SECTION 2 – GOVERNANCE

SECTION 2 TABLE OF CONTENTS:

A. GOVERNING DOCUMENTS: The primary governing documents for PSC are provided in the following appendices:

1. **Appendix A –** Articles of Incorporation

2. **Appendix B –** Deeds and Deed Restriction

3. **Appendix C–** Bylaws

B. BOARD DUTIES: The business of PSC shall be under the direction and control of the Board. The Board shall exercise fiduciary responsibilities for a 501(c)(3) nonprofit Colorado Corporation as set forth in the Articles of Incorporation, Deeds, Bylaws, and Operations Manual consistent with Colorado State Statutes. The board shall determine the annual membership dues to be approved by a majority of the members at a membership meeting. The Directors perform the duties of their offices as described below:

1. **President**
   a. Preside and exercise full voting privileges at Board and Membership meetings.
   b. Report on the status of the PSC at the Annual Membership Meeting.
   c. Attend annual training.
   d. Partner with the Center Manager to ensure Board resolutions are implemented.
   e. Call special meetings if necessary.
   f. Assist Center Manager in conducting new Board member orientation.
   g. Preside at the Board-conducted annual evaluation of the Center Manager and present the evaluation to the Center Manager.
   h. Function as a spokesperson for the organization.
   i. Function as official representative to the Town of Parker and other government agencies.
   j. Consult with Board members on their roles.
   k. Participate in PSC events, activities, and fundraisers.
   l. Function as liaison as assigned to standing committee(s).
   m. Make an annual contribution to the Center.
   n. Ensure that required PSC insurance is in force.
   o. Other duties as needed.

2. **Vice President**
   a. Attend Board and membership meetings.
   b. Attend annual training.
   c. Fulfill the duties and exercise the powers of the President in the President's absence.
   d. Assume the Office of the President if the President is unable to complete the term.
   e. Function as liaison as assigned to standing committee(s).
   f. Conduct special assignments as requested by the Board.
   g. Participate in PSC events, activities, and fundraisers.
   h. Make an annual contribution to the Center.
   i. Other duties as needed.

3. **Secretary**
   a. Attend Board and membership meetings.
   b. Preside at Board and membership meetings in the absence of the President and Vice President.
   c. Attend annual training.
   d. Prepare and maintain accurate minutes of Board and Membership meetings.
   e. Certify minutes of Board and membership meetings by embossing with the corporate seal.
   f. Be custodian of the corporate seal.

g. Provide copies of the minutes to each member of the Board, publicly post a copy of the minutes in the PSC lobby, and file the embossed copy in the Minutes Book in a locked cabinet.
h. Function as liaison as assigned to standing committee(s).
i. Participate in PSC events, activities, and fundraisers.
j. Make an annual contribution to the Center.
k. Other duties as needed.

4. **Treasurer**
   a. Attend Board and membership meetings.
   b. Attend annual training.
   c. Serve as chairperson of the Budget and Finance Committee to prepare the proposed annual budget and present it to the Board for approval at the October Board meeting.
   d. Review and present monthly financial reports to the Board, ensure a copy of the report is posted at PSC. Financial reports shall have current month and year-to-date amounts, including Budget to Actual comparison report(s).
   e. Review cancelled checks.
   f. Review authorized signatures, at least annually for PSC financial accounts. If changes are necessary, a Board-approved resolution is required.
   g. Review checks in payment of operating and capital expenditures, as necessary.
   h. Present the Board-approved proposed annual budget at the December Annual Membership Meeting for membership approval.
   i. Ensure that all funds received by PSC are deposited in Board-approved Federally insured Colorado financial institutions.
   j. Attend the annual accounting review as performed by the PSC outside accounting firm.
   k. Participate in PSC events, activities, and fundraisers.
   l. Make an annual contribution to the Center.
   m. Function as liaison as assigned to standing committee(s).
   n. Other duties as needed.

5. **Inside Directors 1, 2, and 3**
   a. Attend Board and Membership meetings.
   b. Attend annual training.
   c. These positions can be adapted to match the skills and expertise of the director and Board needs.
   d. Participate in PSC events, activities, and fundraisers.
   e. Make an annual contribution to the Center.
   f. Function as liaison as assigned to standing committee(s).
   g. Other duties as needed.

6. **Outside Directors 1 and 2**
   a. Attend Board and membership meetings.
   b. Attend annual training.
   c. Participate in discussions of items taken up at the Board meetings.
   d. Serve in an advisory/support role in PSC activities such as, but not limited to, marketing and advertising.
   e. Participate in PSC events, activities, and fundraisers.
   f. Other duties as needed.

C. **POLICIES RELATED TO PSC OPERATIONS:** The following eight (8) policies were signed by PSC Board President Rich Foerster and Secretary Marie Glees on December 11, 2025 and placed in the official Parker Senior Center, Inc. Operations Manual located in the Assistant Manager's office.

1. **Code of Conduct Policy:**
   a. General: PSC enriches the lives of adults 50+ by offering activities, shared meals, outings, and lifelong learning in a safe, welcoming space. PSC serves as a community hub, connecting members to services, programs, and resources while fostering engagement and personal growth.
   b. Member Responsibilities: PSC members, visitors, and staff must respect others and uphold a positive environment through:
      i. Signing in upon arrival.
      ii. Showing courtesy and consideration.
      iii. Using respectful language and behavior.
      iv. Maintaining personal hygiene.
      v. Handling PSC equipment and facilities safely and responsibly.
      vi. Keeping PSC clean and litter-free.
      vii. Complying with all local, state, and federal laws.
      viii. Functioning independently or with a caregiver's assistance.
      ix. Wearing appropriate attire, including footwear.
      x. Operating mobility devices at "turtle speed" indoors.
      xi. Covering costs for any intentional damage to PSC property.
   c. Member Rights: PSC members have the right to:
      i. Expect adherence to the Code of Conduct.
      ii. Access information about PSC programs.
      iii. Be treated with dignity and respect.
      iv. Keep personal information confidential.
      v. Be protected from unapproved business solicitations.
      vi. Have access to procedures for grievances and appeals.
   d. Violations & Appeals Process: Members who violate the Code of Conduct or disrupt others may face the following:
      i. Verbal Discussion: Staff shall address concerns with the individual.
      ii. Formal Warning: Written notification by the Center Manager of the issue(s) and potential consequences for repeated behavior.
      iii. Suspension or Dismissal: Written notice from the Center Manager outlining penalties.
      iv. Appeals: Members may submit a written appeal to the Center Manager within 180 days of receiving a suspension or dismissal notice. If unresolved, the matter may be escalated to the Board of Directors.
      v. Law Enforcement: Severe infractions may be reported to authorities.

2. **Non-Discrimination Policy**
   a. General: PSC is dedicated to maintaining an inclusive environment, free from discrimination in employment and membership. PSC ensures equal opportunity for everyone, regardless of race, color, religion, creed, national origin, ancestry, disability, gender, sexual orientation, age, marital status, veteran, or draft status. To support this commitment, PSC shall:
      i. Enforce strict procedures to uphold fairness for all.
      ii. Provide reasonable accommodations for individuals with disabilities, as defined by the Equal Employment Opportunity Commission (EEOC).
      iii. Investigate reports of discrimination and take appropriate corrective action.
      iv. Continuously monitor and address practices that conflict with this policy.

  b. Reaffirmation: PSC reaffirms its commitment to inclusivity and calls on employees, members, volunteers, and guests to uphold these principles.

3. **Accessibility Policy:** The PSC complies with the Americans with Disabilities Act (ADA) and does not discriminate against individuals with disabilities. PSC welcomes persons with disabilities who are independent or accompanied by a care provider, as we do not have staff trained to provide direct assistance. Because of safety considerations, the basement is not ADA accessible if the elevator is inoperable. Individuals unable to climb stairs may choose to go into the basement only if accompanied by a care person capable of assisting in an evacuation in case the elevator is inoperable. These safety measures are based on objective standards, not assumptions about disability limitations.

4. **Civil Rights Policy:** The PSC operates in compliance with Title VI of the Civil Rights Act, the Rehabilitation Act, the ADA, and federal initiatives addressing equity in minority and low-income communities.

5. **Conflict of Interest Policy:**
   a. PSC Board members, employees, and volunteers must not use privileged information gained through their role(s) at PSC for personal benefit or to provide any advantage to family, friends, or acquaintances.
   b. Disclosure: If any individual—or their family member—has a financial or personal interest in a business or entity providing goods or services to PSC, or possesses information that could be used for personal gain, they must immediately disclose this in writing to the Center Manager or Board President.
   c. Determination: The notified official shall inform the Executive Board, which will assess whether a conflict of interest exists. If a conflict is identified, the individual must recuse themselves from all related discussions, votes, and decisions. The resolution, including any recusal, shall be documented in Board meeting minutes.
   d. Continued Involvement: Individuals may continue in their role(s) at PSC provided they comply with the conflict resolution process.

6. **Whistleblower Protection Policy**
   a. General: The Parker Senior Center (PSC) upholds high ethical standards, requiring honesty, integrity, and compliance with all laws and regulations from its Board of Directors, Center Manager, employees, volunteers, and members.
   b. Reporting and Protection: PSC encourages employees and members to report concerns about ethical violations, legal infractions, or misconduct affecting its operations. Retaliation against individuals who report in good faith is prohibited.
   c. Reporting Procedure: Concerns should be shared with the Center Manager or a Board Member. Written complaints will be investigated by the Board for resolution. The Treasurer shall be informed of any concerns related to accounting, auditing, or financial matters.
   d. Confidentiality and Good Faith: Reports will be kept confidential as much as possible during investigations. Complaints must be made in good faith. False or malicious allegations may result in disciplinary action.
   e. Handling Reports: PSC will acknowledge complaints, conduct investigations promptly, and take appropriate corrective action when necessary.

7. Document Retention Policy

a. Purpose: This policy ensures compliance with the Sarbanes-Oxley Act and proper management of corporate records while upholding the fiduciary responsibility of the Board of Directors.
   The original draft said Corporate Records. Are nonprofits required to comply with this?
b. General Guidelines: Records should only be retained if necessary for operations or required by law. Unnecessary records should be eliminated to reduce storage costs and improve access. PSC will set specific retention schedules to ensure compliance, protect intellectual property, and manage costs.
c. Litigation Exception: If records are relevant to pending or potential litigation, they must be preserved until no longer needed as dictated by judicial process.
d. Retention Periods for Key Documents:
   i. Organizational Documents: Articles of Incorporation, Bylaws, IRS Form 1023, deeds, mortgages, and year-end financial statements—Keep permanently.
   ii. Tax Records: Payroll, expenses, donor contributions - Keep at least 7 years.
   iii. Employment Records: Personnel files, performance reviews, complaints—Keep for 7 years; retirement records keep permanently.
   iv. Board Materials: Meeting minutes—keep permanently in the Minutes Book; other materials keep for at least 3 years.
   v. Press Releases and Public Filings: Keep permanently verifying public records.
   vi. Legal Files: Retention period determined by legal counsel, keep for at least 10 years.
   vii. Marketing and Sales Documents: Keep for 3 years.
   viii. Contracts, leases, and licenses—Keep for 3 years beyond agreement expiration.
   ix. Intellectual Property & Trade Secrets: Keep for at least the life of the trade secret.
   x. Banking & Accounting: Ledgers, invoices, statements—Keep for 3 to 7 years depending on type of record.
   xi. Insurance Records: Expired policies, claims—Keep permanently.
   xii. Audit Records: External audits—Keep permanently; internal audits keep for 3 years.
   xiii. Electronic Mail: Relevant emails should be saved electronically or printed and stored by subject on specific retention guidelines.
   xiv. Correspondence: Keep for 2 years unless related to an identified category above.
   xv. Marketing and Sales Documents: Keep for 3 years.
   xvi. Contracts, leases, and licenses—Keep for 3 years beyond agreement expiration.
   xvii. Intellectual Property & Trade Secrets: Keep for at least the life of the trade secret.
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   xxii. Correspondence: Keep for 2 years unless related to an identified category above.

8. Employee Meal Policy

a. Meals provided to employees at Parker Senior Center (10675 Longs Way, Parker, CO 80138) may be excluded from wages if they meet the following criteria:
   i. Location: Meals are served on the PSC premises, which is the employee’s place of work.
   ii. Business convenience: Meals are provided for PSC’s operational needs – not as additional compensation.
   iii. When employees must remain on-site and be available for emergency calls during meal periods.
b. The above criteria are defined by Publication 15-B (2025), Employer's Tax Guide to Fringe Benefits Internal Revenue Service