

BY-LAWS OF THE PARKER SENIOR CENTER, INC.

ARTICLE I

NAME AND PURPOSE

Section 1 - Name. The name of the Corporation is The Parker Senior Center, Inc. (herein after referred to as the Corporation). The principal office of the Corporation is the Parker Senior Center located at 10675 S. Longs Way, Parker CO, 80138 (herein after referred to as the Center).

Section 2 - Purpose. The purpose of Corporation is to provide a community center to serve the senior population of the Town of Parker, Douglas County, and areas adjacent thereto. The Corporation's membership mission is to develop and implement programs that assist in the pursuit of educational, social, healthful, and recreational activities; to provide transportation needs as approved by the Board of Directors; and to cooperate with city, county, state, and federal governments, and the private sectors in regard to senior citizen activities. All the Center's activities shall be conducted on a non-discriminatory basis with regards to race, color, religion, sex, disability, family status, and national origin.

ARTICLE II

MEMBERSHIP

Note: The Revised State Statutes for non-profit Corporations requires 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 By-Laws 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. Participation in Center activities requires membership. Membership shall be open to senior citizens residing in Parker, CO, Douglas County, and adjacent areas and who abide by these by-laws. Non-members may visit the Center to observe and participate in activities for a reasonable short term, as determined by the Board of Directors, to determine if they qualify and wish to become members. There are two classes of membership available as follows:

A. Voting Members. Voting members shall:

1. Be fifty (50) years of age or older. Exceptions to this may be made for younger people when their partner is a member fifty (50) years or older.
2. Have completed the current membership application form.
3. Pay annual dues as set by the Board of Directors, and approved by the voting membership.
4. Be considered in good standing if they have paid current dues prior to January 31.

B. Associate Members. From time to time, the Board of Directors may make exceptions to voting membership requirements for deserving cases, such as active adult volunteers, caregivers for handicapped members, and financial supporters. All such exceptions shall be honorary, non-voting, and free of annual dues.

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Section 2 - Meetings. Robert's Revised Rules of Order shall govern the conduct of all membership Meetings.

- A. Annual General Membership Meeting. There shall be an Annual General Membership meeting held at the Center on the first Wednesday of February. In the event of inclement weather, the meeting will be the second Wednesday of the month.
 1. Notice of the meeting shall be advised through the newsletter in the month preceding the meeting and shall be posted on the Center's bulletin board.
 2. The meeting business to be transacted shall include:
 - a. The President's report relative to the operations and when being for the Corporation's past year.
 - b. The Treasurer's report of the financial condition of the Corporation's past year.
 - c. The Committee Chairpersons may present annual reports relative to the prior year's committee activities.
 - d. Other business may be transacted, as appropriate, related to the prior year's activities.
 - e. The President's report relative to the operations of the Corporation's upcoming year.
 - f. The Treasurer's budget for approval by the Board of Directors and the general members.
 - g. The Long-Range Planning Chairperson's presentation of the three- and ten-year plan.
 - h. The Committees may present their plans for the upcoming year.
 - i. Other business may be transacted, as appropriate, related to upcoming year Activities
- B. Quarterly General Membership Meeting. Quarterly General Membership Meetings shall be held at the Center, as needed, on the first Wednesday of May, August, and November. (The first Quarterly Meeting will be the Annual Meeting held in February).
 1. Notices of the meeting shall be included in the Center's newsletter mailed to all members in the month preceding the meeting and shall be posted on the Center's bulletin board.
 2. The meeting business agenda shall include:
 - a. The minutes of the prior meeting shall be read and approved.
 - b. A report addressing both old open business activities and activities of the Center's past three (3) months.
 - c. A Treasurer's report of the financial status of the Corporation over the past three (3) months and year to date.
 - d. If necessary, Committee Reports to be presented by the Committee's chairperson.
 - e. A report addressing any pending new business activities.
 - f. Other business may be discussed, as appropriate, related to upcoming year activities.
- C. Other Meetings. Members' Meetings, other than the Annual and Quarterly Meetings, may be called. The meeting may be called:
 1. By the President.
 2. By any two (2) members of the Board of Directors.
 3. By any five (5) Committee Chairpersons.
 4. By five (5) percent of the members of the Center.
- D. Notice - No notice of Annual and Quarterly Membership Meetings is required other than by these By-laws and posting notice thirty (30) days prior to the meeting at the Center. Notice of Special Meetings shall be mailed to all voting members through the Center Newsletter and posted at the Center at least thirty (30) days, nor more than sixty (60) days, prior to the meeting. The notice shall state the purpose, place, date and time for the special meeting. When one of the purposes of a special meeting is to amend the By-Laws, the notice shall contain a summary of the amendment.

Section 3 - Voting and Quorum.

- A. Voting. Each voting member who is in good standing is entitled to one vote. Where ballots are used, no member shall be given more than one ballot. Voting in membership meetings may be accomplished by voice vote, unless it is unclear who has the majority, in which case a show of hands shall be required. Where ballots are required in other sections of these by-laws, they shall be used.
- B. Quorum. A quorum shall consist of ten percent (10%) of the members in good standing, for meetings and for mail-in ballots.

Section 4 - Loss of Membership. Membership will automatically terminate on the resignation, suspension, expulsion or death of a Member. Upon termination, all rights, title and interest of the member in the Corporation or its assets shall cease.

- A. Resignation. A member may resign at any time. Such resignation shall be in writing and be effective at the time specified therein, or immediately upon submission to the Board if no time is specified.
- B. Suspension or Expulsion. Members may be suspended or expelled due to:
 - 1. Failure to pay membership dues.
 - 2. Failure to abide by the Code of Conduct as contained in the Operations Manual or unethical behavior.
 - 3. Upon good and sufficient reason by any of the following:
 - a. Resolution by a majority of the Board Members.
 - b. Petition by fifteen (15) members in good standing submitted to the Board of Directors requesting action to be taken in the removal of the member. The Board of Directors shall respond in writing to petitioners concerning the action the Board of Directors will take regarding the petition.
 - 4. In addition, the following procedures shall be followed:
 - a. Not less than fifteen (15) days before the effective date, the affected member shall be given in person or by mail a written document stating the reason for the proposed removal.
 - b. Seven (7) days after the written document has been delivered, a hearing by the Board shall be held to discuss the charges. In cases where the removal was based on a petition of non-board members such members may be present at the hearing.
 - c. Seven (7) days after the hearing, the Board of Directors will provide the affected member with a written document stating the findings and recommendation of the hearing.
 - 5. A member who has been suspended or expelled shall be liable for dues assessments or fees as a result of obligations incurred, or commitments made, prior to the suspension or expulsion.
- C. Appeals. A member may appeal his/her suspension or expulsion to the Board or Membership for a period of one (1) year after the effective date. The appeal shall be in writing stating why the member should be reinstated and delivered to the Board.
 - 1. Not less than 10 business days after receipt, the Board shall convene and determine how the appeal will be handled (by the Board or Membership) and set a reasonable timetable for the Board or Membership to hear the appeal. The suspended or expelled member shall be given an opportunity to orally present his/her arguments. This member shall then be excused from the meeting.
 - 2. The Board or Membership shall then decide whether the member has grounds for reinstatement based on the appeal and the affected member will be given a written reply to the appeal, stating the decision and reasons therefore.
- D. Reinstatement. A member may be reinstated immediately upon payment of back dues and resolution of

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the suspension or expulsion, if applicable. Members who are suspended or expelled for cause, and who are not successful in resolving the issues causing their suspension or expulsion, may not reapply for membership for a period of two (2) years.

- E. Notice. Notice of a special meeting of the membership to conduct a hearing or appeal shall be mailed to all Voting Members and posted at the Center at least 30 days prior to the meeting. The notice shall state the date, place, time and purpose for the special meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1 - Composition, Election, Tenure and Term Limits. The Board of Directors shall be composed of seven (7) Inside Directors and two (2) Outside Directors. Inside Directors shall consist of four (4) elected offices (President, Vice-President, Secretary, and Treasurer and three (3) Inside Directors (I, II and III). The Outside Directors shall consist of Outside Directors I and II. The Board shall be elected by the Voting Membership who have been in good standing for the 60 days prior to the election and by using ballot procedures. Members who are unable to attend an election may obtain an absentee ballot. Absentee ballots must be received at the Center by 4:00 PM the day before the election. When there is more than one candidate for a given office, the candidate with the highest number of votes shall have won. If there is a tie between candidates with the most votes, either candidate may concede the election. If neither candidate concedes, the tie shall be broken in a runoff election using the same procedure as the original election. The election shall be held as soon as practical after the ballots are counted. If there is again a tie, the winner shall be determined by chance (drawing straws, flip of a coin, etc.) as determined by the incumbent Board.

Election Day shall be held on the first Wednesday in November (weather permitting). In the event of inclement weather, the election will be the second Wednesday of the month.

Board Members shall take office on January 1 of the following year, with the following restrictions:

- A. No Board Member shall hold more than one position at a time.
- B. Board Members shall be elected to serve terms of two years. The President, Secretary, Director I, Director III, and Outside Director I shall be elected in odd numbered years and take office the following January 1. The Vice-President, Treasurer, Director II, and Outside Director II shall be elected in even numbered years and take office the following January 1. The initial election of Outside Directors shall include both Outside Directors, the appropriate one being for a term of one year and the other one being for a term of two years. Each subsequent election of Outside Directors shall be for the term of two years.
- C. A Board Member may serve only two consecutive terms in the same Board position subject to the annual election process.
- D. At any time, only one family member shall hold a Board of Directors position.
- E. Inside Directors shall be required to maintain Center membership in good standing during their term of office. Outside Directors shall not be members.

Section 2 - Qualifications. Any voting member may run for office by filling out an application for the position he/she wishes. The member applying must have been a member in good standing for the six (6) months prior to the election date, and suspended or expelled for cause from the Corporation.

- A. Inside Director. Any voting member may run for office as an Inside Director by filling out an application for the position he/she wishes. The member applying must have been a member in good

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standing for the six (6) months prior to the election date and never suspended or expelled for cause from the Corporation.

- B. Outside Director. Any person who is not a member and who is recommended by the Election Committee, may run for office as an Outside Director by filling out an application for the position he/she wishes.

Section 3. Duties. The business and affairs of the Corporation shall be under the direction and control of, and shall be managed by, the Board of Directors, which shall exercise the Corporation's powers as a non-profit Colorado Corporation as set forth in the Articles of Incorporation and State statutes. Board members shall act in good faith and in a manner he/she believes to be in the best interests of the Corporation. Board members shall attend all Board and Membership meetings, insofar as practical, become familiar with the business coming before the Board, participate in the affairs of the Corporation, and perform the duties of their office as follows:

A. President. The President shall:

1. Preside at all Board of Directors meetings.
2. Promote Corporation objectives in conjunction with the other Board of Directors, Committees, and Center employees.
3. Give a full report of the operations and well being of the Corporation and Center at the Annual Member's Meeting, to be held in February. The Annual Report format shall be both written and oral.
4. Be the Official representative for the Corporation in any dealings with the Town of Parker and Douglas County entities. The President may name a designate.
5. In addition, the President shall perform such duties as outlined in the Operations Manual.
6. Perform such other duties as necessary.

B. Vice-President. The Vice-President shall:

1. Preside at Board of Directors meetings in the absence of the President.
2. Attend Town of Parker and the Douglas County entity meetings in the absence of the President.
3. Assume the office of President in the event that the President is unable to serve for the balance of the term in accordance with Section 8 below.
4. Identify fund raising requirements to meet the Corporation's financial needs, initiate activities or events to raise those funds, and appoint chairpersons for each of the activities or events.
5. Perform other duties as required.

C. Secretary. The Secretary shall:

1. Preside at the Board of Directors meeting in the absence of both the President and the Vice-President.
2. Maintain all corporate records of the Corporation.
3. Record the minutes of the Board of Directors Meetings and Membership Meetings.
4. Provide copies of minutes to each member of the Board of Directors, publicly post a copy of the minutes in the Center lobby, and file a copy in the Corporation's official file maintained at the Center by the Secretary.
5. Maintain copies of the minutes of the all Committee Meetings.
6. Prepare, issue, and keep on file all official and formal Corporation correspondence, government documents, and reports not handled by the Treasurer.
7. Monitor the Communications Committee and see that the Center's Newsletter is issued in a timely manner.
8. Be custodian of the corporate seal.
9. Be liaison representative of the Board of Directors to the By-Laws Committee.
10. Perform such other duties as necessary.

D. Treasurer. The Treasurer shall be the financial officer of the Corporation and shall:

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1. Serve as chairperson of the Budget and Finance Committee and will add at least two members to the committee.
 2. Prepare an annual budget for approval by the Board of Directors and then present it to the general membership for approval at the annual membership meeting.
 3. Maintain records of all incomes and disbursements and monitor expenses to insure adherence to the budget.
 4. Insure that all funds received by the Corporation are deposited in whatever financial institutions that are designated by the Board of Directors.
 5. Make monthly financial reports to the Board of Directors, post a copy of the report publicly at the Center and maintain a file of Treasurer reports in the official files maintained in the Center. The monthly financial reports format shall be month and year-to-date amounts and where applicable, Budget to Actual comparison report(s).
 6. Review annual authorized signatures.
 7. Prepare and issue official and formal documents and reports as required by government agencies that are not included in the formal documents and reports that are processed by the Secretary.
 8. Perform other duties as required.
- F. Inside Directors I, II III and Outside Directors I and II shall attend all meetings of the Board, whenever practical, and perform other duties as described in the Operations Procedure Manual.

Section 4 - Quorum and Voting

- A. Quorum. A quorum shall consist of five (5) Inside and Outside Directors in attendance. A proxy may not be used in determining a quorum.
- B. Voting. The vote of a majority of the Quorum shall constitute the action of the entire Board. Voting at regular and special Board meetings will normally be by voice vote, unless the Board by majority vote decides on a different procedure. A meeting by telecommunications is also permitted when all members are on the line simultaneously and each member can hear all other members.
- C. Proxy. A proxy of an absent Board member, on any subject to be discussed at any Board meeting, shall be by written and signed document, which shall be provided to a Board Member who is selected by the absent member to act in his or her behalf. A copy of the written and signed document shall be provided to the Secretary.

Section 5 - Meetings.

- A. Monthly Meetings. Regular meetings shall be scheduled once per month, and shall be held at the Center on such day and hour as the Board of Directors may determine, without notice other than these Bylaws.
 1. Notice of meetings will be posted in the Center and in the monthly newsletter.
 2. The business to be transacted shall be in accordance with an agenda.
 3. The general membership shall be encouraged to attend as observers. If time permits, open discussions with Board Members may be held.
- B. Special Meetings. Special meetings, with a specific agenda, may be called by the President, or any other Board Members. Center members who are not Board Members may attend special board meetings as follows:
 1. Upon invitation of the President.
 2. Upon written request to the President to discuss specific subject(s) with the Board. Such attendance shall be limited to the discussion of the subject(s) in the request. In case the request is denied, the Board shall provide the member with a written document stating the reason(s) for the

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denial.

- C. Notice. Notice of regularly scheduled Board meetings will be in accordance with these by-laws and at the time and place scheduled and posted at the Center. Special meetings called for specific agenda may be called by word or telephone at the time and place agreed upon by the Board and without further notification.

Section 6 - Signatory Authority

- A. Board Approval. Signatory approval for signing contracts and other legal instruments of the Corporation shall be as approved by the Board, and for contracts shall meet the requirements of item B, below. Signature of two Board members shall be required on all such instruments.
- B. Contracts. Following a majority vote, the Board of Directors may authorize one or more Directors to enter into any contract, or execute and deliver any instrument, in the name of, and on behalf of the Corporation. However, before the Board of Directors can enter into any contract, or execute and deliver any instrument that meets the specific criteria, listed below, it shall require a quorum of 10 % of the general voting members to approve the Board of Directors to act on behalf of the Corporation's general membership.
1. Major renovation of the Center's building(s) and land (including parking lot and landscape areas) that meets one of the following:
 - a. Requires government permits.
 - b. Costs that will exceed five thousand dollars (\$5,000).
 - c. Restricts the membership's use of the Center's building(s) and land.
 2. Major repairs or replacement of the Center's building(s), land (includes parking lot and landscape areas), and transportation vehicle(s) that meets one of the following:
 - a. Requires government permits.
 - b. Costs that will exceed ten thousand dollars (\$10,000). Exception to the forgoing are cases of emergencies, i.e., leaking roof, structure damage to building, plumbing, and electrical.
 - c. Restricts the membership's use of the Center's building(s), land, and vehicle(s).
 3. Granting outside entities with rights, easements, and other uses that shall restrict the membership's use of the Center's building(s), land, and vehicle(s).
- C. Other Legal Documents. Other legal documents, such as deeds, loans, bonds, certificates of deposit, etc. shall require the approval of the Board, and of the membership if stated elsewhere in these by-laws, prior to their execution. Signature of two Board members shall be required on all such documents.

Section 7 - Compensation. Board members shall not be compensated for their services for serving on the Board of Directors. Board members may not contract for goods or services with, nor be an employee of, the Corporation.

Section 8 -Resignation and Removal

- A. Resignation. A Board Member may resign at any time. Such resignation shall be in writing and be effective at the time specified therein, or immediately upon receipt by the Board if no time is stated. Exceptions to the forgoing shall be:
1. In case that a Board Member is elected or appointed to a Town or County position, the member shall resign immediately after the appointment or winning the election.
 2. In case that a Board Member is requested to serve or is serving for an outside entity (private or governmental) whose activities, purpose, or mission, are beneficial to senior citizens, and that entity can either directly or indirectly influence the overall Corporation's business:

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- a. That member shall discuss the situation with a quorum of the other Board members.
 - b. A determination shall be rendered to the Board Member within one calendar week.
 - c. During the review period, the Board Member shall be on sabbatical leave.
 - d. The quorum shall inform the member in writing of its determination. In case the quorum rules that there is a conflict of interest, the member shall resign from the Board.
- B. Removal. Any member of the Board of Directors may be removed from office, upon good and sufficient reason, (which shall include but not be limited to, failure to perform the duties of the office, failure to attend meetings regularly, bad conduct, etc.) after an appropriate hearing by the membership to discuss the charges. Charges may be made by any of the following:
1. A resolution signed by three (3) Board Members.
 2. Petition by five (5) or more of the Committee Chairpersons submitted to the Board of Directors requesting action to be taken in the removal of the Board Member. The Board of Directors shall respond in writing to petitioners regarding the action the Board of Directors will take to remove the Board Member.
 3. Petition by fifteen (15) members in good standing submitted to the Board of Directors requesting action be taken in the removal of the Board Member. The Board of Directors shall respond in writing to petitioners regarding the action the Board of Directors will take to remove the Board Member.
 4. Petitions may be considered for only one Board Member at a time and must be resolved before any additional petitions are considered.
 5. In addition, the following procedures shall be followed:
 - a. The affected Board Member shall be given a written document listing the reason for the proposed removal.
 - b. As soon as practical after the written document has been delivered, a hearing by the membership shall be held to discuss the charges. The President shall preside at the meeting unless he/she is being removed. In that case the next Officer in succession to assume the President position shall preside.
 - c. Seven (7) days after the hearing, the Board of Directors will provide the affected Board Member with a written document stating the findings and recommendations of the hearing.
- C. Appeals. A member may appeal his/her suspension or expulsion from the Board to Membership for a period of one (1) year after the effective date. The appeal shall be in writing stating why the Board member should be reinstated and delivered to the Board.
1. Not less than 10 business days after receipt, the Board shall convene and determine how the appeal will be handled (by the Board or Membership) and set a reasonable timetable for the Board or Membership to hear the appeal. The suspended or expelled member shall be given an opportunity to orally present his/her arguments. This member shall then be excused from the meeting.
 2. The Board or Membership shall then decide whether the member has grounds for reinstatement based on the appeal and the affected member will be given a written reply to the appeal, stating the decision and reasons therefore. The decision shall be final and not subject to further appeal. This is the only procedure for removal of a Board Member. Recall elections are not allowed.

Section 9 - Vacancies. Any Board of Directors position left vacant by resignation, removal, succession, or death shall be filled for the balance of the term of office as follows:

- A. President. For a President's vacancy, the Vice-President shall automatically succeed. However, in case there is also a Vice-President's vacancy, the order of succession is Secretary and then Treasurer. In case neither the Secretary nor the Treasurer is willing to serve on a permanent basis, they may serve on an acting basis until the office for a permanent President is filled.

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- B. Others. For all other elective positions, the remaining members of the Board elected by the membership, by a simple majority vote, shall elect a successor.

ARTICLE IV

COMMITTEES

Section 1 - Composition, Formation and Tenure. Committees shall consist of a Chairperson, at least two (2) additional members and one (1) member of the Board of Directors to serve as liaison between the Committee and the Board of Directors. Committees may be formed as follows:

A. By the President.

B. By any two (2) members of the Board of Directors.

The committee membership shall be ratified by the Board. Board of Directors may post sign-up lists for each Committee needing volunteers on the bulletin board. Appropriate notices and announcements shall be posted at the Center and in the newsletter to inform members that each committee needs volunteers for the next calendar year. Committee chairpersons may be appointed by the Board or elected by the committee. Committees shall hold office for one (1) year.

Section 2 - Duties and Mission. Each Committee shall communicate and report to the designated Board Member responsible for the Committee. If deemed necessary, the Board of Directors may call a meeting of any and/or all Committees.

The missions of the Committees are as follows:

- A. Election Committee. The Election Committee shall consist of three (3) members named by the Board of Directors no later than sixty (60) days prior to Election Day. Board Members shall not serve on the Committee. The committee shall select its own chairperson. The Committee shall form a list of candidates for the Board vacancies to occur at the beginning of the following year, as follows:
1. There shall be at least one candidate selected for each open position on the Board.
 2. Each candidate shall consent to being elected and shall confirm this consent in writing.
 3. Candidates for Inside Directors' positions must have been members in good standing for at least six (6) months.
 4. Candidates may be proposed to the Election Committee, in writing, by any member of six months standing, or greater, provided such candidate consents in writing to be elected.
 5. The slate of candidates shall be presented to the Board of Directors and the general membership simultaneously. The slate shall be posted in the Center 25 days prior to the election. The slate of candidates shall be included in the October newsletter.

The Committee shall then be responsible for conducting the election using ballot procedures, ensuring that each entitled voting member be provided the opportunity to vote, and that no member casts more than one vote, all as outlined in the Operations Manual. The Committee may use the services of the Center Manager to expedite the election process.

- B. Sunshine Committee. The mission of the Sunshine Committee is to serve the needs of the seniors who are ill, are shut-ins, or have other special needs.
- C. Facilities Committee. The mission of this committee is to care for and maintain the buildings and grounds of the Center.
- D. Long-Range Planning Committee. The mission of this committee is to determine future expenditure needs for anticipated expansion of facilities and vehicles to meet the needs of the Center's future

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programs. The committee will develop a three-year and a ten (10) year plan for projected facilities and vehicle needs. In addition, the plan should include any possible new programs and/or projects that could affect the mission of other Committees. The plan shall be submitted at least annually to the Board of Directors for review and later presentation to the membership for approval.

- E. Telephone Committee. The mission of this committee is to be responsible for answering the telephone during hours the Center is open, recording reservations for lunches, rides, and visiting nurse, and providing general information for members and visitors.
- F. Transportation Committee. The Transportation Committee will be responsible for the vehicles and assisting members who utilize the vehicles.
- G. By-Laws Committee. This committee will be responsible for the rules that govern the Corporation's operations, which shall include the By-Laws and the Operations Manual.
- H. Fund Raising Committees. Committees shall be established for each fund raising event or activity. These committees will be responsible for fund raising drives, grants, raffles, card parties, bake goods sales, craft fair, garage sale, sprinkler winterizing, auto donations program, etc. Each committee shall keep records of funds collected, including donor records, and provide them to the Center Manager and Treasurer.
- 1. Ad Hoc Committees. From time to time special Ad Hoc committees may be needed to help meet unforeseen, crucial, or special matters which may arise in the operations of the Corporation or Center. The need for such committees shall be brought before the Board, which shall be responsible for establishing the committee and their duties, and the committee reporting requirements to the Board.
- J. Personnel Committee. The mission of the committee is to insure that Personnel Policies regarding Center employees, as outlined in the Operations Manual, Section 5 (page 1-3), are followed.
- K. Audit Committee. The Audit Committee shall consist of one or more Outside Directors and one or more members for a total of 3 individuals. At least one of the committee members should have a financial background. The Audit Committee is responsible for selecting, appraising, and recommending to the Board of Directors an independent CPA firm to provide audit/financial review functions.

Section 3 - Authority and Reports. The Committees shall have the authority assigned by the Board as contained in the Operations Manual. The Committees shall prepare annual reports to the Board covering their activities for the year and any action they feel the Board should take. Where funds are collected, these shall be recorded, reported and transferred to the Treasurer or his/her designee, in a timely manner for documenting the results, reporting and deposit.

Section 4 - Removal, Vacancies. And Resignation

- A. Any Committee Member may resign at any time. Such resignation shall be in writing and shall be effective on the date specified. Committee member vacancies may be filled by the Committee at their discretion.
- B. Removal. The Committee chairperson and/or members may be removed from a committee upon good and sufficient reason, after an appropriate hearing to discuss the charges, by any of the following:
 - 1. Committee members' petition filed with the Board of Directors. The petition shall contain the reasons for removal. The Board of Directors shall provide the chairperson and/or member with a written document listing the reasons for removal. The chairperson and/or member can request a hearing to appeal the removal. The Board of Directors shall provide the chairperson and/or member with a written document stating the findings and recommendations of the hearing.
 - 2. By resolution of the Board of Directors. The resolution shall contain the reasons for removal. The chairperson and/or member can request a hearing to appeal the removal. The Board of Directors shall provide the chairperson and/or member with a written document stating the findings and

- recommendations of the hearing.
3. By being in default of payment of membership dues.
- C. Any committee chairperson position left vacant by resignation, or removal, shall be filled for the balance of the calendar year by a majority vote of the Board of Directors. The Board may decide to fill or not fill a member position, at their discretion.

ARTICLE V

FINANCIALS

Section 1 - Fiscal Year. The fiscal year shall be the calendar twelve months beginning on January 1st and ending on December 31.

Section 2 - Financial Transactions and Signatory Authority. All funds received by the Center shall be deposited in the financial institution designated by the Board of Directors. Funds shall be deposited in FDIC covered financial institution accounts as designated by the Board of Directors.

Section 3 - Proposal(s) and/or Quotation(s) for Supplies and Services.

- A. The Board of Directors shall obtain at least three (3) proposal(s) and/or quotation(s) for supplies or services that exceed \$5,000 to be done at the Center as follows:
1. Renovation of the Center's building(s) and land (includes parking lot and landscape areas).
 2. Repairs of the Center's building(s), land (includes parking lot and landscape areas), and transportation vehicle(s) except in the cases where the Facilities Committee deems it to be an emergency, i.e., leaking roof, structure damage to building, plumbing, and electrical.
 3. Facilities Committee's normal facilities maintenance requirement such as painting, snow removal, lawn services, janitorial, etc.
 4. All professional services such as legal, audit, insurance, appraisals, studies etc. Services obtained through quotations may be used for five (5) years without obtaining new quotations, providing they are done at the same cost, or rate.
 5. Others as determined by the Board of Directors.
- B. The proposals and/or quotations shall be reviewed by the Treasurer, and the responsible Committee(s). The review team shall verify that the services to be done are within the Corporation's approved items and amounts. A recommendation of the review teams shall be forwarded to the Board of Directors.
- C. The Board of Directors shall make a determination of acceptance or rejections of proposal(s) and/or quotation(s). In case that the proposal(s) and quotation(s) are not within the Corporation's approved items, the Board of Directors shall make a determination whether a general membership approval is required.

Section 4 - Indebtedness. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by resolution of the Board of Directors, voted upon by the general voting membership, and approval by the Town of Parker.

Section 5 - Gifts. On behalf of the Corporation, any officer of the Board of Directors, or the Center Manager, may accept any grant, contribution, donation, bequest, or gift for the general or specific use of the Corporation. The gift shall:

- A. Be made directly to the Parker Senior Center, Inc.
- B. Be acknowledged by the President of the Board of Directors in writing.

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- C. Not be diverted from its designated specific Center uses, unless permission in writing is granted by the grantor, contributor, donor, bequeath giver, or gift giver.
- D. Be formally documented and retained in the Corporation's financial records.

Section 6 - Financial Records. Complete accounting and other financial records shall be maintained by the Treasurer or his/her designee. Such transactions will be maintained in the Corporation's current computer system located at the Center.

- A. Closure of Books. The financial ledgers of the Corporation shall be:
 - 1. Closed by the Treasurer at the end of each fiscal year and audited by direction of the Board of Directors.
 - 2. Closed as required by any controlling Government entity. An accredited CPA shall perform such closing.
- B. IRS Reporting. The appropriate IRS Form 990 shall be prepared by the CPA and submitted by the Center Manager to the IRS.
- C. Review by Members. Upon oral request by member(s) in good standing, financial ledgers shall be made available for inspection by the requesting member(s) and with the Treasurer in attendance. In cases where the member(s), in good standing, are requesting inspection of financial ledgers and the Treasurer is not in attendance, such requesting members shall submit their request in writing to the Board of Directors. If the member(s) written request is that the financial ledger and supporting documents be audited, the expenses related to the audit shall be borne by the requesting member(s).

Section 7 - Budget. A budget for the following fiscal year shall be prepared prior to the end of the fiscal year, as directed in the Operations Manual. The Center Manager and the Treasurer shall prepare the budget and present it to the Board for approval. The incoming Board at the beginning of the new fiscal year shall review the proposed budget, and modify it, if necessary, prior to submitting it for ratification to the General Membership at the Annual Membership Meeting.

ARTICLE VI

EMPLOYEES

Section 1 - Staff. The Board of Directors shall establish the number(s) and duties of paid staff.

Section 2 - Duties. The duties of each employee staff position shall be adequately covered in the Corporation's Operations Manual.

ARTICLE VII

POLICIES AND OPERATIONS MANUAL

The Corporation shall adopt an Operations Procedure Manual to cover policies and procedures for the day-to-day operation of the Corporation and Center. The Operations Procedure Manual shall not circumvent the By-Laws. A copy of the manual shall be made available to members to read in the Center. It shall not be removed from the building.

The Corporation shall establish policies and operational procedures for the conduct of business through volunteers at the Center. Policies shall include a code of conduct for the members and Directors. Procedures shall include duties of each committee and other procedures as determined by the Board. The

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Operations Manual is provided to assist the Center Manager in the overall Operation of the Center, and shall not require Member review and approval.

ARTICLE VIII

INDEMNITY, LIABILITY, AND INSURANCE

The Corporation shall indemnify its directors, officers, volunteers, and employees acting in behalf of the Center to the fullest extent permitted by Colorado law. The personal liability to directors, officers, volunteers, and employees for monetary damages for breach of fiduciary duty is limited to the fullest extent provided by Colorado law and such directors, officers, volunteers and employees shall not be liable for obligations of the Corporation. Directors, officers, volunteers, and employees shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions.

The forgoing shall not prohibit the Board of Directors, by proper resolution, from procuring insurance coverage providing for payment of sums the directors, officers, volunteers, and employees may be legally obligated to pay, and further providing a reimbursement to the Corporation for its indemnification of such office in accordance with Colorado Law, or in accordance with any broader indemnification arrangements that the Corporation may provide, as long as such broader arrangements are not inconsistent with the provisions of such law.

ARTICLE IX

AMENDMENT OF THE BY-LAWS

The By-laws may be altered, amended, or repealed as follows: Proposed changes to the By-laws may be made by one or more Board members, the By-Laws Committee, or by a General Membership Committee formed for such purpose by the General Membership at a membership meeting. Proposed changes to the By-laws shall be made in writing, presented to the Board for review and approval and then presented to the Voting-Members for approval. Notice shall be as provided in Article II, Section 2 D above. Voting to approve, or disapprove, such changes shall be by special ballot, at a meeting for that purpose. A quorum at a membership meeting shall consist of ten percent (10%) of the general membership. Approval to change the By-Laws shall require approval by two-thirds (2/3) of the votes cast.

ARTICLE X

DISSOLUTION

On the dissolution of the Corporation and permanent closure of the Center, all its debts and liabilities shall be paid first according to their respective priorities and liabilities. Distribution of assets shall be:

- A. Building(s) and land to the Town of Parker, pursuant to the current deed.
- B. All other assets to the Town of Parker or to charitable tax-exempt organizations as deemed appropriate upon majority vote by the Board of Directors.

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Date Approved: August 3, 2011

President: Vincent J. Ambrosini

Attest: Secretary: Marcia Bergsted