

BYLAWS

ROCKVILLE SENIORS, INC.
1150 CARNATION DRIVE
ROCKVILLE MD 20850

Revised by Bylaws Committee

September 18, 2018

ROCKVILLE SENIORS, INCORPORATED

1150 Carnation Drive
Rockville, MD 20850

BYLAWS

ARTICLE I. Corporate Name, Office Address and Purpose

Section 1. Name

The name of the corporation shall be Rockville Seniors, Inc., hereinafter referred to as R.S.I.

Section 2. Principal Office Address

The principal office address shall be 1150 Carnation Drive, Rockville, MD 20850.

Section 3. Purpose

The overall purpose for R.S.I. is to improve the quality of life for all senior citizens of the City of Rockville through properly supported senior center facilities and adequately funded social, recreational and educational programs.

ARTICLE II. Fiscal Year

Section 1. Fiscal Year

The Fiscal Year for R.S.I. shall begin on the first day of July of a given year and end on the last day of June of the following year.

ARTICLE III. Membership qualifications

Section 1. Membership Qualifications

Any individual who is a member in good standing of the Rockville Senior Center is a qualified member and has the right to participate and vote at any duly constituted membership meeting.

ARTICLE IV. Membership Meetings

Section 1. Place of All Membership Meetings

Membership meetings shall be held at the principal office address for R.S.I.

Section 2. Annual Meeting

- a. An Annual Meeting of the members shall be held each year on the third Tuesday in May. The date and time for the Annual Meeting shall be announced to the membership and other concerned bodies at least 15 days prior to the meeting date.
- b. The purpose of the Annual Membership Meeting shall be the election of directors to the R.S.I. Board and for the transaction of such other business as may be appropriately brought before the membership. The Treasurer's report will be given at this meeting.
- c. The directors elected at the Annual Meeting shall assume their official duties on the first day of July. Any member in good standing of R.S.I. may put his name in nomination in order to be elected to the Board.

Section 3. Special Membership Meetings

- a. Special meetings may be called, at any time, by the President for the purpose of bringing before the membership matters of concern. Any request for a Special Meeting originating from members, Senior Center Staff, the Mayor's Office or other source should be submitted to the President in a written or oral request; this request should give the purpose for the meeting and reasons why special action is considered necessary.
- b. A request for a Special Meeting shall be expeditiously reviewed by the President and Board of Directors at a special Board meeting or through telephone/e-mail discussions with each Director. If the majority of the Directors approve the request, the President shall proceed to convene a Special Membership Meeting. Such meeting shall take place as soon as adequate notification can be made; in some urgent cases, the 15-day prior notification requirement, as specified in Section 4 below may be waived.
- c. Business transacted at any Special Membership Meeting shall be confined to the purpose for the meeting as presented in the original request made to the President.

Section 4. Notice of Membership Meetings

Except in urgent situations as mentioned in Section 3(b) above, notice of all R.S.I Membership Meetings shall be given at least fifteen (15) days prior to any meeting date and in the following manner:

- a. Post notice of meeting at prominent locations at the Rockville Senior Center.

- b A published announcement of the annual meeting shall appear one month in advance in the Senior Center Newsletter. In addition to date and time, all notifications made under this Section shall state the purpose for the meeting.
- c. Post notification of meeting on City of Rockville website in the Senior Center section.

Section 5. Quorum Requirements

The presence of fifty (50) R.S.I. members shall constitute a quorum. All members in good standing of the Rockville Senior Center are members of R.S.I. A membership meeting shall not be called to order if a quorum does not exist by the scheduled time for the meeting. When no quorum is present, the meeting shall be rescheduled to another date and/or time when a quorum shall be achievable. The President or presiding officer shall announce such rescheduled meeting without regarding the 15-day notification requirement of above Section 4.

Section 6. Conduct of Membership Meetings

Annual and Special Membership Meetings shall be presided over by the President, or in the President's absence, by the Vice President. If neither the President nor Vice President is present to preside for a given meeting, the chairperson for that meeting shall be a member of the Board of Directors . presiding in the order as listed in Article V, Section 2.

Section 7. Voting

- a. Any member meeting qualifications under Article III, Section 1, shall have one (1) vote for transactions conducted at any duly constituted Membership Meeting.
- b. All elections, questions, and business requiring a vote shall be decided by a majority of the votes cast, except as may be otherwise provided by the law, the Articles of Incorporation or the R.S.I. Bylaws.
- c. The voting shall be conducted in a manner to be determined by the presiding officer/ chairperson for the meeting, except that the election of the Directors to the Board of Directors shall be conducted by secret ballot.

- d. Proxy Voting — Ballots are available from the Senior Center Manager's Office no earlier than 2 weeks, and no later than 48 hours, prior to the membership meeting.

ARTICLE V. Management of R.S.I.

Section 1. General Powers

The property and business of R.S.I. shall be managed under the direction of the Board of Directors, hereinafter referred to as the Board.

Section 2. Officers of the Board

The Officers of the Board shall consist of:

- a. President
- b. Vice president
- c. Treasurer/Accountant
- d. Assistant Treasurer
- e. Recording Secretary
- f. Corresponding Secretary

The President shall also serve as Chairperson of the Board.

Section 3. Number and Term of Office for Board Members.

The Board shall consist of nine (9) members elected or appointed as follows:

An accountant (the Treasurer of the Board), and two (2) citizens of Rockville appointed by the Mayor and Council of the City of Rockville; these appointments to be made prior to the Annual Membership Meeting.

Seven (7) senior citizen members elected at the Annual Membership Meetings.

One (1) senior citizen selected by the Senior Citizens Commission of the City of Rockville; this appointment to be made prior to the Annual Membership Meeting in May. This Board member shall not complete a quorum when only 2 elected members are present.

Each Director will be elected or appointed to a two-year term. Every attempt will be made to stagger the terms so half of the Directors are elected/appointed each year. Each Director may be elected to two consecutive terms.

Appointed Directors on the Board need not be members of R.S.I. Should there be fewer than the required number of directors following an election at the annual Membership Meeting, the elected Board members may select qualified individuals to fill vacancies of the Board after taking office on July 1st the beginning of the new Fiscal Year. Directors must be residents of the City of Rockville, provided however that:

- a. A Non-city resident who is a member of the Rockville Senior Center is hereby deemed to be a resident of the City of Rockville for the purpose of these bylaws.
- b. Not more than two (2) such Non-city residents may be Directors on the Board at any one time.

The Mayor has discretionary authority to appoint directors.

Unexcused absence, excluding illness or necessary travel, is cause for the removal of a member from the Board. Three such consecutive absences will be considered resignation from the Board. Participation in at least one R.S.I. sponsored function is required of each Board member. Any removal of a member of the Board shall be accomplished in the following manner:

- a. The Mayor and Council and the Senior Citizens Commission shall, at the request of the Board, remove a specified Director they have appointed.
- b. The Board shall remove a specified Board member who was elected by the membership at the Annual Meeting.

Any vacancy on the Board shall be filled in the following manner for the remainder of the term:

- a. The Mayor and Council and the Senior Citizens Commission shall fill the vacancies of those Directors they have appointed.
- b. The Board shall fill vacancies of those elected by the membership at the Annual Meeting. The Board may (a) elect to choose the candidate receiving the next highest votes at the previous Annual Meeting, (b) conduct an election, or (c) select a candidate from the membership.

Any Individual who is a full-time employee or permanent and part time employee of the City of Rockville is not eligible to be appointed or elected to membership on the Board.

Individuals may serve on only one board or commission at a given time, with the exception of ad hoc committees or task forces and the Senior Citizens Commission appointee to the R.S.I. Board.

Section 4. Nominating Committee

Ninety (90) days prior to the Annual Membership Meeting, the Chairperson, with the approval of the Board shall appoint an ad hoc Nominating Committee of at least three (3) persons and shall designate the Chairperson for this Committee. The Nominating Committee members must be members of R.S.I.. Section 5. Nomination and Election of Directors

At least forty-five (45) days prior to the Annual Membership Meeting, a Nominating Committee shall select and nominate at least the minimum number of candidates to run for the vacant elected positions on the Board. Listed on the ballot will only be applicants who have submitted resumes forty-five (45) days prior to the election, the list of nominees will be published in the May Senior Center newsletter. Nominations may also be made from the floor at the annual Membership Meeting.

Section 6. Post-election Meeting of Newly Appointed and Elected Directors

Immediately following the election, the newly elected members of the Board, together with the members appointed by the Mayor and Council and the member selected by the Senior Citizens Commission, shall meet under the chairpersonship of the then current Chairperson of the Board; the purpose for this meeting will be to elect the officers on the new Board for the coming term. All newly elected and appointed Directors of the Board shall take office on July 1 of said year. The outgoing Chairperson of the Board presiding over the opening of the Post-election meeting shall leave immediately following the election of a new Chairperson for the coming year, unless the current Chairperson has been re-elected to the Board.

Section 7. Compensation of Directors

The Directors are exempt from paying membership dues at the Rockville Senior Center. They receive no reimbursement for time and expenses incurred in attending regular or other meetings of the Board.

Section 8, Quorum

A majority (5 members) of the nine (9) Directors shall constitute a quorum for the transaction of business at Board meetings. If, at any meeting, less than a quorum is present, a majority of those present may adjourn the meeting. In any case, passage or rejection of any important resolution or business on the Board's agenda must have an affirmative or negative vote from a full quorum of the Directors (6 members) and if such vote is not achieved, the action is invalid. In cases of a tie, the vote will be postponed to the next meeting,

Section 9. Regular Board Meetings

The Board shall hold regular monthly meetings at the Rockville Senior Center, or any other place that may be designated by agreement of the majority of the Directors, on the third Tuesday of each month, unless otherwise determined by the Board.

Section 10. Special Board Meetings

The Chairperson may call special meetings of the Board at any time. All Board members and concerned Senior Center staff shall be advised of the place, time and date for said meetings. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any Special Board Meeting.

If there is a need for an emergency expenditure, approval of \$250.00 or less may be made by the President or Treasurer. All other business must be conducted at regular or special meetings.

Section 11. Standing Committees of the Board

The Board shall have nine (9) standing committees. Each committee shall make verbal monthly reports of progress as well as submit an annual written report to the Board in June. These committees and their responsibilities are as follows:

- a. Budget Committee, whose function shall be to prepare a spending plan for the coming Fiscal Year. All committees shall submit their budget requests to the Chairperson of the Budget Committee for Incorporation into a proposed R.S.I. budget that shall be presented to the Board for review at its May meeting. The final budget will be approved at the July meeting.
- b. Ways and Means Committee, whose function will involve the generation of funds by the following committees:

- 1 Bingo Committee — oversees and operates Bingo
 - 2 Thrift Shop — responsible for operation of Thrift Shop
 - 3 Gift Shop — responsible for operation of the Gift Shop, Including consignments
 - 4 Special Events — responsible for extra fundraising activities, such as the Yard Sale, Raffles, Holiday Festival, Craft Show, Auctions, etc.
- c. Bylaws Committee, whose function is to review and revise the R.S.I. Bylaws as needed.
- d. Memorial Committee, whose organization and function shall be as follows:
- 1) The Corresponding Secretary shall be responsible for keeping accurate records of all gifts and memorials donated to R.S.I.
 - 2) The Corresponding Secretary shall at every regular monthly meeting provide a report of names of any member who passed in the past month, (or earlier, but who had not been reported for lack of Information) and all memorials and gifts that were received.
 - 3) A written report for the month's activity shall be given to the Recording Secretary for the minutes of the meeting.
 - 4) A written copy shall be given to the Center Manager.

The Committee shall collect all memorial gifts and classify them as either Restricted Funds or Unrestricted Funds as defined below. All memorial funds shall be submitted to the Treasurer or the Assistant Treasurer if so designated. The Committee shall acknowledge receipt of a memorial gift to the donor in writing.

Restricted Funds are gifts to be used for a specific purpose only in accordance with the wishes and instructions of the donor regardless of amount. These gifts shall be maintained by the Treasurer until used for the purpose directed.

Unrestricted Funds are gifts for which the donor did not identify a specific purpose. These funds may be used at the discretion of the Board except for gifts in the amount of \$250 and above which shall remain unused for a period of up to one (1) year to allow time for the donor to decide the use of the gift.

Public Relations Committee, whose function shall be to promote the Center and membership and generate support in the community for fundraising activities, special events and memorial fund drives.

International Committee whose function is to serve as a liaison with the Center's multicultural groups.

Outreach Committee, whose function is to increase the membership of the Center and make Rockville seniors more aware of the facility and its offerings.

Fundraising Committee, whose function is to find additional means of raising funds for the support of the Senior Center.

Volunteer Committee, whose function is to Increase the number of volunteers.

Committees shall be disbanded if no longer deemed useful.

Section 12. Endowment Fund

1. The Board is duly authorized to establish an Endowment Fund composed in the form of cash, securities and other tangible assets intended to generate income for the benefit of the membership. The income earned from the Fund may be reinvested or used for the needs of the membership as determined by the Board.
2. As determined by the Board, all or a part of the total principal asset in the Endowment Fund will be set aside to maintain an amount for investment to generate Income for the benefit of the membership. This amount may not be drawn upon except under dire emergency as determined by the Board.
3. Donations of \$500.00 or more received by the Board (either in cash, property or any other form) will be incorporated into the

Endowment Fund unless earmarked by the donor for a specific purpose or by the majority of the Board for another purpose.

Investment Financial Advisors:

The Chairperson of the Board will appoint the Investment/Financial Advisors. The Advisors will suggest allocation of the Endowment Fund assets and report quarterly to the Board

ARTICLE VI. Officers of R.S.I.

Section 1. Power and Duties of the President and Vice-President

The President shall be the chief executive officer of the corporation and shall have general charge and control of all business affairs and property. The President may sign and execute all authorized bonds, contracts, or other obligations in the name of R.S.I. and shall have the general powers and duties of supervision and management normally vested in the office of president of a corporation.

The President shall preside at all regular and special meetings of the Board. The President shall be an ex-officio member of all standing committees and shall do and perform such other duties as may be assigned by the Board.

The President

and Board shall consult with the Mayor and Council, however, prior to incurring any indebtedness and/or obligation on behalf of R.S.I. that has not been approved and anticipated within the budget. In the absence of the President, the Vice-President shall assume the above powers and duties of the President.

Section 2. Recording Secretary

The Recording Secretary shall record the proceedings of Membership Meetings and prepare minutes and/or reports concerning matters discussed and actions taken at the Annual and any other Special Meeting.

The Recording Secretary, or staff designate, shall be responsible for recording and preparing the minutes of all regular and special meetings of the Board, including the meeting of newly-elected and appointed Directors following the Annual Membership Meeting.

In the event that the Recording Secretary is not present, the presiding officer may appoint any person to act as the Recording Secretary for that particular meeting. In general, the Recording Secretary shall perform all the duties generally incident

to the office of Recording Secretary, subject to the control of the President and Board.

Section 3. Treasurer/Accountant

The Treasurer/Accountant is appointed by the Mayor and Council of Rockville for a two-year term prior to the Annual Membership Meeting. (The name, Treasurer, will be hereinafter used to describe the position.) The Treasurer shall maintain custody of all the funds and securities of R.S.I. and shall keep full and accurate account of the receipts, disbursements and corporate books. The Treasurer shall disburse funds as ordered and approved by the Board, taking proper vouchers for such disbursements. The Treasurer shall render an account of all financial transactions and a report on the financial condition of R.S.I. at the regular Board meetings or whenever requested by the President and Board.

The Treasurer may be bonded in the sum required by the Board for faithful performance of the duties of the office, and for the restoration (In case of the Treasurer's death, resignation, retirement or removal from office) of all books, papers, vouchers, monies, and other properties whenever in the possession or under the control of, or belonging to R.S.I.

The Treasurer shall perform all duties generally incident to the office of Treasurer, subject to the control of the President and Board. An audit of the books and financial records shall be performed at the end of each Fiscal Year by an Auditor appointed by the Board.

Section 4. Assistant Treasurer

An Assistant Treasurer shall be designated by the Board to serve in the absence of the Treasurer and to maintain custody of the Bingo accounts and to keep full account of records pertinent to that account.

In addition, the Treasurer may, with the approval of the Board, assign specific duties to the Assistant Treasurer to help relieve the workload of the Treasurer when necessary.

Section 5. Corresponding Secretary

The Corresponding Secretary shall perform all duties generally associated with the office of Corresponding Secretary, subject to control of the President and Board. The Corresponding Secretary shall have custody of the seal of the corporation and shall affix same to all Instruments requiring this seal when authorized by the President. When not used, the seal shall be locked in a secure safe or file.

The Corresponding Secretary shall also be chairperson of the Memorial Committee and shall perform the duties as described under the standing committee of the Board (refer to Article V, Section 11 (d)).

ARTICLE V". Corporate Seal

The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the year of its organization, and the word "Maryland".

ARTICLE VIII. General Provisions

Section 1. Notice

Whenever, under the provisions of these Bylaws, notice is required to be given to any director, officer, or R.S.I. member, it shall not be construed to mean personal notice; but such notice shall be in writing by mail, by depositing the same in a post office or letter, in a postpaid, sealed wrapper addressed to each member, officer, or director at such address as appears on the books for R.S.I., or in default of any other address, such director, officers or member at the general post office of the City of Rockville, Maryland and such notice shall be deemed to be given at the time same shall be thusly mailed. Any member, director, or officer may waive any notice to be given under these Bylaws upon receipt of a written statement,

Section 2. Amendments

The Board of Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provisions thereof, and may from time to time make additional Bylaws

Revisions include spelling corrections and changing nine members to five members.

Wendy M. Mader
William A. Mader
Bruce A. Mader
M
Thyllis W. Mader
Researcher R. Fitzpatrick

9/18/18