, succession follows this order: Secretary, then Treasurer. If neither of them is willing to serve permanently, they may become the Acting President until a permanent President is appointed by majority vote of a quorum of the remaining Board Members.
- B. Other Positions.** A simple majority vote of the remaining elected Board Members shall appoint a member in good standing to any other vacancy.

ARTICLE III

COMMITTEES

Section 1 – Standing Committees.

- A.** Standing committees provide continuity, accountability, and strategic focus in governance.
- B.** The Operations Manual shall list all current standing committees and outline their respective functions and responsibilities.
- C.** Committees may be formed by the President or any two Board Members. Each committee must include a chairperson, a minimum of two volunteer members, and a designated Board Liaison. Committee members shall elect a chairperson annually. Specific roles, procedures, and qualifications are detailed in the Operations Manual.

- D. Committee chairpersons are responsible for submitting annual written reports to the Board. If funds are collected, they must be promptly recorded, reported, and transferred to the Center Manager or their designee for proper documentation and deposit.

Section 2 – Duties.

PSC shall maintain standing committees for Bylaws/Operations Manual, Elections, and Budget/Finance. The Board may establish and oversee additional ad hoc committees as needed.

- A. **Bylaws/Operations Manual** – Conducts annual review and updates of governing documents.
- B. **Election** – Recruits Board candidates and administers elections in accordance with the Operations Manual.
- C. **Budget and Finance** – Manages budgeting, financial reporting, and preparation for the Audit Committee annually.
- D. **Ad Hoc Committees** – May be formed to address additional needs in areas such as operations, development, and engagement.

Section 3 - Removal, Vacancies, and Resignation.

- A. Any Committee Member may resign at any time. The committee may fill vacancies at their discretion.
- B. The Committee Chairperson and/or members may be removed from the committee for good and sufficient grounds after an appropriate hearing by the Board to discuss alleged charges as covered in the Operations Manual.

ARTICLE IV **MEMBERSHIP**

Note: The Revised State Statutes for non-profit Corporations require that the Articles of Incorporation must provide for membership if the Corporation has members; that if it has members, the members must elect the Board of Directors; and that the Corporation is required to have Officers. Our Articles of Incorporation do not conform to these requirements. However, our Bylaws have always provided for members and election of the Board of Directors by the members (which includes the Officers) and therefore do conform to the Revised State Statutes.

Section 1 – Members.

Membership is open to adults aged fifty (50) and older who reside in Parker, Colorado, or surrounding areas, and who agree to abide by these Bylaws. Exceptions shall be made for members' spouses or partners under the age of fifty (50). Membership in good standing is required to participate in most PSC activities.

A. Member in Good Standing.

1. They are fifty (50) years of age or older, including spouses or partners who may be younger than fifty (50) years of age.
2. Have completed and signed the membership application form, which is available at the front office.
3. Current membership dues, as set by the Board and approved by the voting membership, are paid in full, and the member has not been suspended or expelled for non-adherence to policies or procedures. Annual membership dues shall be assessed on the anniversary of the member's original joining date.

- B. **Voting Member.** Any member in good standing for a minimum of sixty (60) days prior to the date that a membership vote occurs.

- C. Associate Member.** Occasionally, the Board may make exceptions to membership requirements, such as caregivers for members with disabilities, affiliates, and sponsors. All such exceptions shall be honorary, non-voting, and free of annual dues.

Section 2 – Membership Meetings.

- A.** All PSC Board and membership meetings shall be conducted in accordance with the current edition of Robert's Revised Rules of Order, except where PSC bylaws provide otherwise.
- B.** The annual membership meeting shall be held at the PSC on the first Wednesday of December. If PSC is closed for any reason on that date, the meeting will be held on the next available Wednesday thereafter, and members will receive at least one (1) week notice of the rescheduled date.
- C.** Notice of the meeting shall be provided through electronic communication at least thirty (30) days prior to the meeting and shall be posted in the PSC lobby.
- D.** The annual membership meeting agenda shall include as a minimum:
1. President's welcome
 2. Secretary shall provide Minutes from the previous membership meeting.
 3. Manager's Report
 4. Treasurer's Report
 5. The Board approved proposed budget to be voted on by the general membership.
 6. Committee Chairpersons' Reports, as appropriate
 7. Old business
 8. New business
 9. Adjourn the meeting.
- E.** Other general membership meetings shall be held at PSC, as needed, and may be called by any one of the following:
1. The President.
 2. Any two (2) members of the Board of Directors.
 3. Five (5) percent of the PSC Membership.
- F.** Notice of the meetings shall be through electronic communication and posted in the PSC lobby at least 48 hours prior to the meeting.

Section 3 - Voting and Quorum.

- A. Voting.** Each member who is in good standing is entitled to one (1) vote. Where ballots are used, no member shall be given more than one (1) ballot. Voting in membership meetings may be conducted by hand vote based on majority rule unless stated otherwise in the Bylaws.
- B. Quorum.** A quorum shall consist of ten percent (10%) of the total voting membership. No vote may be taken unless a quorum is present. If a quorum is not achieved and a vote is required, the Board shall reschedule the meeting and provide at least 48 hours notice to all members.

Section 4 - Loss of Membership.

Membership will automatically terminate on expulsion, death, or failure to pay membership dues. Upon termination, all rights of the PSC member shall cease. Members may be suspended or expelled for failure to abide by the Code of Conduct as contained in the Operations Manual. The policy details member responsibilities, member rights, and the Violation and Appeals process.

ARTICLE V

FINANCIALS

Section 1 - Fiscal Year.

The PSC fiscal year shall be the calendar year beginning on January 1st and ending on December 31st.

Section 2 - Financial Transactions and Signatory Authority.

Funds received by PSC shall be deposited in federally insured Colorado financial institutions selected by the Board. Checks of \$200.00 or more shall require signatures from either the Center Manager and one (1) Board Member or two (2) Board Members, one of which must be bank authorized. Checks under \$200.00 may be signed by one (1) bank authorized person. Detailed policies and procedures are in the PSC Operations Manual.

Section 3 - Proposals for Supplies and Services.

For purchases or services exceeding five thousand dollars (\$5,000), the PSC Manager or appropriate committee chair must obtain at least three (3) proposals or quotes, if feasible, to be presented to the Board for approval or rejection.

Section 4 - Indebtedness.

Loans or debt obligations of PSC require approval by the Board, 10% of the voting membership, and the recorded deed restrictions.

Section 5 - Donations.

All PSC Inside Directors or the Center Manager may accept or reject grants, contributions, bequests, or in-kind donations on behalf of PSC.

- A. Financial donations shall be made directly to PSC and a receipt will be issued.
- B. The Board President or Center Manager shall acknowledge all donations in writing.
- C. If a donation has been designated for a specific use, it shall not be altered without written permission from the grantor or donor.

Section 6 - Financial Records.

Financial records shall be maintained, on an accrual/cash basis, by the Treasurer or their designee. Such transactions will be maintained in the PSC computer and software system with off-site backup.

- A. **Closure of Books.** The financial records of PSC shall be:
 - 1. Closed by the Treasurer at the end of each fiscal year and audited at the direction of the Board.
 - 2. Closed as required by any controlling government entity.
- B. **IRS Reporting.** IRS Form 990 and other applicable forms, including State forms, shall be prepared by a licensed CPA, approved by the Board, and submitted by the Center Manager.
- C. **Review by Members.** Upon a written request from any member in good standing, computer generated financial reports shall be made available for inspection.

Section 7 - Budget.

The Budget and Finance Committee shall prepare the Proposed Annual Budget and present it to the Board for approval in October. Once approved, it shall be made available for review by the PSC membership at least thirty (30) days prior to the Annual Membership Meeting in December, for approval by the membership.

ARTICLE VI

EMPLOYEES

Section 1 - Staff.

The Board is responsible for hiring and terminating the Center Manager and overseeing the recruitment process of other paid staff. The Board shall establish the number, duties, and salaries of paid staff. Staff management shall align with the Organization Chart provided in the Operations Manual.

Section 2 - Duties.

The duties and responsibilities of employees are detailed in the Operations Manual.

ARTICLE VII

OPERATIONS MANUAL

The purpose of the Operations Manual is to provide guidance for the operation of PSC. The Bylaws Committee shall prepare and maintain the Operations Manual under the oversight of the Board Liaison. The Operations Manual shall conform to the Articles of Incorporation, the Bylaws, and must be approved by the Board. A copy of the Operations Manual shall be made available to members to read at PSC and on the PSC website.

ARTICLE VIII

INDEMNITY, LIABILITY, AND INSURANCE

PSC agrees to protect, defend, and indemnify, its members, staff, and business affiliates against all claims, liabilities, and expenses, including third party claims, arising from breaches of representation, warranties, duties, or laws. This applies regardless of fault or merit. The Board shall maintain sufficient liability insurance to cover these obligations.

ARTICLE IX

AMENDMENTS TO THE BYLAWS

Any PSC member in good standing may propose Bylaws changes by submitting them in writing to the Bylaws Committee. The Committee shall review the proposal and forward it to the Board for consideration. If approved by the Board, the proposed change must be ratified by a two-thirds vote of

members present at a membership meeting, provided a quorum of at least 10% of the membership is in attendance.

ARTICLE X

DISSOLUTION

Section 1 – Process.

- A. The Board shall convene to consider dissolution of The Corporation in accordance with applicable laws and Bylaws requirements.
- B. If two-thirds (2/3) of voting Board members approve the action, the general membership shall be notified via lobby postings and electronic communications.
- C. A general membership meeting shall be scheduled, with 48 hours notice, to take a vote if a quorum of 10% of membership is in attendance. The general membership decision shall be decided by majority vote.
- D. If the majority vote opposes the Board decision to dissolve, the Membership shall have thirty (30) days from the date of the membership meeting to present a viable financial plan to the Board for approval and implementation. If the Board disapproves, dissolution of The Corporation shall proceed.
- E. The Board shall direct the PSC CPA to file IRS Form 966 within thirty (30) days and to complete any other required filings. An attorney shall prepare and file the “Intent to Dissolve” and “Articles of Dissolution” with the Colorado Secretary of State.

Section 2 – Disposal of Assets.

Following the Corporation’s decision to dissolve and permanently close PSC, all debts and liabilities shall be settled in order of legal priority. Vehicles and other assets may be sold to satisfy outstanding obligations, pursuant to the deed of record filed with Douglas County public records.

Date Approved: _____

President: _____
(Rich Foerster)

Secretary: _____
(Marie Glees)

